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

Ref- BSE/2018-19/26

Date: September 14, 2018

To,
Listing Department,
Bombay Stock Exchange Limited
Floor 25, PJ Tower, Dalal Street,
Mumbai – 400 001

Subject- Annual Report of the financial year 2017-18
Scrip Code- 539399

Dear Sir/Ma'am,

With reference to the above mentioned subject pursuant to regulation 34(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 we are enclosing Annual Report 2017-18 approved and adopted in 22nd Annual General Meeting of the Company held on Friday, 31st day of August, 2018 as per the provisions of the Companies Act, 2013.

Kindly take this information on record.

For and on behalf of Bella Casa Fashion & Retail Limited



Sonika Gupta
Membership No. A38676
Company Secretary & Compliance Officer
Date-14.09.2018
Place- Jaipur

ANNUAL REPORT

★ ★ ★

2017-2018





ANNUAL REPORT 2017-18

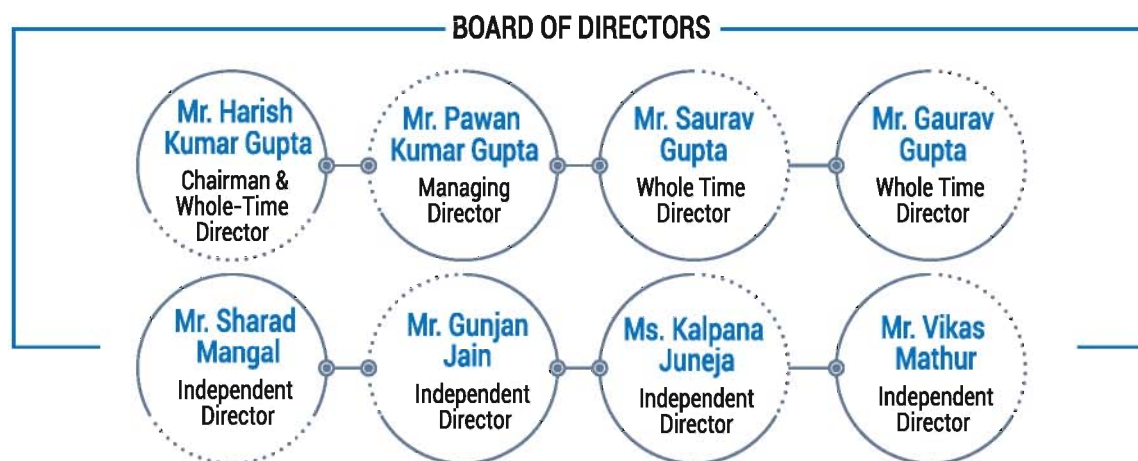
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CORPORATE INFORMATION



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.

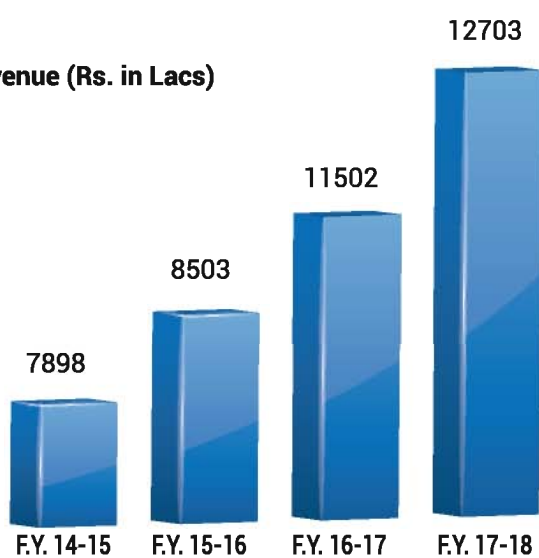
With capacity expansion & other initiatives already completed, I am sure that your company is going to see wonderful years of sales and profit growth.

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!

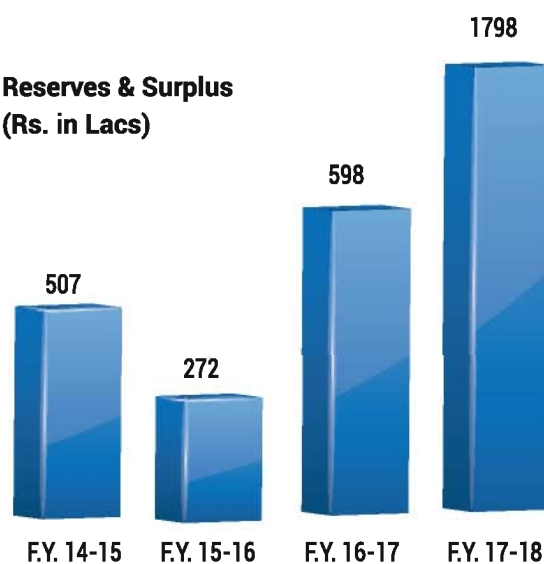
Yours sincerely,
Harish Kumar Gupta
Chairman & Whole-Time Director

FINANCIAL HIGHLIGHTS

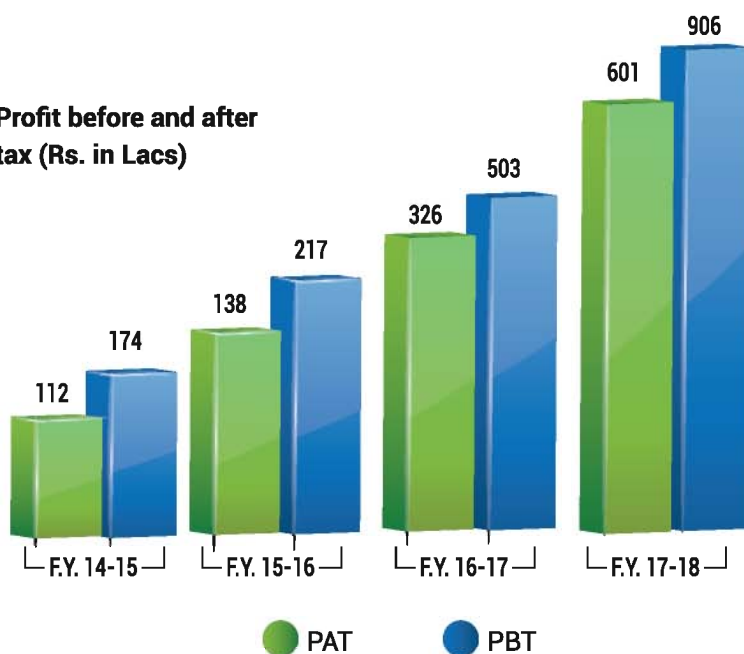
Revenue (Rs. in Lacs)



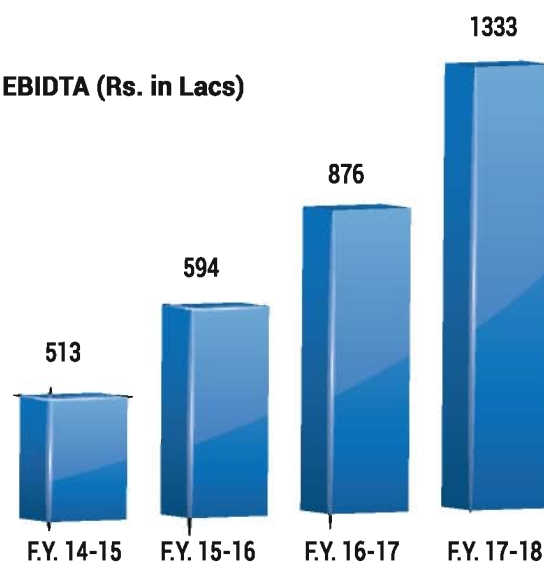
Reserves & Surplus (Rs. in Lacs)



Profit before and after tax (Rs. in Lacs)



EBIDTA (Rs. in Lacs)





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

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. Saurav 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.9

ENHANCEMENT OF BORROWING POWERS. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession to the resolution passed by the shareholders at the Extra Ordinary General Meeting of the Company held on May 26, 2014, and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modifications or re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors, to borrow monies for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, so that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding shall not exceed Rs.60 Crores (Rupees Sixty Crores only) in excess of the paid up capital and free reserves, security premium of the Company i.e. reserves not set apart for any specific purpose, as per the latest annual audited financial statements.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee or person(s) authorized by the Board, be and is / are hereby authorized to finalize, settle and execute such documents, deeds, writings, papers, agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating security as aforesaid or otherwise considered to be in the best interest of the Company including filing of necessary forms with the Registrar of Companies."

ITEM NO. 10

TO AUTHORIZE BOARD OF DIRECTORS UNDER SECTION 180(1)(a) . To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession to the resolution passed by the shareholders at the Extra-Ordinary General Meeting of the Company held on May 26, 2014, consent of the members be and is hereby accorded to Board of Directors of the Company in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in terms of Article of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company to sell, lease, mortgage, create charge / provide security for the sums borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest, costs, charges, expenses and all other monies payable by the Company to the Lenders / institutions concerned for an amount not exceeding Rs.60 Crores (Rupees Sixty Crores only) under the respective borrowing arrangements entered into / to be entered by the Company."

RESOLVED FURTHER THAT the security/(ies) to be created by the Company for its borrowings as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Company and concerned parties."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee or person(s) authorized by the Board, be and is / are hereby authorized to finalize, settle and execute such documents, deeds, writings, papers, agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating security as aforesaid or otherwise considered to be in the best interest of the Company including filing of necessary forms with the Registrar of Companies."

Registered office
E-102-103, EPIP, Sitapura Industrial Area,
Jaipur-302 022 (Rajasthan)

By Order of the Board
For Bella Casa Fashion & Retail Limited

Sd/
Sonika Gupta
Company Secretary
M. No. A38676
Date: 06.08.2018
Place: Jaipur

Notes:

1

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIS/HER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. ' Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

2

The Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, in respect of the special businesses under item nos. 5 to 10 of the accompanying Notice is annexed hereto.

3

The Proxy form must be deposited at the registered office of the Company not less than 48 hours before the scheduled hour of commencement of the meeting.

4

During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

5

The Register of the Members and Share Transfer Books of the Company will remain closed from 25th August to 31st August, 2018 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchange.

Notes:

6

The Ministry of Corporate Affairs has come out with a circular dated 29th April, 2011 which allows the Companies to send documents including Annual Reports and other information by an e-mail. Therefore you are requested to register your e-mail IDs with the Registrar and Share Transfer Agent of the Company. The Company is already having e-mail IDs of the members holding their shares in Demat through their respective Depository participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise to the Company or Registrar or Share Transfer Agent.

7

The cut-off date for the purpose of remote e-voting and voting at the AGM shall be Friday, August 24th, 2018. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.

8

The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to the members whose email address are registered with the Company or Depository Participant(s), unless the members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their email addresses with the Company or Depository Participant(s). Members are requested to submit a duly filled in attendance slip at the registration Counter of the AGM.

9

In case of Joint holders, attending the Meeting, only such joint holders, who are higher in the order of names, will be entitled to vote at the meeting.

10

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts

Notes:

11

As per Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company has designated email ID of the grievance redressal division/compliance officer exclusively for the purpose of registering complaints by investors. Investors are requested to send their communication on the designated email id cs@bellacasa.in

12

Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice.

13

For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by the Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the registration counter at the venue.

14

The Final Dividend for the financial year ended 31st March, 2018, as recommended by the Board, if approved at the Annual General Meeting, will be paid on or after Monday, 10th September, 2018 to those Members whose name appears in the Register of Members of the Company as on the book closure dates.

15

Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.

Notes:

16

All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days up to the date of the Annual General Meeting.

17

As required under Listing Regulations and Secretarial Standards-2 on General Meetings details in respect of directors seeking re-appointment at the AGM, is separately annexed. Directors seeking re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

18

A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.

19

Members are requested to bring their copy of the Annual report to the Annual General Meeting.

20

Members are requested to quote Folio number in their correspondence

21

Members are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.

Notes:

22

Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.

23

Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.

24

In terms of Section 152 of the Companies Act, 2013, Mr. Saurav Gupta (DIN: 07106619), Whole-Time Director, retire by rotation at the Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends his respective reappointment.

25

Brief resume of Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors interest as stipulated, are as under:

26

In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.

27

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, applicable Secretarial Standards and the Listing Regulations a member of

Notes:

the Company holding shares either in physical form or in dematerialized form, may exercise his/her right to vote by electronic means (e-voting) in respect of the resolution(s) contained in this notice.

The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).

Facility for voting through ballot/ polling paper shall also be made available at the AGM and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is casted by both the modes, then vote casted by e voting shall prevail.

The Board of Directors has appointed Monika Sabnani, Company Secretary in practice (Certificate of practice No. 43105 as the Scrutinizer, for conducting the voting/ poll and remote e-voting process in a fair and transparent manner.

The instructions to members for voting electronically are as under.

- i. The voting period (including e-voting) begins on Tuesday, August 28, 2018 at 09:00 a.m. and ends on Thursday, August 30, 2018 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 24, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on "Shareholders/Members" tab.
- iv. **Now Enter your User ID**
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

Notes:

vii.If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field - In case the sequence number is less than 8 digits enter the applicable number of 0's. before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii.After entering these details appropriately, click on "SUBMIT" tab.

ix Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for the relevant <Bella Casa Fashion & Retail Limited> on which you choose to vote.

xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii.Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv.After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Notes:

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or cs@bellacasa.in.

xxi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bellacasa.in and on website of CDSL e-Voting www.evotingindia.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.

Details of Director seeking Appointment / Re-appointment at the Annual General Meeting

Name of the Director	Saurav Gupta
DIN	07106619
Date of Birth	02.07.1981
Nationality	Indian
Appointed on*	31.07.2015
Qualification	Post Graduate Diploma in Apparel Marketing & Merchandising from NIFT
Brief profile	Mr. Saurav Gupta aged 37 years is a Whole Time Director of our Company. He has a Post Graduate Diploma in Apparel Marketing & Merchandising from NIFT. He has been handling the marketing, merchandising and product development functions of the company from past 13 years. His expertise has helped in accelerating growth in the apparel and home furnishing section of the company.
Directorship held in other Company	NIL
Committee position held in other Companies	NIL
Number of shares held in company as on 31.03.2018	981975
Number of the Meetings attended during the year	18
Relationship with other Directors	Relative of Mr. Harish Kumar Gupta, Chairman & Whole-Time Director, Pawan Kumar Gupta, Managing Director and Gaurav Gupta, Whole Time Director of the Company.

*Appointment as Director of the company on March 20th, 2015 and Change in designation w.e.f. July 31, 2015 as whole time Director, and liable to retire by rotation under Section 152(6) of the Companies Act, 2013.

EXPLANATORY STATEMENT FOR RESOLUTIONS MENTIONED UNDER PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 5, 6, 7 & 8**

The term of office of Five (5) years of Mr. Harish Kumar Gupta (DIN 01323944), Chairman & Whole-Time Director, Mr. Pawan Kumar Gupta (DIN: 01543446) Managing Director, Mr. Gaurav Gupta (DIN: 07106587) Whole-Time Director and Mr. Saurav Gupta (DIN: 07106619) Whole-Time Director will be ending on July 30, 2020. The shareholders of the Company had also accorded their approval for payment of remuneration to them up-to July 30, 2018 through their Extra Ordinary General Meeting held on July 31, 2015.

Remuneration: In terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year, during the currency of the tenure of managerial personnel, the Company has no profits or its profits are inadequate, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following: -

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A special resolution has been passed at a general meeting of the Company.

The Company has no inadequate profits in the previous year 2017-18. However, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

The Ministry of Corporate Affairs vide its Notification dated 12th September 2016 brought changes in the provisions under Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by increasing the limits of yearly remuneration basis effective capital as under:

- The companies having effective capital of above 5 crores but less than 100 crores can pay remuneration up-to Rs.84 Lakhs per annum.
- This limit, specified above, shall be doubled if the special resolution is passed in the matter.

Keeping in view of the above, it is proposed to revise the maximum monthly salary from Rs.1,75,000/- (Rupees One Lakh Seventy Five Thousand) to Rs.2,00,000/- (Rupees Two Lakhs) to Mr. Harish Kumar Gupta (DIN 01323944), Chairman & Whole-Time Director, Mr. Pawan Kumar Gupta (DIN: 01543446) Managing Director, Mr. Gaurav Gupta (DIN: 07106587) Whole-Time Director and Mr. Saurav Gupta (DIN: 07106619) Whole-Time Director of the Company with effect from April 01, 2018 for the remaining period of their tenure ending on July 30, 2020, in terms of Companies Act, 2013.

Particulars of details of Mr. Harish Kumar Gupta (DIN 01323944), Chairman & Whole-Time Director, Mr. Pawan Kumar Gupta (DIN: 01543446) Managing Director, Mr. Gaurav Gupta (DIN: 07106587) Whole-Time Director and Mr. Saurav Gupta (DIN: 07106619) Whole-Time Director pursuant to the information as required under Schedule V of the Companies Act, 2013 including Secretarial Standard - 2 and SEBI (LODR) Regulations, 2015, as applicable, are stated in Statement below.

Pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on August 06, 2018 approved the remuneration as stated in Item No. 5, 6, 7 & 8 of the Notice. Further, the Board of Directors recommends the resolution stated in the said item for the approval of members of the Company by way of Special Resolution.

ITEM No. 9

The members of the Company at their Extra-Ordinary General Meeting of the Company held on May 26, 2014, approved by way of an Special Resolution under Section 180(1)(c) of the Companies Act, 2013, borrowings over and above the aggregate of paid up share capital, free reserves and security premium of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.50 Crores (Rupees Fifty Crores only).

Keeping in view the future capex requirements of the Company, it is considered desirable to obtain the members approval up to an amount not exceeding Rs.60 Crores (Rupees Sixty Crores only) at any point of time.

The Board recommends passing of the Special Resolution set out at Item No.9 of the Notice for the approval of shareholders.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM No. 10

The member of the Company at their Extra-Ordinary General Meeting of the Company held on May 26, 2014 had passed a special resolution under Section 180(1)(a) of the Companies Act, 2013 Company to create mortgage, hypothecation, pledge and/or charge the movable and/or immovable properties of the Company towards the borrowings availed or to be availed by the Company under said provisions for an amount up to Rs. 50 Crores. Moreover, validity of the resolution passed by member of the Company on May 26, 2014, this approval is not sufficient to secure the borrowings Rs.60 Crores. Therefore, the additional borrowings are required to be secured by way of mortgage, hypothecation, pledge and/or charge on all or any of the movable and/ or immovable properties of the Company (both present and future) and/or any other assets or properties, either tangible or intangible, of the Company and/ or the whole or part of any of the undertaking of the Company, in favor of lender(s) from time to time.

The Board recommends passing of the Special Resolution set out at Item No.10 of the Notice for the approval of shareholders.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Statement required pursuant to the provisions of Schedule V of the Companies Act, 2013 is given below:

I. General Information		
(a) Nature of industry	Retailing & Manufacturing of Apparels, Bed sheets, Quilts, home furnishing textile items, printed/dyed furnishing fabrics..	
(b) Date or expected date of commencement of commercial production.	05/02/1996	
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.	
(d) Financial performance based on given indicators.		
Particulars	Rs.in Lacs	
	2017-18	2016-17
Total Income	12703.23	11,502.86
Total Expenditure	11797.77	10,999.96
Earning Before Finance Cost, Depreciation & Amortization and Tax (EBIDTA)	1333.10	876.67
Less: Finance Cost	348.24	315.88
Less: Depreciation & Amortization expenses	79.40	57.90
Profit Before Tax and Exceptional Items	905.46	502.90
Exceptional Items	(0.76)	(0.76)
Profit from Ordinary Activities before Tax	906.22	503.66
Less: Extra Ordinary Items	-	-
Less: Tax Expenses	305.65	176.86
Profit After Tax (PAT)	600.57	326.80
(e) Foreign investments or collaborators, if any	NIL	

II. Information about the appointee:**Harish Kumar Gupta****Background details**

Mr. Harish Kumar Gupta aged approximately 60 years is the Chairman and Whole Time Director of our Company. He has been Managing Director on the Board since incorporation. Over the years, Mr. Harish Kumar Gupta has acquired expertise in various areas of Retailing & manufacturing of apparels and home furnishings. He is the founder promoter of the Company and has been responsible for growth and development of the company since its inception.

Past remuneration

He has been paid annual Remuneration of Rs. 15 lacs during the Financial year 2015-16 (i.e. 1.25 lacs per month during the whole year), Rs. 15 lacs during the Financial year 2016-17 (i.e. 1.25 lacs per month during the whole year) and Rs. 21 lacs during the Financial year 2017-18 (i.e. 1.75 lacs per month during the whole year)

Recognition or awards

The Company has received various awards and recognition during his tenure.

Job profile and his suitability

Presently, his vast experience of more than 42 years in textile industry is enshrined on the company for formation of policies and developmental activities of the company. He is involved in identifying, developing and directing the implementation of business strategy.

He is engaged in developing business plans and preparing comprehensive business reports and he also lays emphasis on improving margins and maintaining high quality standards to clients. He is also responsible for the Companies health and legislativ adherence and maintains links with other trade and professionals associations.

Remuneration proposed

The remuneration proposed to be increased from Rs.1.75 Lakhs per month to Rs. 2.00 Lakhs per month from the 1st April 2018 till the remainder of term.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Harish Kumar Gupta is the Chairman & Whole-Time Director of the Company, belongs to promoter group& holds 11.56% of total shareholding of the company as on 31st March, 2018. He is brother of Managing Director Mr. Pawan Kumar Gupta, and Father of Whole-Time Director Mr. Gaurav Gupta.



Pawan Kumar Gupta

Background details

Pawan Kumar Gupta aged approximately 56 years is the Managing Director of our company. He has been on the Board since incorporation. He is the founder promoter of the Company and has more than 24 Years of experience in textile Business and 17 of experience in textile retailing & manufacturing. Under his dynamic leadership and vast experience, we are able to deliver constant value to our Company's projects and expansion strategy.

Past remuneration

He has been paid annual Remuneration of Rs. 15 lacs during the Financial year 2015-16 (i.e. 1.25 lacs per month during the whole year), Rs. 15 lacs during the Financial year 2016-17 (i.e. 1.25 lacs per month during the whole year) and Rs. 21 lacs during the Financial year 2017-18 (i.e. 1.75 lacs per month during the whole year)

Recognition or awards

The Company has received various awards and recognition during his tenure.

Job profile and his suitability

Being the founder of the organization he has worked on almost all areas in the organisation which helps him understand and handle major function of Purchasing and Resource Management of our company. He is responsible for building client relationship that results in revenue and profitability growth. He is also involved in planning and organizing the activities of the Company to achieve its desired objective. He has a key role in motivating and development of the personnel's of management of the company.

Remuneration proposed

The remuneration proposed to be increased from Rs. 1.75 Lakhs per month to Rs. 2.00 Lakhs per month from the 1st April 2018 till the remainder of term.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Pawan Kumar Gupta is the Managing Director of the Company, belongs to promoter group & holds 11.19% of total shareholding of the company. He is brother of Chairman & Whole-Time Director Mr. Harish Kumar Gupta, and Father of Whole-Time Director Mr. Saurav Gupta.



Gaurav Gupta

Background details

Mr. Gaurav Gupta aged approximately 35 years is a Whole Time Director of our Company. He has a post graduate diploma in International Trade from Bhartiya Vidya Bhawan and also Diploman in textile design. He has a rare distinction of having done his education in two varied but important fields.

Past remuneration

He has been paid annual Remuneration of Rs. 15 lacs during the Financial year 2015-16 (i.e. 1.25 lacs per month during the whole year), Rs. 15 lacs during the Financial year 2016-17 (i.e. 1.25 lacs per month during the whole year) and Rs. 21 lacs during the Financial year 2017-18 (i.e. 1.75 lacs per month during the whole year)

Recognition or awards

The Company has received various awards and recognition during his tenure.

Job profile and his suitability

He handles all the production related functions of the company from last 16 years. His expertise has promoted the company into home furnishing and exports.

Remuneration proposed

The remuneration proposed to be increased from Rs.1.75 Lakhs per month to Rs. 2.00 Lakhs per month from the 1st April 2018 till the remainder of term.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Gaurav Gupta is a Whole Time Director of the Company, belongs to promoter group & holds 9.84% of total shareholding of the company. He is a son of Chairman & Whole-Time Director, Mr. Harish Kumar Gupta.



Saurav Gupta

Background details

Mr. Saurav Gupta aged approximately 35 years is a Whole Time Director of our Company. He is a Post Graduate Diploma in Apparel Marketing & Merchandising from NIFT

Past remuneration

He has been paid annual Remuneration of Rs. 15 lacs during the Financial year 2015-16 (i.e. 1.25 lacs per month during the whole year), Rs. 15 lacs during the Financial year 2016-17 (i.e. 1.25 lacs per month during the whole year) and Rs. 21 lacs during the Financial year 2017-18 (i.e. 1.75 lacs per month during the whole year)

Recognition or awards

The Company has received various awards and recognition during his tenure.

Job profile and his suitability

He has been handling the marketing, merchandising and product development functions of the company from past 12 years. His expertise has helped in accelerating growth in the apparel section of the company

Remuneration proposed

The remuneration proposed to be increased from Rs. 1.75 Lakhs per month to Rs. 2.00 Lakhs per month from the 1st April 2018 till the remainder of term.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Saurav Gupta is a Whole - Time Director of the Company, belongs to promoter group & holds 9.81% of total shareholding of the company. He is a son of Managing Director Mr. Pawan Kumar Gupta.

III. Other Information

Reason of Loss or inadequate profits	Slowdown of Indian economy, competition, increased cost of raw materials, higher interest cost, general reversionary trend in the textile industry, global slowdown has squeezed the margins of the Company.
Steps taken or proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance/liquidity, including lowering its operating cost, augmenting its branded sales. Improved productivity and cost control measures have been put in place.
Expected increase in productivity and profits in measurable terms:	The Company has taken various initiatives to improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. Disclosures

The details required to be given under this head is disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2017-18. The Board recommends passing of the relevant Special Resolution as mentioned in Item no. 5, 6, 7 & 8 of the notice.

Other than Mr. Harish Kumar Gupta, Mr. Pawan Kumar Gupta, Mr. Gaurav Gupta and Mr. Saurav Gupta and their respective relatives none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this Resolution.



DIRECTOR'S REPORT

To,

Dear Shareholders,

The Directors of Bella Casa Fashion & Retail Limited (Formerly known as Gupta Fabtex Private Limited) have pleasure in submitting their 22nd Annual Report on the business and operations of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2018.

Financial Results

The audited financial results of the Company for the year ended March 31st, 2018 are summarized below:

Particulars	2017-18	2016-17
Total Income	12703.23	11,502.86
Total Expenditure	11797.77	10,999.96
Earning Before Finance Cost, Depreciation & Amortization and Tax (EBIDTA)	1333.10	876.67
Less: Finance Cost	348.24	315.88
Less: Depreciation & Amortization expenses	79.40	57.90
Profit Before Tax and Exceptional Items	905.46	502.90
Exceptional Items	(0.76)	(0.76)
Profit from Ordinary Activities before Tax	906.22	503.66
Less: Extra Ordinary Items	-	-
Less: Tax Expenses	305.65	176.86
Profit After Tax (PAT)	600.57	326.80

Review Of Operations And The State Of Company's Affairs

The Company recorded total revenue of Rs. 12703.23 Lacs during the year under review as against Rs. 11502.86 Lacs in the previous year thereby registering growth of 10.44 %. The profit after tax for the year ended 31st March, 2018 is Rs. 600.57 Lacs as against Rs. 326.80 Lacs in the previous year showing growth of 83.77%. EBIDTA during the year increased from 876.67 Lacs to 1333.10 Lacs registering a significant growth of 52.06%.

Dividend

Your Directors are pleased to recommend a Final Dividend of Rs. 0.50/- (fifty paise) per equity share of face value of

Rs.10/- each for the year ended 31st March, 2018. The Final Dividend, subject to the approval of Members at the Annual General Meeting on 31st August, 2018. The total proposed Final Dividend, amounts to Rs. 0.50/- per equity share and will absorb 62,53,806 (Sixty Two Lacs fifty three thousand eight hundred six rupees) including Dividend Distribution Tax of Rs.10,66,306/-

Transfer To Reserves & Surplus

The Company proposes to transfer an amount of Rs. 600.57 lacs (Previous year Rs.326.80 Lacs) to general reserves.

Share Capital

The authorized and paid up Equity Share Capital as on March 31, 2018 stood at Rs. 11,75,00,000 (Rupees eleven crores seventy lacs) and 10,00,50,000 (Rupees ten crores fifty thousand) respectively.

Company has allotted 5,15,000 fully paid-up equity shares on preferential basis at a face value of Rs. 10/- each and allotted 2,70,000 and 5,000 equity shares pursuant to the conversion of warrants in 2017-18 to the promoters and other public and consequently the number of equity shares increased from 92,15,000 to 100,05,000.

As on March 31, 2018, promoters, persons belonging to promoters group and public shareholders of the Company holds 14, 70,000 warrants convertible into Equity Shares of the Company.

During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity.

Preferential Allotment

The Board of Director of your Company, had during the financial year i.e. 2017-18 allotted 5,15,000 equity shares and 17,45,000 warrants convertible into equity shares on a preferential basis pursuant to the resolution passed in the Extra Ordinary General Meeting held on 28.03.2017 to persons falling under promoter group and public shareholders.

Each warrant was convertible into one fully paid-up Equity Share of 10/- each ranking pari-passu in all respects, within a period of 18 months from the date of allotment, in one or more tranches. Out of the above, the Company has converted 2,70,000 warrants on 05th October, 2017, 5,000 warrants on 30th October, 2017 into equity shares by way of allotment of equivalent number of equity shares of face value of Rs. 10/- each on receipt of full consideration in respect of above warrants. Consequent to the allotment of equity shares and conversion of warrants, the paid-up equity share capital of your Company stands at 10,00,50,000 divided into 100,05,000 equity shares of face value of Rs. 10/- each.

Declaration Of Independent Directors-

Your Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Schedules and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (LODR).

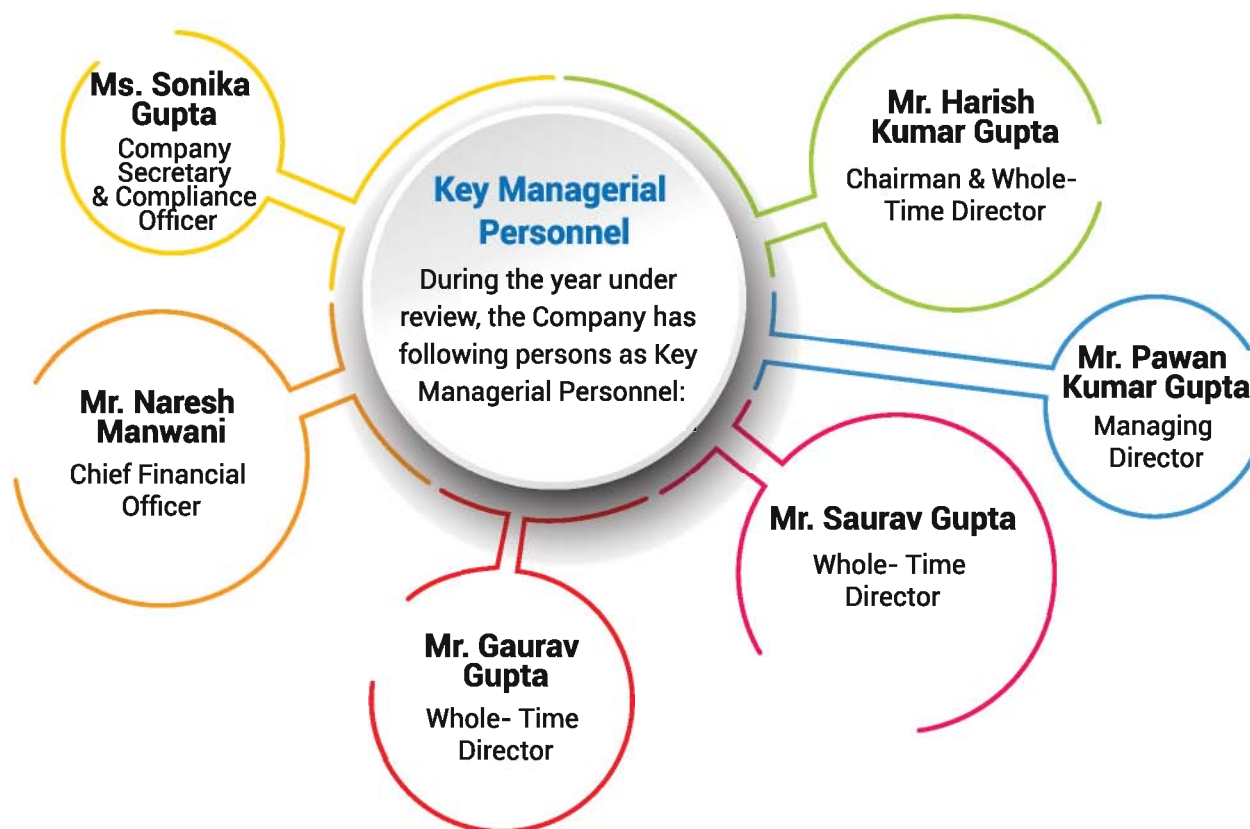
Particulars Of Loans, Guarantees Or Investments Under Section 186

Pursuant to the provisions of Section 186(4) of the Act and SEBI (LODR), disclosures on particulars relating to loans, advances and investments are provided as part of the Financial Statements. There are no guarantees issued or securities provided by your Company in terms of Section 186 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014.

Board Of Directors

As per the provisions of the Section 152 of the companies Act, 2013 Whole Time Directors of the Company, Mr. Saurav Gupta (DIN-07106619) retire by rotation at the meeting and being eligible, offer himself for reappointment. The board of

directors of the Company recommends his respective appointment. During the year under review, there is no change in the Board of Directors of the Company



During the year under review, there is no change in the Key Managerial Personnel of the Company.

Number Of The Meeting Of The Board

The details of the Number of Meetings of the Board held during the financial year 2017-18 forms part of the Corporate Governance.

Responsibility Statement

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period; the change in accounting policy as to Depreciation as mentioned under Notes to Account.
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d. they have prepared the annual accounts on a going concern basis; and
- e. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- f. they have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively.

Acceptance Of Deposits-

The Company has not accepted any Deposits from the Public within the meaning of Section 73 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014

Extract Of The Annual Return

We have enclosed the extract of the annual return in Form No. MGT – 9 shall form part of the Board's report

Investor Education And Protection Fund -

There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

Listing Fees

Presently, the Equity Shares of the Company are listed on the BSE Limited. The Company has paid the annual listing fees for the financial year 2018-2019 to BSE.

Statutory Auditors

M/s KALANI & COMPANY, Chartered Accountants, Jaipur, the Auditor of the Company who was appointed in the Annual General Meeting dated 30th September, 2014 till the conclusion of the sixth Annual General Meeting and is being eligible for the ratification in the ensuing Annual General Meeting of the Company. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from Messrs Kalani & Company that their appointment, if made, would be in conformity with the limits specified in the said Section. There is no Audit qualification for the year under review.

Auditor's Report-

In the opinion of the Directors the notes to the accounts in auditor's report are self-explanatory and adequately explained the matters, which are dealt with by the Auditors.

Secretarial Audit

Pursuant to the provisions of the section 204 of the Companies Act, 2013 and rules made there under, the Company has appointed M/s Shailja Sharma & Associates, Company Secretary in the Board Meeting held on 31.03.2018 to undertake the Secretarial Audit of the Company. The report is enclosed as "ANNEXURE A" to this report. No adverse comments have been made in the report by the Practicing Company Secretary.

Cost Audit-

As per the requirement of the Central Government and pursuant to section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time your company hereby confirms that during the year under review, cost audit was not applicable to the Company. Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained.

Internal Audit

Pursuant to the section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014 Company has appointed Ms. Monika Sabnani, Company Secretary as Internal Auditor of the Company in the Board Meeting held on 31.03.2018 to undertake internal audit. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations

Secretarial Standards

The Company complies with all the secretarial standards.

Related Party Transaction-

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. All transactions entered with the Related Parties as defined under the Companies Act, 2013 and regulation 23 of the SEBI (listing Obligation & Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of section 188 of the Companies Act, 2013. Thus disclosure in form AOC- 2 is not required. Related party transactions have been disclosed under the Note 2.32 of significant accounting policies and notes forming part of the financial statements in accordance with Accounting Standard 18.

A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

Subsidiary Companies

The Company does not have any subsidiary.

Management Discussion And Analysis Report

As per requirements of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure) Regulations 2015, Management's Discussion and Analysis of the financial condition and results of operations have been provided separately in this Annual Report.

Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo:

The information under section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, been appended as "Annexure B" to this Report.

Risk Management

Business risk evaluation and management is ongoing process within the Company. The Assessment is periodically examined by the Board. The management of the Company has identified some of the major areas of concern having inherent risk, viz. Financial, Commodity Price, Regulatory, Human Resource, Interest rate Risks. The processes relating to minimizing the above risks have already been put in place at different levels of management. The management of the Company reviews the risk management processes and implementation of risk mitigation plans. The processes are continuously improved.

Particulars Of Employees

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as "Annexure C" to this Report.

Significant And Material Orders Passed By The Regulators/courts

There are no significant and material orders passed by the Courts or any other regulators which would impact the going Concern Status Of The Company And Its Future Operation.

Performance Evaluation-

Pursuant to the provisions of the Act and SEBI (LODR) and in terms of the Framework of the Board Performance Evaluation, the Nomination and Remuneration Committee and the Board have carried out an annual performance evaluation of its own performance, the performance of various Committees of the Board, individual Directors and the Chairman. The manner in which the evaluation has been carried out has been set out in the Corporate Governance Report which forms an integral part of this Report.

Disclosure Under Sexual Harassment Of Women At Workplace(Prevention, Prohibition And Redressal) Act, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal committee constituted under the said act has confirmed that no complaint/case has been filed/ pending with the Company during the year.

Material Changes And Commitments, If Any, Affecting The Financial Position Of The Company Which Have Occurred Between The End Of The Financial Year Of The Company To Which The Financial Statements Relate And The Date Of The Report

The Board of Directors have recommended dividend of Rs. 0.50 (fifty paisa) per fully paid up equity share of Rs. 10/- each for the financial year 2017-18 on 29th May, 2018, which is based on relevant share capital as on 31st March, 2018. The actual dividend amount will be dependent on the relevant share capital outstanding as on the record date / book closure.

The Company has allotted 3,70,000 Equity Shares of Rs. 10/- each to Promoters and promoters group pursuant to the conversion of warrants on 01st June, 2018 and consequently the number of equity shares increased from 1,00,05,000 to 1,03,75,000.

Apart from above Management does not perceive any material changes occurred subsequent to the close of the financial year as on March 31, 2018 before the date of report dated August 06, 2018 affecting financial position of the Company in any substantial manner.

Corporate Governance-

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report of the Corporate Governance and the Certificate of the Auditors of the Company in respect of compliance thereof and appended hereto and forming part of the report.

Corporate Social Responsibility-

The Company was not required to constitute Corporate Social Responsibility committee under the section 135 of Companies Act, 2013.

Cautionary Statement

Statement in the annual return particularly those which relate to Management Discussion & Analysis Report may constitute forward looking statements within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumption, the actual result might differ.

Appreciation And Acknowledgement

Your Directors express their sincere gratitude for the assistance and co-operation extended by the customers, various Government, Semi-Government, and Local Authorities, Suppliers, Shareholders, Business Association.

Your Directors also wish to place on record their deep appreciation for the dedication & hard work put by the employees at all levels towards the growth of the Company. Last but not the least, Board of Directors wish to thank Investors/Shareholders for their support, co-operation and faith in the Company.

For and on the behalf of the
Bella casa Fashion Retail Limited

Sd/-
 Harish Kumar Gupta
 Chairman & Whole-Time
 Director
 Place: Jaipur
 Date: 06.08.2018

Sd/-
 Pawan Kumar Gupta
 Managing Director

 DIN: 01543446 DIN: 01323944
 Date: 06.08.201

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
 The Members,

Bella Casa Fashion & Retail Limited,
 E-102, 103 EPIP, Sitapura Industrial Area, Jaipur - 302 022 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bella Casa Fashion & Retail Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing opinion thereon. Based on our verification of Bella Casa Fashion & Retail Limited, (Company's) books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has, during the audit period covering the financial year from 01 st April 2017 to 31 st March 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by Bella Casa Fashion & Retail Limited for the financial year ended on 31 st March 2018, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder as may be applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange

Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that:-

****During the audit period:-**

1. The Company has:-

- Allotted 515000 Equity Shares on preferential basis on 10 th May 2017
- 270000 warrants and 5000 warrants were converted into Equity Shares on 05 th October 2017 and 30 th October 2017 respectively subject to conditions prescribed under the SEBI (issue of Capital and Disclosure Requirement) Regulations, 2009

****Remaining 1470000 Warrants are yet to be converted subject to such terms and conditions executed by the Company.**

(It is to be noted that the Company had already taken the approval for issuance of 515000 Equity shares and 1745000 warrants convertible into equity share on preferential basis from the Shareholders' at the Extra Ordinary General Meeting held on 28 th March 2017)

2. The Company has migrated from SME platform to Main Board vide Notice No. 20180306-20 dated 06 th March 2018.

For Shailja Sharma & Associates Company Secretaries

Shailja Sharma (Proprietor)

FCS 6872, CP No. 7554

Place: Jaipur, Date: 28-07-2018

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

Annexure-A

To,
The Members,

Bella Casa Fashion Retail Limited,
E-102, 103 EPIP, Sitapura Industrial Area Jaipur - 302 022 (Rajasthan)

Our report of even date is to be read along with this letter.

1. We have examined the relevant labour laws and regulations as provided by management and did not find any material discrepancy in Compliance System.
2. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Shailja Sharma & Associates Company Secretaries

Shailja Sharma (Proprietor)

FCS 6872

CP No. 7554

Date: 28-07-2018

Place: Jaipur

ANNEXURE-B

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information under section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2018 is given below and forms part of the Director's Report.

Conservation of Energy

a. The steps taken or impact on conservation of energy

In line with the Company's commitment towards conservation of energy, Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved. Company continues with their efforts aimed at improving energy efficiency through innovative measures to reduce wastage and optimize consumption. Some of the measures taken by the company in this direction are as under:

- i. Replacement of old utility equipment's with new energy efficient equipment's.
- ii. Effective preventive maintenance helped in increasing energy efficiency of equipment.

b. The steps taken by the Company for utilizing alternate source of energy

N.A.

c. The capital investment on energy conservation equipment's – NIL

Technology Absorption

a. The efforts made towards technology absorption

The Company continues to perform R&D activities to improve quality of products and to reduce production cost to serve its customer better.

b. The benefits derived like product improvement, cost reduction, product development or import substitution

- i. Development of new products
- ii. Reduction of production cost
- iii. Product and process improvement

c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

N.A.

d. The expenditure incurred in Research and Development Rs. 6,67,202

Foreign exchange earnings and Outgo

Particulars	2017-18	2016-17
Earnings in foreign Exchange	7,222,439	27,475,913
Outgo in foreign Exchange	NIL	NIL

For and on behalf of Board

Sd/-

Harish Kumar Gupta

Chairman & Whole-Time Director

DIN: 01323944

Date: 06.08.2018

Place: Jaipur

ANNEXURE-C

[Details pertaining to remuneration as required under section 197 of the companies act, 2013 read with rule 5(1) of the companies (appointment and remuneration of managerial personnel) rules, 2014]

1. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2017-18, the percentage increase in remuneration of Executive Directors, Chief Financial Officer and Company Secretary during the financial year 2017-18.

Sl. No.	Name of Director/ KMP	Designation	Ratio of remuneration of each Director to median remuneration of employees	Percentage increase in remuneration
1.	Mr. Harish Kumar Gupta	Chairman & Whole-Time Director	9.34	40%
2.	Mr. Pawan Kumar Gupta	Managing Director	9.34	40%
3.	Mr. Gaurav Gupta	Whole-Time Director	9.34	40%
4.	Mr. Saurav Gupta	Whole-Time Director	9.34	40%
5.	Mr. Naresh Manwani	Chief Financial Officer	N.A.	02.73%
6.	Ms. Sonika Gupta	Company Secretary	N.A.	35.45%

Note:

- The Non-Executive Directors of the Company are entitled for sitting fees and commission as per statutory provisions and within the limits approved by the shareholders. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Directors is therefore not considered for the above purpose.
 - The median remuneration of employees of the company was Rs. 2,24,727
- The percentage increase in the median remuneration of Employees for the financial year was 6.90%
 - The Company has 342 permanent Employees on the rolls of Company as on March 31, 2018.
 - Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year was 6.90%, whereas the increase in the managerial remuneration was 40%. The average increases every year is an outcome of the Company's market competitiveness and business performance.
 - The key parameters for any variable component of remuneration:
Variable compensation is an integral part of our total remuneration package for all employees including Managing Directors/ Whole-time Directors. Variable Pay is directly linked to business performance. At the start of the year, the Management sets business and financial targets for the Company. These are drawn from the organizational strategic plan and are then reviewed for consistency and stretch.
 - It is hereby affirmed that the remuneration paid during the year is as per the remuneration policy of the Company.

For and on behalf of Board

Sd/-

Harish Kumar Gupta (Chairman & Whole-Time Director)

DIN: 01323944, Date: 06.08.2018, Place: Jaipur

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN**as on financial year ended on 31.03.2018**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

REGISTRATION & OTHER DETAILS:

i	CIN	L17124RJ1996PLC011522
ii	Registration Date	05/02/1996
iii	Name of the Company	Bella Casa Fashion & Retail Limited (Formerly known as Gupta Fabtex Private Limited)
iv	Category/Sub-category of the Company	Company Limited by Shares / Non-government Company
v	Address of the Registered office & contact details	E-102, 103, EPIP, Sitapura Industrial Area, Jaipur- 302 022 (Rajasthan) Tel- 0141-2771844 e-mail- info@bellacasa.in Website- www.bellacasa.in
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computer Share Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad 500 032 Tel- 91-40- 6716 2222

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated			
SL No	Name & Description of main products/ services	NIC Code of the Product /service	% to total turnover of the company
1	Manufacturing of Bed sheets, Quilts, home furnishing textile items, printed/dyed furnishing fabrics and garments	14101	100%

PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SL No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	NIL	NIL	NIL	NIL	NIL

SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category Wise Shareholding

--	--	--

Category of Shareholders	No. of Shares held at the beginning of the year (01-04-2017)				No. of Shares held at the end of the year (31-03-2018)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

(A) PROMOTERS

Indian (1)									
Individual/HUF	6765000	-	6765000	73.41	7405000	-	7405000	74.01	0.6
Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-	-
Bank/FI	-	-	-	-	-	-	-	-	-
Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (1)	6765000	-	6765000	73.41	7405000	-	7405000	74.01	0.6
Foreign (2)									
NRI- Individuals	-	-	-	-	-	-	-	-	-
Other Individuals	-	-	-	-	-	-	-	-	-
Bodies Corp.	-	-	-	-	-	-	-	-	-
Banks/FI	-	-	-	-	-	-	-	-	-
Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	6765000	-	6765000	73.41	7405000	-	7405000	74.01	0.6

(B) PUBLIC SHAREHOLDING

Institutions (1)									
Mutual Funds	-	-	-	-	-	-	-	-	-
Banks/FI	-	-	-	-	-	-	-	-	-
Central govt	-	-	-	-	-	-	-	-	-
State Govt.	-	-	-	-	-	-	-	-	-
Venture Capital Fund	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FIIS	-	-	-	-	-	-	-	-	-
Foreign Venture	-	-	-	-	-	-	-	-	-
Capital Funds	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year (01-04-2017)				No. of Shares held at the end of the year (31-03-2018)				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% change during the year
Non Institutions (2)									
(a) Bodies corporates									
i)Indian	204467	0	204467	2.22	162495	0	162495	1.62	(0.6)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	924225	0	924225	10.03	796969	0	796969	7.97	(2.06)
ii) Individuals share holders holding nominal share capital in excess of Rs. 1 lakh	1291308	0	1291308	14.01	1600831	0	1600831	16.00	1.99
c) Others (specify)									
Market Maker	30000	0	30000	0.33	17204	0	17204	0.17	0.07
Clearing members	0	0	0	0	2501	0	2501	0.02	0.02
NRI	0	0	0	0	20000	0	20000	0.20	0.20
SUB TOTAL (B)(2):	2450000	0	2450000	26.59	2600000	0	2600000	25.99	(0.6)
Total Public Shareholding									
(B)= (B)(1)+(B)(2)	2450000	0	2450000	26.59	2600000	0	2600000	25.99	(0.6)

(C) SHARES HELD BY CUSTODIAN FOR

GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	9215000	0	9215000	100	10005000	0	10005000	100	0.00

SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	Mr. Harish Kumar Gupta	1011483	10.98	0.00	1156483	11.56	0.00	0.58
2	Mr. Pawan Kumar Gupta	990033	10.74	0.00	1120033	11.19	0.00	0.45
3	Mr. Gaurav Gupta	924000	10.03	0.00	984000	9.84	0.00	(0.19)
4	Mr. Saurav Gupta	876975	9.52	0.00	981975	9.81	0.00	0.29
5	Ms. Anita Gupta	855492	9.28	0.00	905492	9.05	0.00	(0.23)
6	Ms. Sunita Gupta	789492	8.57	0.00	839492	8.39	0.00	(0.18)
7	Ms. Neha Gupta	657525	7.14	0.00	707525	7.07	0.00	(0.07)
8	Ms. Shikha Gupta	577500	6.27	0.00	627500	6.27	0.00	0
9	Ms. Richa Agarwal	82500	0.90	0.00	82500	0.82	0.00	(0.08)
	Total	6765000	73.41	0.00	7405000	74.01	0.00	0.6

CHANGE IN PROMOTERS' SHAREHOLDING

(SPECIFY IF THERE IS NO CHANGE)

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Harish Kumar Gupta				
	At the beginning of the year	1011483	10.98	1011483	10.98
	Preferential allotment on 02.06.2017	145000	-	1156483	-
	At the end of the year	1156483	11.56	1156483	11.56

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
2	Pawan Kumar Gupta				
	At the beginning of the year	990033	10.74	990033	10.74
	Preferential allotment on 02.06.2017	130000	-	1120033	-
	At the end of the year	1120033	11.19	1120033	11.19

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
3	Gaurav Gupta				
	At the beginning of the year	924000	10.03	924000	10.03
	Preferential allotment on 02.06.2017	15000	-	939000	-
	Preferential allotment on 05.10.2017	45000	-	984000	-
	At the end of the year	984000	9.84	984000	9.84

CHANGE IN PROMOTERS' SHAREHOLDING

(SPECIFY IF THERE IS NO CHANGE)

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
4	Saurav Gupta	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	876975	9.52	876975	9.52
	Preferential allotment on 02.06.2017	55000	-	931975	-
	Preferential allotment on 05.10.2017	45000	-	976975	-
	Preferential allotment on 24.11.2017	5000	-	-	981975
	At the end of the year	981975	9.81	981975	9.81

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
5	Anita Gupta	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	855492	9.28	855492	9.28
	Preferential allotment on 02.06.2017	5000	-	860492	-
	Preferential allotment on 05.10.2017	45000	-	905492	-
	At the end of the year	905492	9.05	905492	9.05

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
6	Sunita Gupta	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	789492	8.57	789492	8.57
	Preferential allotment on 02.06.2017	5000	-	794492	-
	Preferential allotment on 05.10.2017	45000	-	839492	-
	At the end of the year	839492	8.39	839492	8.39

CHANGE IN PROMOTERS' SHAREHOLDING

(SPECIFY IF THERE IS NO CHANGE)

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
7	Neha Gupta	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	657525	7.14	657525	7.14
	Preferential allotment on 02.06.2017	5000	-	662525	-
	Preferential allotment on 05.10.2017	45000	-	707525	-
	Preferential allotment on 24.11.2017	5000	-	-	981975 -
	At the end of the year	707525	7.07	707525	7.07

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
8	Shikha Gupta	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	577500	6.27	577500	6.27
	Preferential allotment on 02.06.2017	5000	-	582500	-
	Preferential allotment on 05.10.2017	45000	-	627500	-
	At the end of the year	627500	6.27	627500	6.27

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
9	Richa Agarwal	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	82500	0.90	82500	0.90
	At the end of the year	82500	0.90	82500	0.90

SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS

(Other than Directors, Promoters & Holders of GDRs & ADRs)

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1.	Shreans Daga				
	At the beginning of the year (as on 01.04.2017)	80000	0.87	80000	0.87
	Buy on 26/05/2017	31000	0.33	111000	1.20
	Buy on 16/06/2017	23000	0.24	134000	1.38
	Buy on 09/03/2018	43000	0.42	177000	1.77
	Buy on 23/03/2018	52424	0.52	229424	2.29
	At the end of the year (as on 31.03.2018)	229424	2.29	229424	2.29

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
2.	Saurabh Bakliwal				
	At the beginning of the year (as on 01.04.2017)	0	0.00	0	0.00
	Buy on 30/03/2018	105000	1.05	105000	1.05
	At the end of the year (as on 31.03.2018)	105000	1.05	105000	1.05

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
3.	Deepali Daga				
	At the beginning of the year (as on 01.04.2017)	45000	0.49	45000	0.49
	Buy on 14/04/2017	45000	0.49	90000	0.98
	At the end of the year (as on 31.03.2018)	90000	0.90	90000	0.90

SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS

(Other than Directors, Promoters & Holders of GDRs & ADRs)

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
4.	Nilaykumar Vinodkumar Daga				
	At the beginning of the year (as on 01.04.2017)	45000	0.49	45000	0.49
	Buy on 14/04/2017	45000	0.49	90000	0.98
	At the end of the year (as on 31.03.2018)	90000	0.90	90000	0.90

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
5.	Aparna Daga				
	At the beginning of the year (as on 01.04.2017)	45000	0.49	45000	0.49
	Buy on 14/04/2017	45000	0.49	90000	0.98
	At the end of the year (as on 31.03.2018)	90000	0.90	90000	0.90

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
6.	Shashi Kiran Janardhan Shetty				
	At the beginning of the year (as on 01.04.2017)	95000	1.03	95000	1.03
	Sale on 26/01/2018	(17000)	(0.16)	78000	0.78
	At the end of the year (as on 31.03.2018)	78000	0.78	78000	0.78

SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS

(Other than Directors, Promoters & Holders of GDRs & ADRs)

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
7.	Hem Chand Jain				
	At the beginning of the year (as on 01.04.2017)	60000	0.65	60000	0.65
	Sale on 13/10/2017	5000	0.51	55000	0.57
	At the end of the year (as on 31.03.2018)	55000	0.55	55000	0.55

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
8.	Dinero Wealth Private Limited				
	At the beginning of the year (as on 01.04.2017)	55000	0.60	55000	0.60
	At the end of the year (as on 31.03.2018)	55000	0.55	55000	0.55

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
9.	Prateek Jain				
	At the beginning of the year (as on 01.04.2017)	45000	0.49	45000	0.49
	Buy on 28/07/2017	20000	0.21	65000	0.67
	Sale on 13/10/2017	-4000	0.04	61000	0.63
	Sale on 10/11/2017	-9000	0.09	52000	0.52
	At the end of the year (as on 31.03.2018)	52000	0.52	52000	0.52

SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS

(Other than Directors, Promoters & Holders of GDRs & ADRs)

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
10.	Vinodkumar Harakchand Daga				
	At the beginning of the year (as on 01.04.2017)	0	0		0.00
	Buy on 14/04/2017	40000	0.43	40000	0.43
	Buy on 10/11/2017	5000	0.05	45000	0.45
	Buy on 17/11/2017	2000	0.02	47000	0.47
	At the end of the year (as on 31.03.2018)	47000	0.47	47000	0.47

SHAREHOLDING OF DIRECTORS & KMP

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1.	At the beginning of the year	1011483	10.98	1011483	10.98
	Preferential allotment on 10.05.2017	145000	-	1156483	-
	At the end of the year	1156483	11.56	1156483	11.56

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
2	Pawan Kumar Gupta				
	At the beginning of the year	990033	10.74	990033	10.74
	Preferential allotment on 10.05.2017	130000	-	1120033	-
	At the end of the year	1120033	11.19	1120033	11.19

SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS

(Other than Directors, Promoters & Holders of GDRs & ADRs)

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
3	Gaurav Gupta				
	At the beginning of the year	924000	10.03	924000	10.03
	Preferential allotment on 10.05.2017	15000	-	939000	-
	Preferential allotment on 05.10.2017	45000	-	984000	-
	At the end of the year	984000	9.84	984000	9.84

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
4	Saurav Gupta				
	At the beginning of the year	876975	9.52	876975	9.52
	Preferential allotment on 10.05.2017	55000	-	931975	-
	Preferential allotment on 05.10.2017	45000	-	976975	-
	Preferential allotment on 30.10.2017	5000	-	981975	-
	At the end of the year	981975	9.81	981975	9.81

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
5	Naresh Manwani				
	At the beginning of the year	15000	0.16	15000	0.16
	Buy on 24.11.2017	2000	-	17000	-
	Sale on 22.12.2017	1000	-	16000	-
	At the end of the year	16000	0.16	16000	0.16

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	28,98,17,923.00	23,24,918.00	0.00	29,21,42,841.00
ii) Interest due but not paid	18,81,329.00	23,999.00	0.00	19,05,328.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	29,16,99,252.00	23,48,917.00	0.00	29,40,48,169.00
Change in Indebtedness during the financial year				
Addition	14,32,77,337.00	4,96,36,863.0	0 0.00	19,29,14,200.00
Reduction	19,08,300.00	23,48,917.00	0.00	42,57,217.00
Net Change	43,30,68,289.00	4,96,36,863.0	0 0.00	48,27,05,152.00
Indebtedness at the end of the financial year				
i) Principal Amount	43,30,68,289.00	4,96,36,863.0	0 0.00	48,27,05,152.00
ii) Interest due but not paid	17,32,603.00	0.00	0.00	17,32,603.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ ii+ iii)	43,13,35,686.00	4,96,36,863.0	0 0.00	48,09,72,549.00

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl No.	Particulars of Remuneration	Name of MD/WT/ Manager				Total Amount
		Harish Kumar Gupta	Pawan Kumar Gupta	Saurav Gupta	Gaurav Gupta	
1.	Gross salary (a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2)Income-tax Act, 1961 (c)Profits in lieu of salary undersection17(3)Income-taxAct,1961	21,00,000	21,00,000	21,00,000	21,00,000	84,00,000
2.	Stock Option	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - Others, specify	NIL	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total(A)	21,00,000	21,00,000	21,00,000	21,00,000	84,00,000
	Ceiling as per the Act	Managerial Remuneration is paid as per Schedule V of the Companies Act, 2013.				

B. Remuneration to other directors:

Sl No.	Particulars of Remuneration	Name of MD/WT/ Manager				Total Amount
		Vikas Mathur	Sharad Mangal	Kalpana Juneja	Gunjan Jain	
1.	Independent Directors •Fee for attending board committee meetings •Commission •Others, please specify	4500	19500	7500	13500	45000
	Total(1)	4500	19500	7500	13500	45000
2.	Other Non-Executive Directors Fee for attending board committee meetings Commission Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total(2)	NIL	NIL	NIL	NIL	NIL
	Total(B)=(1+2)	4500	19500	7500	13500	45000

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA	210348	516000	726348
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	210348	516000	726348

PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



CORPORATE GOVERNANCE

The Directors present the Company's Report on code of Corporate Governance for the Year end March 31, 2018 in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Company's Philosophy on code of Governance

The Philosophy of the Company on Corporate Governance lies in its concern to protect interests of various stakeholders, fair dealings with all and active contribution to the Society at large, while enhancing the wealth of shareholders. The processes of Company are directed to achieve compliance with the Code of Corporate Governance. Company's own policies and expectations include ethical conduct, protection of health, safety and environment and commitment to employees.

The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review.

Your Company has complied with all applicable guidelines & regulations as stipulated by the Securities and Exchange Board of India pertaining to the Corporate Governance.

Governance Structure

The Corporate Governance structure at Bella Casa Fashion & Retail Limited is as follows:

1. Board of Directors: The Board is entrusted with an ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.
2. Committees of the Board: The Board has constituted the following Committees viz, Audit Committee, Remuneration and Nomination Committee and Shareholder's / Investors Grievance Committee. Each of the said Committee has been mandated to operate within a given framework.

1. Board of Directors

Composition & Category

The Board of Company as on the date of report consists of eight Directors comprising of four executive and four Independent Directors including a woman. The composition of the Board is according to the Listing Regulations entered with the Stock Exchange. Structure of Board of Directors during the financial year 2017-18, number of other directorships and chairmanships / memberships of committees of each director in various companies as per the requirements of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the following table:

Name of the Director	Director Identification Number (DIN)	Category	No. of Outside Directorship held in Indian Public Limited Companies	No. of other committee membership
Mr. Harish Kumar Gupta	01323944	Chairman & Whole-Time Director	NIL	NIL
Mr. Pawan Kumar Gupta	01543446	Managing Director	NIL	NIL
Mr. Saurav Gupta	07106619	Whole-Time Director	NIL	NIL
Mr. Gaurav Gupta	07106587	Whole-Time Director	NIL	NIL
Mr. Sharad Mangal	01127317	Independent Director	NIL	NIL
Mr. Gunjan Jain	07223400	Independent Director	NIL	NIL
Ms. Kalpana Juneja	07226135	Independent Director	NIL	NIL
Mr. Vikas Mathur	07252879	Independent Director	NIL	NIL

Your Company's Board has an optimum combination of Executive, Non-executive and Independent Directors with one women Director, as per the requirements of Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). The composition of the Board and the Independent Directors of the Company meet all the criteria mandated by SEBI Listing Regulations and the Companies Act, 2013.

Board meetings and attendance:-

The Board duly met eighteen times during the year. Notices of the meetings with agenda along with necessary details were sent to the Directors in time. Details of the Board meetings are given below:-

S.No.	Date	Board Strength	No. Of Directors Present	S.No.	Date	Board Strength	No. Of Directors Present
1.	01st April, 2017	8	4	10.	02nd August, 2017	8	4
2.	01st May, 2017	8	4	11.	28th August, 2017	8	4
3.	10th May, 2017	8	6	12.	12th September, 2017	8	4
4.	10th May, 2017	8	4	13.	05th October, 2017	8	7
5.	15th May, 2017	8	5	14.	20th October, 2017	8	4
6.	07th June, 2017	8	4	15.	30th October, 2017	8	4
7.	26th June, 2017	8	4	16.	14th November, 2017	8	7
8.	15th July, 2017	8	6	17.	08th December, 2017	8	4
9.	24th July, 2017	8	4	18.	31st March, 2018	8	4

The names and categories of the Directors their attendance at the Board Meeting and last Annual General Meeting and Companies as on 31st march, 2018 are given as below:

Name of the Director	Board Meeting held during Tenure of Director	Board Meeting attended	Attendance at the Last Annual General Meeting
Mr. Harish Kumar Gupta	18	18	Yes
Mr. Pawan Kumar Gupta	18	18	Yes
Mr. Saurav Gupta	18	18	Yes
Mr. Gaurav Gupta	18	18	Yes
Mr. Sharad Mangal	18	4	Yes
Mr. Gunjan Jain	18	3	No
Ms. Kalpana Juneja	18	2	No
Mr. Vikas Mathur	18	2	No

Information to the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the SEBI Listing Regulations to the Board and the Board Committees to the extent applicable. All matters requiring Board's approval including statutory matters are put up for the consideration of the Board.

A detailed agenda folder is sent to each Director seven days in advance of the Board Meetings. All the agenda items are appended with by necessary supporting information and documents (except for price sensitive information, which was circulated separately before the meeting) to enable the Board to take informed decisions.

Independent Directors

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulation.

Maximum Tenure of Independent Directors

In accordance with Section 149(11) of the Companies Act, 2013 the Current tenure of Independent Directors of the Company is for a term of 5 consecutive years from the date of Extra-Ordinary General Meeting (EGM) held on July 15, 2015 and July 31, 2015 upto the conclusion of AGM to be held in the calendar year 2020.

Separate Meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 30th day of March 2018 and Inter alia discussed:

- The performance of non-independent directors and the Board as a whole;
- The performance of the Chairman of the Company, taking into the account of the views of Executive Directors and Non-executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present in the meeting.

In addition to these formal meetings, interaction outside the Board Meeting also took place between the Chairman and independent Directors.

Shareholding of Non-Executive Directors as on March 31, 2018 is as under:

S. No.	Name	Number of share held	% of Paid up capital
1.	Ms. Kalpana Juneja	Nil	-
2.	Mr. Sharad Mangal	Nil	-
3.	Mr. Gunjan Jain	Nil	-
4.	Mr. Vikas Mathur	Nil	-

2. Bella Casa Fashion & Retail Limited's Code of conduct for prevention of Insider Trading

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. The Insider Trading Policy lays down guidelines and procedures to be followed and disclosure to be made while dealing with shares of the Company as well as consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The insider trading policy covering code of practices and procedure of fair disclosures of unpublished price and information and code of conduct of prevention of insider trading is available on our website (www.bellacasa.in)

3. Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

4. Policies

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has mandated the formulation of certain policies for all the listed Companies. All our corporate governance policies are available on our Website at www.bellacasa.in

All the policies are required to be updated based on need and new compliance requirements.

5. Performance Evaluation

A formal Evaluation Framework for evaluation of the Board's performance, performance of its Committees and individual Directors of the Company, including the Chairman of the Board, in terms of the requirement of the Act and the Listing Regulations, is in place. In terms of the Evaluation Framework, the Board has carried out the annual performance evaluation of its own performance, the directors individually and the working of its Committees. Criteria for evaluation inter alia include providing strategic perspective, Chairmanship of the Board and its Committees, attendance and preparedness for the meetings, contribution at the meetings and role of the Committees.

6. Committee of the Board of Directors:

The Board of Directors has constituted three Committees viz.

- Audit Committee
- Nomination and Remuneration Committee
- Shareholder's / Investors Grievance Committee

I. Audit Committee:

Audit committee of the Board has been constituted in terms of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013. The role of Audit Committee is to provide direction and oversee internal audit and risk management function, review financial results and annual statements, interact with statutory auditors and such other matters as required under Companies Act, 2013, and SEBI Listing Regulations.

Audit Committee, during the year under review constituted and comprise of three members out of them two are independent Directors. Mr. Sharad Mangal- Non Executive-Independent Director is a Chairman of the Audit Committee, Mr. Gunjan Jain- Non Executive-Independent Director and Mr. Harish Kumar Gupta Whole-Time Director is member of the Committee.

Terms of Reference

- Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- Approving initial or any subsequent modification of transactions of the company with related parties;
- Scrutinizing inter-corporate loans and investments
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters

-  Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to;
 - a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices along with reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions; and
 - g. Qualifications in the audit report.
-  Reviewing, with the management, the quarterly or half yearly and yearly financial statements before submission to the board for approval;
-  Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ Draft prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
-  Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
-  Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
-  Discussing with the internal auditors any significant findings and follow up there on;
-  Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
-  Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
-  Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
-  Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
-  Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and

- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

Meetings and Attendance

During the year 2017-18, Audit Committee met four times on 15th May, 2017, 28th August, 2018, 14th November, 2017, 1st February, 2018. The maximum gap between two meetings was not more than 120 days. The necessary quorum was present for all Meetings. The details of attendance of the Audit Committee Meeting during the Financial Year 2017/18 are as follows:

Name of the Director	Status in the Committee	Nature of Directorship	No. of Meetings Attended
Mr. Sharad Mangal	Chairman	Independent Director	4 of 4
Mr. Gunjan Jain	Member	Independent Director	4 of 4
Mr. Harish Kumar Gupta	Member	Chairman & Whole-Time Director	4 of 4

II. Shareholder's / Investors Grievance Committee

The Company has formed Shareholder's/ Investor Grievance committee pursuant to the provisions of section 178 of the Companies Act, 2013 and requirement of the Listing Regulations. The committee is required to into the redressal of shareholders' and investors' complaints like transfer of shares , Non receipt of annual return, Non receipt of declared dividend etc

The Shareholder's/ Investor Grievance committee comprises Ms. Kalpana Juneja, Mr. Sharad Mangal and Mr. Pawan Kumar Gupta. Ms. Kalpana Juneja acts as a Chairperson of the Shareholder's/ Investor Grievance committee.

Terms of Reference

Redressal of shareholders' and investors' complaints, including and in respect of:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
- Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.

- 
 Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 1992 as amended from time to time.
- 
 Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting,
- 
 Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

Meeting and Attendance:

During the year 2017-18, Shareholder's / Investors Grievance Committee met four times 10th May, 2017, 28th August, 2018, 05th October, 2017, 1st February, 2018. The maximum gap between two meetings was not more than 120 days. The necessary quorum was present for all Meetings.

The details of attendance of the Shareholder's / Investors Grievance Committee Meeting during the Financial Year 2017-18 are as follows:

Name of the Director	Status in the Committee	Nature of Directorship	No. of Meetings Attended
Ms. Kalpana Juneja	Chairperson	Independent Director	2 of 4
Mr. Sharad Mangal	Member	Independent Director	2 of 4
Mr. Pawan Kumar Gupta	Member	Managing Director	4 of 4

Details of shareholders' complaints received, solved and pending share transfers:

The Company has not received any complaints during the year. Hence there were no complaints outstanding as on March 31, 2018.

III. Nomination and Remuneration Committee

The Company has formed Nomination and Remuneration Committee pursuant to the provisions of section 178 of the Companies Act, 2013 and requirement of the Listing Regulations.

As on date remuneration committee comprise of three members who are independent and non Executive Directors namely Ms. Kalpana Juneja Independent Director is a chairperson of the committee and Mr. Sharad Mangal and Mr. Gunjan Jain, Independent Director are members of the committee.

The Committee reviews and recommends the remuneration to be paid to the Managing Directors/ Whole Time Directors and Non-Executive Directors of the Company to the Board of Directors.

As on date the company has Managing Director, remuneration of the executive directors has been duly approve by committee. No remuneration was paid to non-executive directors excluding the sitting fees for attending the meeting of Board of Directors of committee thereof. The Chairman, Managing Director, Whole-Time Director are paid remuneration as per the terms and condition approved by the Board of Directors and shareholders.

Terms of Reference

- 
 Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of

every director's performance.

- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that

Meeting and Attendance:

During the year 2017-18, Nomination and Remuneration Committee met one time on 15th July, 2017. The necessary quorum was present for the Meeting.

The details of attendance of the Shareholder's / Investors Grievance Committee Meeting during the Financial Year 2017-18 are as follows:

Name of the Director	Status in the Committee	Nature of Directorship	No. of Meetings Attended
Ms. Kalpana Juneja	Chairperson	Independent Director	0 of 1
Mr. Sharad Mangal	Member	Independent Director	1 of 1
Mr. Gunjan Jain	Member	Independent Director	1 of 1

7. REMUNERATION

Remuneration to Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of Sitting Fees. The Non-Executive Directors are paid sitting fees for each meeting of the Board or Committee of Directors attended by them.

The company pays sitting fees of one thousand five hundred rupees per Board meeting and for all committee meetings of the board thereof to Non-Executive Directors. The payment of the sitting fees is within the limit, approval of the shareholder is not required. The Non- Executive Independent Directors do not have any material pecuniary relationship or transactions with the Company.

Remuneration to Executive Directors

The appointment and remuneration of Executive Directors including Chairman and Managing Director and Whole-time Director is governed by the recommendation of the Remuneration and Nomination Committee, resolutions passed by the Board of Directors and shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective Agreements executed between them and the Company. The remuneration package of Chairman and Managing Director and Whole-time Director comprises of salary, perquisites and allowances, and contributions to Provident and other Retirement Benefit Funds as approved by the shareholders at the General Meetings. Annual increments are linked to performance and are decided by the Remuneration and Nomination Committee and recommended to the Board for approval thereof. The Company policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. Presently, the Company does not have a stock options scheme for its Directors.

The term of appointment of Executive Directors is for a period of 5 years from July 31, 2015 to July 30, 2020. In the event of inadequacy of profits during the tenure the remuneration shall be allowed in compliance of the provisions of schedule V and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

Remuneration to Key Managerial Personnel, Senior Management and other Staff:

Fixed pay: Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

Details of Remuneration to all the Directors:

Details of Remuneration paid to Directors for the year ended 31st March, 2017:

Name of the Director	Salary, Allowance, Perquisites and other benefits	Commission	Stock Option	Pension	Sitting Fees Paid
Mr. Harish Kumar Gupta	21,00,000	-	-	-	-
Mr. Pawan Kumar Gupta	21,00,000	-	-	-	-
Mr. Saurav Gupta	21,00,000	-	-	-	-
Mr. Gaurav Gupta	21,00,000	-	-	-	-
Mr. Sharad Mangal	-	-	-	-	19,500
Mr. Gunjan Jain	-	-	-	-	13,500
Ms. Kalpana Juneja	-	-	-	-	7,500
Mr. Vikas Mathur	-	-	-	-	4,500

8. Role of the Company Secretary in overall governance process

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. She interfaces between the management and regulatory authorities for governance matters.

9. Registrar and Share transfer agent

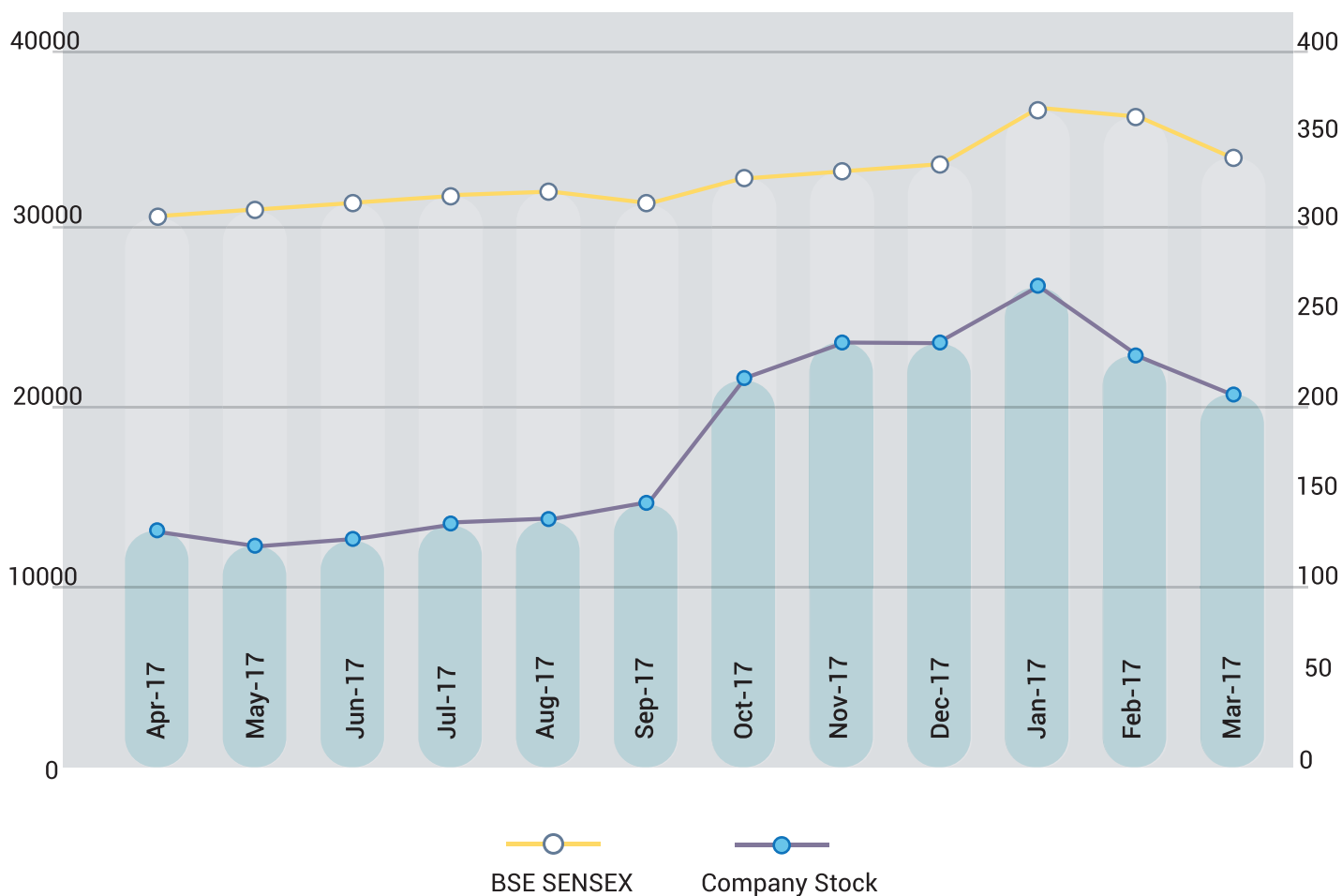
The Company has appointed M/s Karvy Computershare Private Limited, Karvy Salenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 as Share Transfer Agent.

10. Market Price Data:

BSE			
Month	High	Low	Volume (Nos.)
April, 2017	134.1	115	180000
May , 2017	130	120	67000
June, 2017	133.45	115	83000
July, 2017	134.4	126	66000
August, 2017	134.85	120	109000
September, 2017	146.85	129.05	44000
October, 2017	227.95	155	120000
November, 2017	240	210	58000
December, 2017	240	215.9	23000
January, 2018	269.9	215	110000
February, 2018	230.05	195	67000
March, 2018	215	162.25	116151

Performance of the company vis-à-vis BSE Sensex during the year 2017-18

Month	Company Stock	BSE SENSEX
April, 2017	134.1	30184.22
May , 2017	130	31255.28
June, 2017	133.45	31522.87
July, 2017	134.4	32672.66
August, 2017	134.85	32686.48
September, 2017	146.85	32524.11
October, 2017	227.95	33340.17
November, 2017	240	33865.95
December, 2017	240	34137.97
January, 2018	269.9	36443.98
February, 2018	230.05	36256.83
March, 2018	215	34278.63



11. Disclosures

a) Related Party Transaction

The company has no material significant transaction with its related parties which may have potential conflict with the interest of the Company at large. The details of the transaction with the company and related parties are given for information under notes to the Accounts.

b) Statutory compliances, penalties and Strictures

The company has complied with the statutory compliances and there is no penalty or strictures are imposed on the company by the Stock Exchange or Securities Exchange Board of India, any other statutory authority on any matter related to the capital market during the last year.

c) Whistle Blower Policy

Pursuant to section 177(9) and (10) of Companies Act, 2013 and Regulation 22 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated Whistle Blower Policy/Vigil Mechanism for Directors and Employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct.

The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

d) Disclosure of Accounting Treatment In the preparation of the Financial Statement,

The Company has followed the Accounting Standards referred to in section 133 of the Companies Act, 2013. The Significant Accounting Policies which are consistently applied are set out in the Notes to the Financial Statements.

e) Non-mandatory requirements

Adoption of Non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

f) Risk Management

Business risk evaluation and management is ongoing process within the Company. The Assessment is periodically examined by the Board.

g) Commodity Price Risk/Foreign Exchange Risk and Hedging Activities

Company is exposed to foreign exchange risk on account of import and export transactions entered into. The Company is not dealing in commodities and hence disclosure relating to commodity price risks and commodity hedging activities is not required.

12. Name and address of the Compliance Officer

Ms. Sonika Gupta- Company Secretary & Compliance Officer

"E-102, 103, Sitapura Industrial Area, Jaipur- 302 022 (Rajasthan)

13. Status of complaint received, resolved and pending as on 31st March, 2018

Number of shareholder's complaints received during the year	NIL
Number of shareholder's complaints resolved during the year	NIL
Number of shareholder's complaints pending at the end of the year	NIL

14. General Body Meeting Particulars of last three AGM

Year	Date	Time	Place of Meeting	No. of Special Resolution Passed
2016-17	12.08.2017	11:30 A.M.	AS-1, EPIP, Sitapura Industrial Association Office, Above ICICI Bank, Sitapura Industrial Area, Jaipur, Rajasthan 302022	1.Revision in terms of remuneration of Mr. Harish Kumar Gupta (DIN- 01323944) Chairman & Whole-Time Director of the Company. 2.Revision in terms of remuneration of Mr. Pawan Kumar Gupta (DIN- 01543446) Managing Director of the Company. 3.Revision in terms of remuneration of Mr. Gaurav Gupta (DIN- 07106587) Whole-Time Director of the Company. 4.Revision in terms of remuneration of Mr. Saurav Gupta (DIN- 07106619) Whole-Time Director of the Company.
2015-16	28.09.2016	11:00 A.M.	Registered Office	No Special Resolution
2014-15	29-06-2015	11:00 A.M.	Registered Office	1.Change in the name of the Company u/s 4, 13 & 14 of the Companies Act, 2013 2.Increase in Authorized Share Capital 3.Issue of Bonus Shares 4.Alteration in object clause of Memorandum of association 5.Alteration of Memorandum of Association

No Extraordinary General Meeting of the Members was held during the year 2017-18.

There is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing the resolution through Postal Ballot.

Outstanding ADRs/ GDRs/ Warrants or any convertible instruments, conversion date and likely impact on equity

Particulars	Outstanding in number	Maturity date	Likely impact
Convertible Warrants	11,00,000	10.11.2018	Will result in new allotment of 11,00,000 equity shares of face value of Rs. 10 each consequently number of equity share will be 1,14,75,000.

Postal ballot

During the year, shareholders approved the special resolution through postal ballot in March, 2018. A snapshot of the voting results of the above-mentioned postal ballot is as follows:

Date of postal Ballot Notice: December 08, 2017

Date of declaration of results: January 20, 2018

Voting period: from December 20, 2017 to January 18, 2018

Date of approval: January 20, 2018

Particulars of the resolution	Type of resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Migration from BSE SME Platform to BSE Main Board	Special Resolution	8048000	8048000	80.44	NIL	NIL

Procedure for Postal Ballot

In compliance with section 108 and 110 and other applicable provisions of the Companies Act, 2013, read with related rules, the Company provides electronic voting (e-voting) facility to all its members. The Company engages the services of CDSL for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or through e-voting.

The Company dispatches the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the register of members/list of beneficiaries as on a cut-off date. The postal ballot notice is sent to all members. The company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the act and applicable rules.

The voting rights of the members are reckoned on the paid up value of the shares registered in the names of the members as on cut-off date. Members desiring to exercise their votes by physical ballot forms are requested to return the forms, duly completed and signed, to the scrutinizer on or before the close of the voting period. Members desiring to exercise their votes by electronic mode are requested to vote before 05:00 P.M on the last date of e-voting.

The scrutinizer submits his/her report to the chairman, after the completion of scrutiny, and the consolidated results of the voting by the postal ballot are then announced by the Chairman / authorized officer. The results are also displayed on the Company website viz. (www.bellacasa.in), besides being communicated to the stock exchange, depository and registrar and transfer agent. The last date for the receipt of duly completed Postal Ballot forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Remote E-voting and ballot voting at the Annual General Meeting

To allow the shareholders to vote on the resolutions proposed at the AGM, the Company has arranged remote e-voting facility. The Company has engaged CDSL to provide e-voting facility to all the members. Members whose name will appear on the register of members as on Friday, 24th day of August, 2018 shall be eligible to participate in the e-voting.

The facility for voting through ballot/polling paper will also be made available at the AGM, and the members who have not already cast their vote by remote e-voting can exercise their vote at the AGM

ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2017-18

Day & Date	Friday, 31st August, 2018
Time	12:00 P.M.
Venue	AS-1, EPIP, Sitapura Industrial Association Office, Above ICICI Bank, Sitapura Industrial Area, Jaipur, Rajasthan 302022
Book Closure Dates for Final Dividend	25th August, 2018 to 31st August, 2018 (both days inclusive)
Listing on Stock Exchange	BSE Ltd. (Main Board)
Stock Code	539399
ISIN Code	INE344T01014
CIN	L17124RJ1996PLC011522

15. Share Transfer

The Board of Directors have delegated powers to the Registrar and Share Transfer Agents for effecting share transfers, splits, consolidation, sub-division, issue of duplicate share certificates, rematerialization and dematerialization etc., as and when such requests are received. Shares held in dematerialized form are traded electronically in the Depositories. As at March 31, 2018 no equity shares were pending for transfer.

As per the requirement of Regulation 40(9) of the Listing Regulations, the Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities.

16. Dividend payment dates

The Board of Directors at their meeting held on 29th May, 2018, recommended a Final Dividend of Rs. 0.50/- per equity share of face value of 10/- each, for the financial year ended 31st March, 2018. Final Dividend, if approved by Members, will be paid on or after Monday, September 10, 2018

17. Reconciliation of Share Audit Report

The Company conducts a Reconciliation of Share Capital Audit on a quarterly basis in accordance with the Securities and Exchange Board of India (SEBI) requirements. The audit reports for the financial year under report have been filed with the stock exchanges within one month of the end of each quarter.

18. Listing on Stock Exchange

With effect from Thursday, March 08, 2018, the equity shares of Bella Casa Fashion & Retail Limited which were already listed under BSE SME Platform migrated & admitted to dealings on the Mainboard Platform in the list of 'B' Group.

Therefore currently the Equity Shares of the Company are listed on BSE Ltd. – Main Board.

19. Dematerialization of Shares

The shares of the Company are in demat form and are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL). As on 31st March 2018, 83,90,995 equity shares of the Company forming 83.87% of the share capital of the Company are held in electronic form through CDSL and 16,14,005 equity shares of Company forming 16.13% of the share capital of the Company are held in electronic form through NSDL.

20. Tentative Calendar for Financial year ending, March 31, 2019

Sr. No.	Particulars of the quarter	Tentative Dates
1.	1st Quarter	In or before Second week of August, 2018
2.	Half Yearly	In or before Second week of November, 2018
3.	3rd Quarter	In or before Second week of February, 2019
4.	Annual Results	In or before fourth week of May, 2019

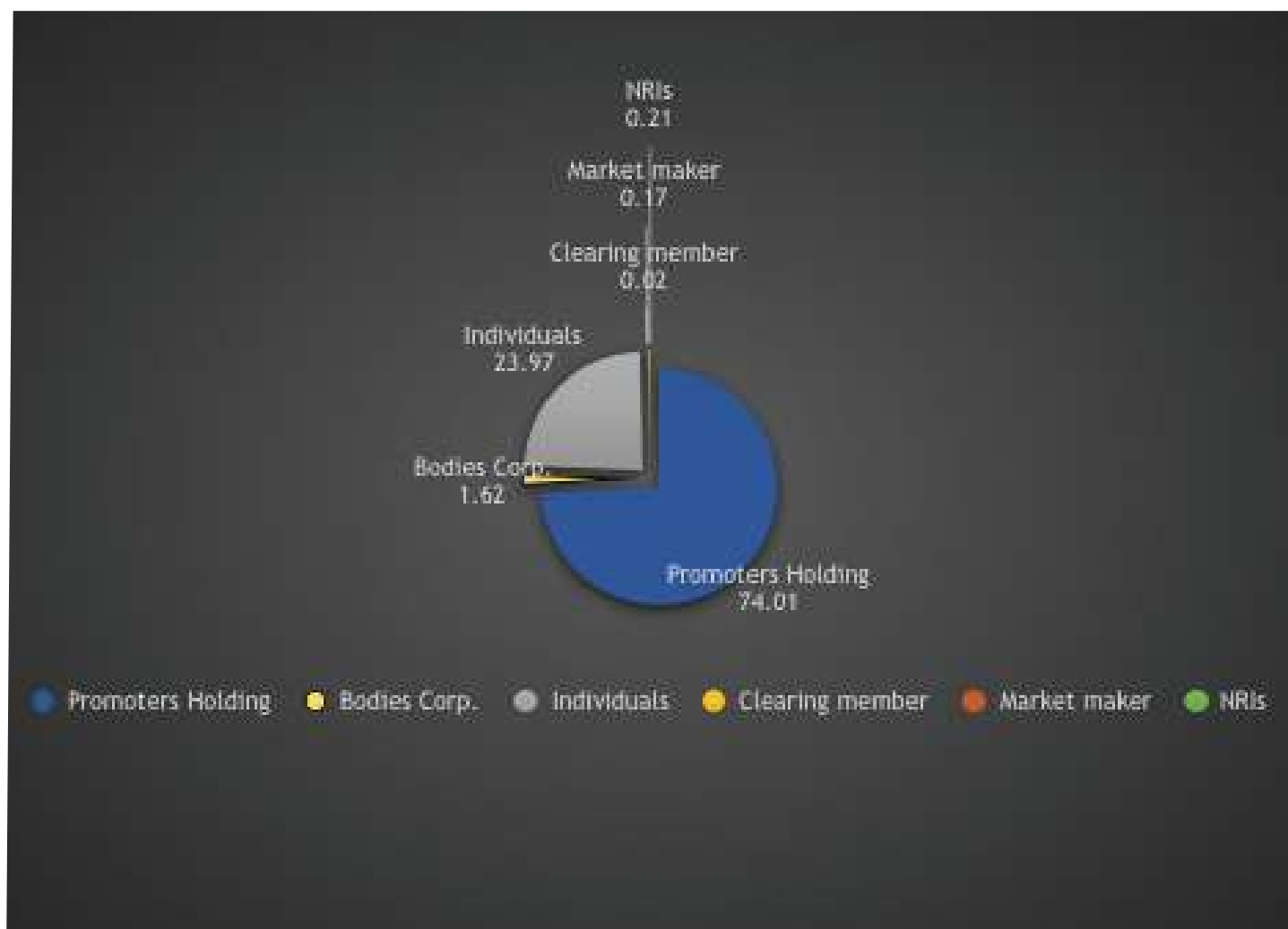
21. Distribution of Shareholding

Distribution range of Shares	No. of Shareholders	Percentage of Total Shareholders	Share Amount	Percentage of total Shareholding
upto 1 - 5000	32	10.56	34970.00	0.03
5001 - 10000	60	19.80	591530.00	0.59
10001 - 20000	17	5.61	321850.00	0.32
20001 - 30000	11	3.63	329910.00	0.33
30001 - 40000	12	3.96	477480.00	0.48
40001 - 50000	71	23.43	3540850.00	3.54
50001 - 100000	40	13.20	3433060.00	3.43
100001 & ABOVE	60	19.80	91320350.00	91.27
Total	303	100.00	100050000.00	100.00

22. Shareholding Pattern

Categories	Number of share held	Percentage of shareholding
1.Promoters Holding	74,05,000	74.01
Sub Total (1)	74,05,000	74.01
2.Public Shareholding:-		
Institutions		
Non Institutions		
a. Bodies Corp.	1,62,495	1.62
b. Individuals -		
i.Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	11,61,888	11.61
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	12,35,912	12.36
c. Any other		
i . Clearing member	2,501	0.02
ii. Market maker	17,204	0.17
iii. Non- resident Indians	20,000	0.21
Sub Total (2)	26,00,000	25.99
Grand Total (1+2)	100,05,000	100.00

SHAREHOLDING PATTERN



Correspondence Address-

The Registered office of the Company situated at E-102, 103, EPIP, Sitapura Industrial Area, Jaipur – 302 022

Means of communication

The board of Directors approves and takes on the record half yearly and annual financial results entered into the Performa prescribed under the listing agreement entered with the Stock exchange where the shares of the company are listed. These results are promptly submitted to the stock exchanges. These results are also displayed on Company's website www.bellacasa.in

The company's website www.bellacasa.in provides separate section for investors where relevant shareholder information is available. The Annual Reports of the Company are available on the website in a user friendly and downloadable form. Annual Report is circulated to the members. The management discussion and Analysis Report and Corporate Governance Report are the part of Annual report. The Company has appointed Karvy Computer Share Private Limited as Registrar and share transfer agent who are also authorized to taking care of investor's complaints. The company has created a separate email id whistleblower@bellacasa.in exclusively for resolving investor's grievances.

DECLARATION



Compliance with the code of Business conduct and ethics

I Harish Kumar Gupta, Chairman & Whole-Time Director of the Company hereby confirm as per Regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 that all the Board Members and Senior Management Personnel have affirmed with the code of conduct of the Financial Year ended March 31, 2018.

For Bella Casa Fashion & Retail Limited

Sd/-

Harish Kumar Gupta

Chairman & Whole-Time Director

Date-29th May, 2018

Place-Jaipur



PRACTICING COMPANY SECRETARIES COMPLIANCE CERTIFICATE WITH THE CORPORATE GOVERNANCE

To,

The Members,
Bella Casa Fashion & Retail Limited
E-102, 103 EPIP, Sitapura Industrial Area Jaipur - 302 022 (Rajasthan)

1. We have examined the compliance of conditions of Corporate Governance by Bella Casa Fashion & Retail Limited("the Company"), for the year ended 31st March, 2018, as stipulated in:
 - Listing Agreement of the Company with the Stock Exchange(s)
 - SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations)
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof adopted, by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, the representation made by the directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year ended March 31, 2018.
4. We have to state that no investor grievance is pending for a period exceeding one month against the Company as per record maintained by the Company.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Shailja Sharma & Associates, Company Secretaries

Sd/-

Shailja Sharma, Proprietor

FCS No.:6872

C.P. No. 7554

Date: 28-07-2018

Place: Jaipur



MANAGEMENT DISCUSSION & ANALYSIS REPORT

Company overview

Your company is engaged in selling home textiles in domestic Indian market under its brand name "Bella Casa". The brand is well known for its innovative and original designs, good quality & affordable prices. The brand is endorsed by famous Bollywood celebrity Jacqueline Fernandez. The company has a co-branding arrangement with Disney Marvel for its kids offerings. Legendary super heroes & characters like Mickey & Minnie, Spiderman, Captain America are part of its kids collection. The company also has a similar arrangement with Hallmark Design Collection for its premium offerings. The complete focus is on increasing the distribution of the brand to all nooks and corners of the country. Currently the products area viable though 1000+outlets and the target is to add another 4000+outlets to its fold in next 2 years.

Your company also has a thriving women ethnic wear fashion business where the installed capacity of the company now stands at 5 mn pcs/year. These products are sold mainly to large retail chains of India like Reliance Retail, FBB & Pantaloons.

The Indian Economy

India ranks seventh in the world in terms of nominal GDP and is the third largest economy in the world in PPP terms. It is estimated that India will be in the top five global economies by Fiscal 2020 and in the top three by Fiscal 2050. India's Gross Domestic Product ("GDP") in Fiscal 2017 stands at approximately US\$ 2,464 billion and is projected to reach US\$ 3,555 billion, in nominal terms, by Fiscal 2020. With a projected real GDP growth of 7% to 8% till Fiscal 2020, India is now among the fastest growing major economies in the world. The growth is driven by growth in private consumption, favourable demographics, improving dependency ratio, rising education levels and steady urbanization.

Consumption in India

Globally, India is seen as one of the key consumer markets from where future growth is likely to emerge. The growth in consumption will be driven by both services and private consumption. Key sectors that will drive this growth in private consumption are retail, food services, consumer goods, healthcare, education, entertainment. Private consumption is estimated at 59% of GDP for Fiscal 2017, and is expected to continue to be the main driver of growth, growing at a robust Compound Annual Growth Rate ("CAGR") of approximately 11% between Fiscals 2017 and 2025. It is estimated that India's private consumption expenditure will increase from US\$ 1,453 billion in Fiscal 2017 to US\$ 2,062 billion by Fiscal 2020 and will surpass the private consumption expenditure of developed economies like Italy, France and UK.

Retail Market in India

The retail market in India accounts for 49% of private consumption in Fiscal 2017 and is expected to be 48% in Fiscal 2021. Though the share seems to decrease in percentage terms, it is expected to grow in absolute terms, from US\$ 710 billion in Fiscal 2017 to US\$ 990 billion by Fiscal 2020, at a CAGR of approximately 12%. The share of organized brick

and mortar retail in Fiscal 2017 is US\$ 66.7 billion and is expected to increase to US\$ 119 billion by Fiscal 2020, representing a CAGR of 21%. While organized retail, primarily brick and mortar, has been in India for two decades now, its contribution to total retail is low at 9% (approximately US\$ 67 billion) in Fiscal 2017 and is expected to grow to 21% (approximately US\$ 252 billion) by Fiscal 2025.

Composition of Retail Basket across Key Categories

As of Fiscal 2017, the food and grocery category forms a majority of the retail market at 67% and is expected to maintain its position as the dominant contributor in the retail market for the next eight years, accumulating approximately a 65% share in the market by Fiscal 2025. Decline in share of the food and grocery category always favours a rising share of discretionary retail, and apparel and accessories is a primary discretionary category in the Indian retailing basket. The apparel and accessories category formed 8% of the overall retail segment and was the second largest retail category in Fiscal 2017. It is likely to remain one of the top three categories in retail in Fiscal 2020 and Fiscal 2025.

The following table sets forth the share of various categories in the overall retail market:

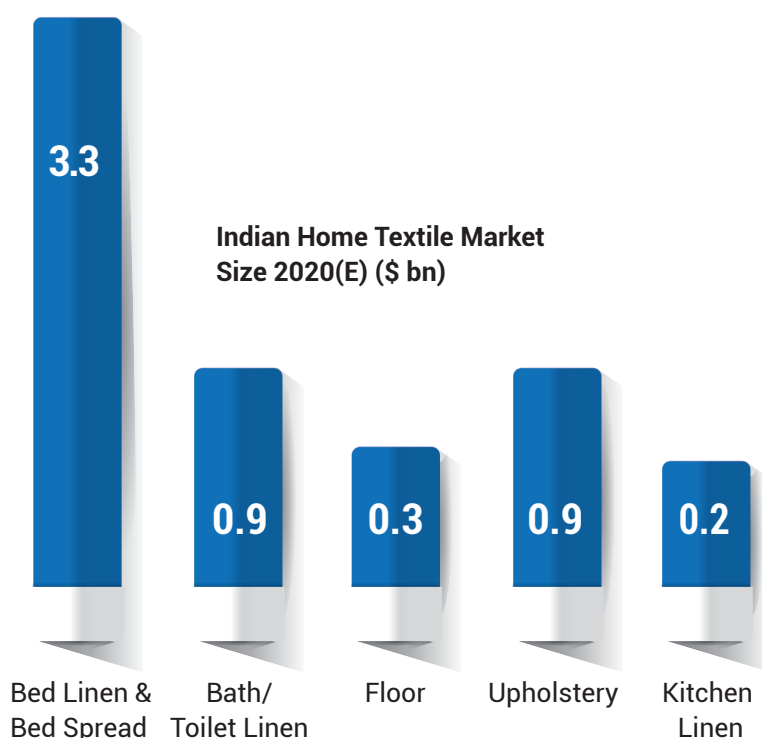
Type of Categories	Categories	Fiscal 2007	Fiscal 2012	Fiscal 2017	Fiscal 2021	Fiscal 2025
	Total Retail (US\$ Billion)	259	398	710	1106	1577
Need based	Food and Grocery	70%	67.5%	66.7%	65.8%	65%
Primary Discretionary	Apparel and Accessories	8%	8.3%	7.9%	7.7%	7.6%
	Jewellery and Watches	6%	7.3%	7.7%	8.2%	8.5%
	Consumer Electronics	6%	5.2%	5.9%	6.8%	7.3%
Other Discretionary	Home and Living	2%	4.2%	4.3%	4.4%	4.4%
	Pharmacy and Wellness	2%	2.8%	2.9%	3.0%	3.1%
	Foot apparel Others	1% 5%	1.2% 3.6%	1.2% 3.2%	1.2% 3.1%	1.3% 2.8%
	Total	100%	100%	100%	100%	100%

Notes: 1 US\$ = ₹ 65. 1) Accessories includes Bags, Belts, and Wallets 2) Others include Books and Stationery, Toys, Eye apparel, Sports Goods, Alcoholic Beverages and Tobacco. (Source: Technopak)

Home Textile Industry

Indian Home Textile Market

India represents 3rd largest market share in Asia-Pacific home textiles market. Home textiles spending in India is estimated at \$3.7 bn in 2014 and is expected to grow fastest in world at CAGR of 7.2% between 2015 & 2020 to reach \$5.6 bn by 2020.

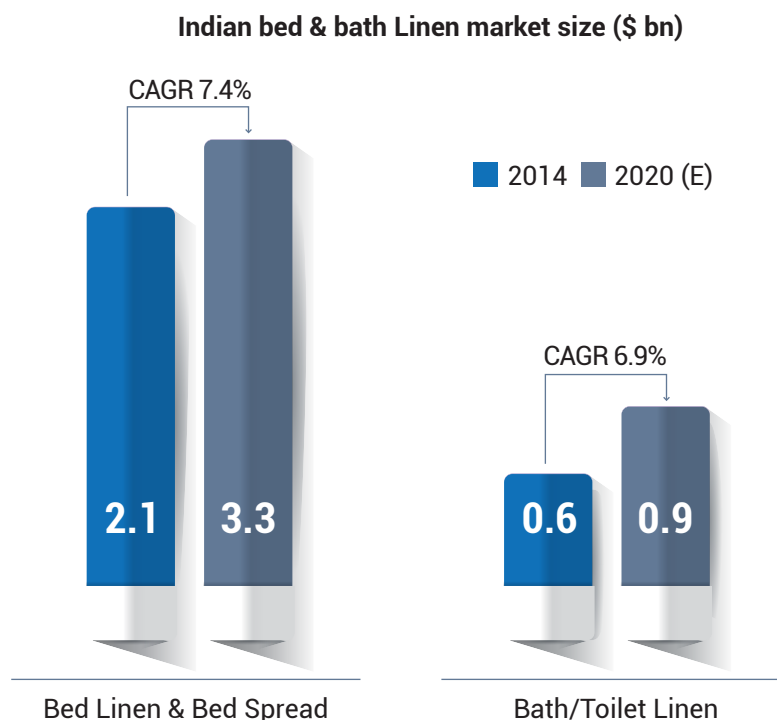


Bed Linen & Bed Spread

accounted for 58.1% of the Indian home textiles market worth \$2.1 billion in 2014 and is expected to witness highest growth between 2015 and 2020 to reach \$3.3 billion growing at a CAGR of 7.4% during the period.

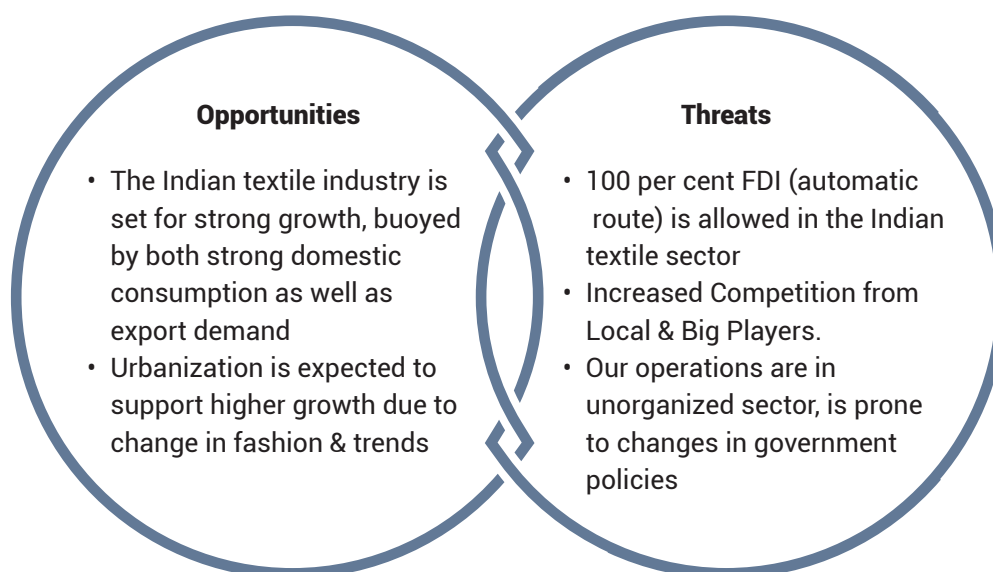
Bath / Toilet Linen

which represented 2nd largest market share is expected to follow bed linen & bed spread in terms of growth rate and is set to register a CAGR of 6.9% during the period of study to reach \$ 0.9 billion by 2020.



Source: Global Home Textiles Market Outlook, Fibre2Fashion

Opportunity And Threats-



Segment Review

During FY 2017-18, despite challenging business environment your Company's total sales registered a growth of 10.11%, Net Revenue being 12703.23 Lacs in FY 2018 as against 11502.86 Lacs in FY 2017.

Risk And Risk Mitigation

Financial Risks

The Company's policy is to actively manage its foreign exchange risk within the framework laid down by the Company's forex policy approved by the Board. Given the interest rate fluctuations, the Company has adopted a prudent and conservative risk mitigation strategy to minimize interest costs.

Commodity Price Risks

Volatility in prices of raw materials, energy inputs and finished goods may adversely impact profitability. The Company proactively manages these risks through forward booking, inventory management and proactive vendor development practices. The Company's reputation for quality, product differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigates the impact of price risk on finished goods.

Interest Rate Risk

Any increase in interest rate can affect the finance cost. The Company is mitigating these risks through Continuous monitoring of interest rate trends.

Regulatory Risks

The Company is exposed to risks attached to various statutes and regulations. The Company is mitigating these risks through regular review of legal compliances carried out through internal as well as external compliance audits.

Human Resources Risk

Your Company's ability to deliver value is dependent on its ability to attract, retain and nurture talent. Attrition and non-availability of the required talent resources can affect the performance of the Company. The Company is mitigating these risks by Continuous benchmarking of the best HR practices across the industry and carrying out necessary improvements to attract and retain the best talent and Regular review, monitoring and engagement on personal development plans of high performers and high potential employees.

Outlook

The outlook for the Indian textile industry continues to be positive. The factors which contribute to the India advantage are expected to continue over the medium term. This is expected to help India enhance its market share further in the other key geographies.

Internal Control System And Their Adequacy

Your Company has in place internal control systems and procedures commensurate with the size and nature of its operations. Internal control processes which consist of adopting appropriate management systems and implementing

them are followed. These are aimed at giving the Audit Committee a reasonable assurance on the reliability of financial reporting and statutory & regulatory compliances, effectiveness and efficiency of your Company's operations. The Internal Control Systems are reviewed periodically and revised to keep in tune with the changing business environment.

Discussion On Financial Performance With Respect To Operational Performance

The Company recorded total revenue of Rs.1,27,03,23,531 during the year under review as against Rs.1,150,286,493 in the previous year thereby registering growth of 10.44%. The profit after tax for the year ended 31st March, 2018 is Rs.6,00,56,626 as against Rs.3,26,80,205 in the previous year showing growth of 83.77%.

Material Developments In Human Resources / Industrial Relations Front, Including Number Of People Employed

The Company firmly believes that motivated and empowered employees are the cornerstone of competitive advantage. The Company's employee value proposition is based on a strong focus on employee development, providing a satisfying work environment, performance appraisal and counseling and appropriate empowerment. The Company continues to maintain and enjoy a cordial relationship with its employees, providing positive environment to improve efficiency with regular investments in upgrading the knowledge and skills of the employees

Marketing Strategies

- **Further widening of our customer base**

With the growing opportunities available in the market, we will endeavour to continue to grow our business by adding new customers in existing and new geographies, new market segments. We are looking towards expanding customer base in Middle East countries. We are also making efforts and diagnosing the domestic markets for our own brands product. With the widening of the customer base for our own Brand product we can leverage the production capacity and the experience of our production team. We aim to do this by effectively leveraging our marketing skills and relationships and focusing on total customer orientation.

- **Reduction of operational costs and achieving efficiency**

Apart from expanding business and revenues we have to look for areas to reduce costs and achieve efficiencies in order to remain a cost competitive company. We try to reduce the wastages and control the production on the production floor through effective supervision. Our focus has been to reduce the operational costs to gain competitive edge.

- **To build-up a professional organization**

We believe in transparency, commitment and coordination in our work, with our suppliers, customers, government authorities, banks, financial institutions etc. We have a blend of the experience and the sufficient staff for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We wish to make it more sound and strong in times to come.

- **Focus on cordial relationship with our Suppliers, Customer and employees**

We believe that developing and maintaining long term sustainable relationships with our suppliers, customers and employees will help us in achieving the organizational goals, increasing sales and entering into new markets.

- **Optimal Utilization of Resources**

Our Company constantly endeavors to improve our production process, skill up-gradation of workers, modernization of machineries to optimize the utilization of resources. We analyze our existing raw material procurement policy and manufacturing processes to identify the areas of bottlenecks and take corrective measure wherever possible. This helps us in improving efficiency and putting resources to optimal use.

- **Cutionary Statement**

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

For and on the behalf of the Board of Directors

Date: 06.08.2018
Place: Jaipur

Sd/-
Harish Kumar Gupta
Chairman & Whole- Time Director
DIN: 01323944



WHOLE – TIME DIRECTOR / CHIEF FINANCIAL OFFICER CERTIFICATE

To,
The Board of Directors,
Bella Casa Fashion & Retail limited, Jaipur

We undersigned in our respective capacities in Bella Casa Fashion & Retail Limited (formerly known as Gupta Fabtex Private Limited) hereby certify that:

- a. we have reviewed financial Statements and cash flow Statement for the Financial for the Financial Year ended March 31, 2018 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the Company affairs are in compliance with the existing accounting standards, applicable laws and regulations.
- b. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We are responsible for establishing and maintaining internal control for financial reporting and that we have evaluate the effectiveness of the internal control system of the Company pertaining to financial reporting and we have disclosed to the Auditors of and the Audit committee, deficiencies in the design or operation of such controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiency.
- d. We have indicated to the Auditors and Audit committee that;
 - There have been no significant changes in internal control over financial reporting during the year;
 - There have been no significant changes in accounting policies during the year and;
 - There have been no instance of significant fraud of which we have become aware and the involvement therein, if any, of the management or employee having significant role in the company's internal control system over financial reporting.

Sd/-
Harish Kumar Gupta
Chairman & Whole-Time Director
DIN: 01323944
Place: Jaipur, Date: 29.05.2018

Sd/-
Naresh Manwani
Chief Financial Officer



INDEPENDENT AUDITORS' REPORT

To,
The Members of
Bella Casa Fashion & Retail Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Bella Casa Fashion & Retail Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We have conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable

assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2018;
- b) In the case of the Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Government of India in terms of sub-section (11) of Section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure 1**, a statement on the matters specified in the paragraphs 3 and 4 of the said Order.

2. As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in

terms of Section 164 (2) of the Act; and

- f) With respect to the adequacy of the Internal Financial Controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure 2**.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements Refer Note 2.30 to the financial statements.
 - b) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Kalani & Company
Chartered Accountants
FRN – 000722C

Place: Jaipur
Date: 29th May, 2018

Bhupender Mantri
Partner
M. No. 108170

ANNEXURE 2 TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section our report of even date to the members of BELLA CASA FASHION & RETAIL LIMITED on the financial statements for the year ended 31st March 2018

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Bella Casa Fashion & Retail Limited ('the Company') as of 31st March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to financial statements and their operating effectiveness. Our audit of internal financial control with reference to financial statements included obtaining an understanding of internal financial control with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements. Inherent Limitations of Internal Financial Controls with reference to financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March 2018, based on the internal controls over financial reporting criteria established by the Company considering the components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For Kalani & Company
Chartered Accountants
FRN – 000722C

Place: Jaipur
Date: 29th May, 2018

Bhupender Mantri
Partner

M. No. 108170

ANNEXURE 1 TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in paragraph (1) of 'Report on other Legal and Regulatory Requirements' of our Independent Auditors' Report of even date to the members of the Bella Casa Fashion & Retail Limited, Jaipur on the Financial statements for the year ended on 31st March, 2018, we report that:

1.
 - The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets (property, plant and equipments).
 - As explained to us, the fixed assets (property, plant and equipments) have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - Based on our verification and according to information and explanations given to us, the title deeds of immovable properties are held in the name of the company except for the building capitalized during the year which is constructed on the I and II Floor of building premises situated at Plot No. E-103, EPIP, Sitapura Industrial Area, Jaipur, the land appurtenant thereto is owned to M/s Gupta Exports, a firm in which Companies Promoters are partners and such land has been taken by company on lease.
2. As per the information and explanation given to us, the Company's management has carried out physical verification of inventory at regular intervals. No material discrepancies were noticed on such physical verification.
3. The Company has not granted any loans, secured or unsecured to any companies, firms, limited liability partnership or other parties covered in register maintained under section 189 of the Companies Act, 2013 hence reporting under (iii)(a), (iii)(b) and (iii)(c) is not applicable.
4. The Company has not granted any loans or given any guarantee and security covered under section 185 of the Act. In respect of investments made, Company has complied with the provisions of section 186 of Act.
5. The company has not accepted any deposits during the year, hence reporting under this clause is not applicable.
6. We have broadly reviewed the accounts and records maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 read with Companies (Cost Records & Audit) Rules, 2014 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made detailed examination of the records with a view to determine whether they are accurate and complete.
7.
 - According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues including provident fund, employee state insurance, income tax, sales tax, service tax, goods & service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as on 31st March 2018 for a period of more than six months from the date they became payable.
 - According to the information and explanations given to us, there are no unpaid dues of income tax, sales tax, service tax, Goods & Services Tax duty of customs, duty of excise or value added tax under dispute.

8. Based on examination of books of accounts and information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to a financial institution or bank. Company has not issued any debentures, hence nothing is due to debenture holders.
9. According to the information and explanations given to us the company has not raised money by way of initial public offer or further public offer and the money raised by the company by way of term loan have been applied for the purpose for which they were obtained.
10. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no material fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
11. The managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. The company is not a Nidhi Company, hence reporting under this clause is not applicable.
13. The Company has complied with the provisions of Section 177 and 188 of the Act w.r.t. transactions with the related parties, wherever applicable. Details of the transactions with the related parties have been disclosed in the financial statements as required by the applicable Indian accounting standards.
14. Company has made preferential allotment of equity shares and convertible warrants during the year under audit. Such allotment was made in compliance with provisions of section 42 of the Companies Act, 2013 and other applicable provisions including SEBI (ICDR) Regulations, 2009. According to the information and explanations given to us and on the basis of our examination of the records of the Company the funds so received on such allotment has been utilized for the purposes for which it was raised.
15. The company has not entered into any non-cash transactions with directors or persons connected with him as covered under section 192 of Companies Act, 2013.
16. According to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provision of clause 3(xvi) of the order is not applicable to the company.

For Kalani & Company
Chartered Accountant
FRN – 000722C

Place: Jaipur
Date: 29th May, 2018

Bhupender Mantri
Partner
M. No. 108170

BELLA CASA FASHION & RETAIL LIMITED, JAIPUR

CIN: L17124RJ1996PLC011522

BALANCE SHEET AS AT 31st MARCH 2018

(Amount in ₹)

Particulars	Note No.	As at 31st March 2018	As at 31st March 2017
<u>EQUITY AND LIABILITIES</u>			
Shareholders' funds			
Share capital	2.1	100,050,000	92,150,000
Reserves and surplus	2.2	179,827,919	59,807,710
Money received against share warrants	2.3	31,605,000	-
Non-current liabilities			
Long-term borrowings	2.4	14,662,107	1,340,198
Deferred tax liabilities (Net)	2.5	4,061,079	2,989,506
Long-term provisions	2.6	6,160,076	6,467,310
Current liabilities			
Short-term borrowings	2.7	465,039,517	288,484,078
Trade payables	2.8		
Dues to Micro Enterprises and Small Enterprises		-	-
Dues to other than Micro Enterprises and Small Enterprises		391,899,330	290,821,350
Other current liabilities	2.9	14,661,628	19,683,055
Short-term provisions	2.10	3,347,675	7,216,766
TOTAL		1,211,314,330	768,959,974
<u>ASSETS</u>			
Non-current assets			
Property, plant & equipment	2.11	107,478,417	59,241,089
Capital work in progress	2.11	1,451,617	1,382,181
Intangible assets	2.12	770,742	409,577
Non-current investments	2.13	15,140	15,140
Long-term loans and advances	2.14	2,662,315	2,281,096
Other Non Current Assets	2.15	365,521	-
Current assets			
Inventories	2.16	621,944,755	451,434,876
Trade receivables	2.17	374,833,629	236,234,018
Cash and bank balances	2.18	80,773,269	8,509,537
Short-term loans and advances	2.19	8,284,518	8,056,091
Other current assets	2.20	12,734,406	1,396,368
TOTAL		1,211,314,330	768,959,974
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS	1 to 2		

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors
of Bella Casa Fashion & Retail Limited

Harish Kumar Gupta
Chairman & Whole Time Director
DIN: 01323944

Pawan Kumar Gupta
Managing Director
DIN: 01543446

Naresh Manwani
Chief Financial Officer

Sonika Gupta
Company Secretary
M.No. 38676

PLACE : JAIPUR
DATE : 29-May-2018

As per our report of even date attached
For KALANI & COMPANY
Chartered Accountants
FRN-000722C

(Bhupendra Mantri)
Partner
M. No. 108170

BELLA CASA FASHION & RETAIL LIMITED, JAIPUR

CIN: L17124RJ1996PLC011522

(Amount in ₹)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st MARCH 2018

Particulars	Note No.	For the Year ended 31st March 2018	For the Year ended 31st March 2017
REVENUE:			
Revenue From Operations	2.21	1,267,178,862	1,154,916,902
Less: Excise duty		888,120	4,894,961
Revenue from Operation (Net)		1,266,290,742	1,150,021,941
Other income	2.22	4,032,789	264,552
Total Revenue		1,270,323,531	1,150,286,492
EXPENSES:			
Cost of materials consumed	2.23	532,914,393	623,416,819
Direct manufacturing expenses	2.24	468,121,898	377,924,320
Changes in inventories of finished goods and Work-in-progress	2.25	(9,377,922)	(116,950,352)
Employee benefits expense	2.26	31,058,298	29,052,551
Finance costs	2.27	34,823,612	31,587,824
Depreciation and amortization expense	2.11 & 2.12	7,940,359	5,789,523
Other expenses (Administrative & Selling Expenses)	2.28	114,297,268	149,175,725
Total Expenses		1,179,777,907	1,099,996,410
Profit Before Exceptional items and tax		90,545,624	50,290,083
Exceptional Items			
Withdrawal/ (Transfer) from/to Capital Reserve	2.2	(76,416)	(76,416)
Total Exceptional Item		(76,416)	(76,416)
Profit before Tax		90,622,040	50,366,499
Tax expense:			
Current Tax		28,600,000	17,000,000
Earlier Year Tax		893,841	602,057
Deferred Tax		1,071,573	84,237
PROFIT FOR THE YEAR		60,056,626	32,680,205
EARNINGS PER EQUITY SHARE	2.29		
Nominal Value per Share ₹10/-, P.Y. ₹10/-			
Basic		6.10	3.55
Diluted		5.66	3.55
Number of shares used in computing earnings per share			
Basic		9,851,137	9,215,000
Diluted		10,606,205	9,215,000
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL	1 to 2		

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors
of Bella Casa Fashion & Retail Limited**Harish Kumar Gupta**

Chairman & Whole Time Director

DIN: 01323944

Naresh Manwani

Chief Financial Officer

Sonika Gupta

Company Secretary

M.No. 38676

PLACE : JAIPUR

DATE : 29-May-2018

Pawan Kumar Gupta

Managing Director

DIN: 01543446

As per our report of even date attached

For KALANI & COMPANY

Chartered Accountants

FRN-000722C

(Bhupendra Mantri)

Partner

M. No. 108170

BELLA CASA FASHION & RETAIL LIMITED, JAIPUR

CIN: L17124RJ1996PLC011522

(Amount in ₹)

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH 2018

PARTICULARS	For the Year ended 31st March 2018		For the Year ended 31st March 2017	
	Details	Amount	Details	Amount
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit after Tax as per Profit & Loss Statement		90,622,040		50,366,499
Adjusted for:				
Provision for Tax	-		-	
Depreciation/amortization expenses	7,940,359		5,789,523	
ROC Fee and Stamp Duty for increase in share capital	3,646		166,250	
Withdrawal/ (Transfer) from/to Capital Reserve	(76,416)		(76,416)	
Interest Received	(1,340,864)		(140,935)	
Dividend Received	(1,514)		(1,514)	
Interest Paid	34,106,143	40,631,354	30,073,855	35,810,762
Operating Profit before Working Capital Changes		131,253,393		86,177,261
Increase in inventories	(170,509,879)		(141,763,371)	
Increase in Trade Receivables	(138,599,611)		(102,441,005)	
Loan & Advances and other Current/Non-Current Assets	(12,313,205)		978,470	
Trade Payables and Other Current/Non-Current Liabilities	97,240,974		172,507,779	
		(224,181,721)		(70,718,128)
Cash Generated from operations		(92,928,328)		15,459,133
Taxes Paid	(34,854,588)		(12,999,870)	
		(34,854,588)		(12,999,870)
Net Cash Flow From Operating Activities (A)		(127,782,916)		2,459,263
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant & Equipment	(56,608,287)		(10,752,229)	
Investment in Fixed Deposit	(73,464,094)			
Dividend Received	1,514		1,514	
Interest Received	1,340,864		140,935	
Net Cash Flow From Investing Activities (B)		(128,730,003)		(10,609,780)
(C) NET CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds From Borrowings	190,782,197		69,810,416	
Repayment From Borrowings	(904,850)		(26,984,230)	
Proceeds from Issue of Shares	67,940,000		-	
Proceeds from Issue of Share Warrants	31,605,000		-	
ROC Fee and Stamp Duty for increase in share capital	(3,646)		(166,250)	
Interest Paid	(34,106,143)		(30,073,855)	
Net cash flow from Financing Activities (C)		255,312,559		12,586,082
Net Increase in cash and cash equivalent (A+B+C)		(1,200,361)		4,435,565
Cash and Cash equivalents at the beginning of the year		8,509,537		4,073,971
Cash and Cash equivalents at the close of the year		7,309,175		8,509,537

Note:- Cash & Cash Equivalent consists of Following:-

	As at 31.03.2018	As at 31.03.2017
Cash On Hand	1,768,382	1,171,351
Balance With Banks	5,540,793	7,338,186
	7,309,175	8,509,537

Note:

Cash flow Statements has been prepared adopting the Indirect method as prescribed under para 18 of Accounting Standard-3 (AS-3) on "Cash Flow Statement".

For and on behalf of the Board of Directors
of Bella Casa Fashion & Retail LimitedHarish Kumar Gupta
Chairman & Whole Time Director
DIN: 01323944Pawan Kumar Gupta
Managing Director
DIN: 01543446Naresh Manwani
Chief Financial OfficerSonika Gupta
Company Secretary
M.No. 38676As per our report of even date attached
For KALANI & COMPANY
Chartered Accountants
FRN-000722C(Bhupendra Mantri)
Partner
M. No. 108170PLACE : JAIPUR
DATE : 29-May-2018

BELLA CASA FASHION & RETAIL LIMITED, JAIPUR

CIN: L17124RJ1996PLC011522

1. SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS**1.1 Basis of Preparation of Financial Statement**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards (AS) as prescribed under section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2 Use of Estimates

The presentation of financial statement is in conformity with the generally accepted accounting principles, that requires estimates and assumption to be made that effect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in which the results are known / materialized.

1.3 Valuation of Inventory:- (AS-2)

The stock of Raw Material, Work-in-progress, Stock in trade and finished goods has been valued at the lower of cost and net realizable value. Cost is measured on actual average for the year and includes cost of materials and cost of conversion. Excise duty wherever applicable is provided on finished goods lying within the factory at the end of the year. All other inventories of accessories and packing materials are valued at lower of cost or net realizable value.

1.4 Cash Flow Statement:- (AS-3)

Cash flow Statements has been prepared by adopting the Indirect method as prescribed under para 18 of Accounting Standard-3 (AS-3) on "Cash Flow Statement".

1.5 Revenue Recognition:- (AS-9)

Sales are recognized based on passage of title to goods which generally coincides with delivery and acceptance and on transfer of all significant risk and rewards of ownership to the buyer. Revenue from export sales are recognized on shipment basis. The company presents sales net of returns, excise duty sales tax and Goods & Services Tax. Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled. Dividend is accounted for as and when right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

1.6 Property Plant and Equipment:- (AS-10)

- a. Property Plant and Equipment are stated at its cost less any accumulated depreciation and any accumulated impairment losses.
- b. Cost comprises its purchase price including directly attributable cost, including import duties and non- refundable purchase taxes, after deducting trade discount and rebates.
- c. Depreciation / Amortization is provided on Straight Line method (SLM) based on the useful life as specified in Part 'C' of Schedule II of Companies Act, 2013 after retaining residual value of 5%.

1.7 Intangible Assets:- (AS-26)

- a. Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the company and the cost of the asset can be measured reliably.
- b. Intangible Asset i.e. software & patent is amortized on Straight Line Method basis considering best estimate of its useful life of 5 years as provided in Accounting Standard 26 considering NIL residual value. Depreciation on additions / disposals during the year is provided on pro-rata basis.

1.8 Foreign currency Transaction:- (AS-11)

- a. Transaction denominated in foreign currencies is normally recorded at the exchange rate prevailing on the day of transaction.
- b. Monetary items denominated in foreign currency at the year-end and not covered by the foreign exchange contract are restated at year end rates.
- c. In case of transactions which are covered by forward exchange hedging contracts are recorded at forward hedged rates on matured deals. Difference between transaction rates and hedging contract rates are recognized as exchange difference and charged/credited to the Statement of Profit and Loss .

1.9 Government Grants:- (AS-12)

Government grants related to depreciable property, plant & equipment is treated as deferred income which is recognised in the statement of profit and loss on a systematic and rational basis over the useful life of the asset i.e. such grants is allocated to income over the periods and in the proportion in which depreciation on those assets is charged.

1.10 Investments:- (AS-13)

Investments are classified as Long Term Investments and Current Investments. Long term investments are stated at cost less permanent diminution in value, if any. Current Investments are stated at lower of cost and net realizable value.

1.11 Employee Benefits:- (AS – 15)**A. Defined Contribution Plan:**

Companies contribution in respect of provident fund (PF) and employee state insurance (ESI) to the eligible employees and paid/payable, if any, are recognized in the statement of profit and loss .

B. Defined Benefit Plan:

Gratuity: - The Company provides for gratuity, a defined benefit retirement plan for its employees. The plan provides for lump sum payments to the eligible employees at retirement, death while in employment or on termination of employment or otherwise as per the provisions of The Payment of Gratuity Act, 1972. The Company accounts for liability of future gratuity benefits bases on an external actuarial valuation on projected unit credit method carried out annually for assessing liability as at the Balance sheet date.

1.12 Borrowing Cost:- (AS-16)

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing cost is recognized as an expense in the period in which they are incurred.

1.13 Earning Per Share:- (AS-20)

The earning considered in ascertaining the company's earning per share comprises the net profit/losses for the period attributable to equity shareholder The number of share used in computing basis earning per share is the weighted average number of share outstanding during the year.

1.14 Taxes on Income:- (AS-22)

Tax expense consists of both current as well as deferred tax. Current tax represents amount of income tax payable including the tax payable u/s 115JB, if any, in respect of taxable income for the year. Minimum Alternate Tax Credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax within the specified period. The said asset is created by way of a credit to the Statement of Profit and Loss and is shown as MAT Credit Entitlement.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts. Deferred tax is recognised on timing difference between the accounting income and the taxable income for the year that originates in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax asset is recognised and carried forward to the extent that there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized.

1.15 Impairment of Assets:- (AS-28)

An asset is considered as impaired in accordance with Accounting Standard 28 on Impairment of Assets when at balance sheet date there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss.

Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

1.16 Provision, Contingent Liabilities and Contingent Assets:- (AS-29)

- a) Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.
- b) Contingent Liabilities is disclosed in Notes to the account for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimates of the amount of the obligation can not be made. Contingent assets are not recognized in the financial statement since this may result is the recognition of the income that may never realized.

2. Notes on Financial Statements:**SHAREHOLDERS' FUNDS****Note No. 2.1:- Share Capital****(Amount in ₹)**

Particulars	As at 31st March 2018	As at 31st March, 2017
A) Authorised		
1,17,50,000(Previous Year 1,17,50,000) Equity Shares of ₹10 each	117,500,000	117,500,000
B) Issued, Subscribed & Paid up		
100050000(Previous Year 92,15,000) Equity Shares of ₹10 each fully paid up	100,050,000	92,150,000
Total	100,050,000	92,150,000

Note No. 2.1.1:

a) The Company has only one class of shares referred to as equity shares having a par value of ₹10/-. Each holder of equity share is entitled to one vote per share and dividend as and when declared by the Company.

In the event of liquidation of company the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

b) Reconciliation of the number of shares outstanding as at 31-03-2018:**(Amount in ₹)**

Particulars	No of Shares	No of Shares
	2017-18	2016-17
Number of Shares outstanding at the beginning of the year	9,215,000	9,215,000
Add: Equity Shares Issued		
~On Preferential Basis	515,000	-
~On Conversion of Warrants into Equity Shares	275,000	-
Number of Shares outstanding at the end of the year	10,005,000	9,215,000

c) The Board of directors in its meeting held on 10.05.2017 allotted 5,15,000 equity shares of ₹10/- per share at ₹86 including premium of ₹76 per share on preferential basis. The above preferential issue was made as per the SEBI(ICDR) Regulations,2009.

d) The Board of directors in its meeting held on 05.10.2017 allotted 2,70,000 equity shares & in its meeting held on 30.10.2017 allotted 5,000 equity shares on conversion of equal number of warrants at a price of ₹86/- per warrants including premium of ₹76 per warrant.

e) The Company has issued 47,15,000 number of bonus shares of face value ₹10/- each during the financial year 2015-16 at a ratio of 2.3:1 (i.e. 2.3 equity shares for every one equity share held) by capitalization of surplus.

f) Disclosure of Shares issued other than cash:**(Amount in ₹)**

Particulars	2017-18	2016-17	2015-16	2013-14	2013-14
Aggregate Number of Equity shares allotted (fully paid-up by way of bonus)	-	-	4,715,000	-	-

g) Shareholder holding more than 5 percent shares specifying the number of shares held:

Name of Shareholder	As at 31st March 2018		As at 31st March, 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Harish Kumar Gupta	1,156,483	11.56%	1,011,483	10.98%
Pawan Kumar Gupta	1,120,033	11.19%	990,033	10.74%
Gaurav Gupta	984,000	9.84%	924,000	10.03%
Saurav Gupta	981,975	9.81%	876,975	9.52%
Anita Gupta	905,492	9.05%	855,492	9.28%
Sunita Gupta	839,492	8.39%	789,492	8.57%
Neha Gupta	707,525	7.07%	657,525	7.14%
Shikha Gupta	627,500	6.27%	577,500	6.27%

Note No. 2.2:- Reserves & Surplus**(Amount in ₹)**

Particulars	As at 31st March 2018	As at 31st March, 2017
A. Capital Reserve (a)		
Opening Balance	708,044	784,460
Less: Withdrawals/transfer to Statement of Profit & Loss (Refer Note No. 2.11)	76,416	76,416
Closing Balance	631,628	708,044
B. Capital Reserve (b)		
Opening Balance	292,207	292,207
Add: Addition during the year	-	-
Closing Balance	292,207	292,207
C. Securities Premium Reserve		
Opening balance	9,800,000	9,800,000
Add: On Issue of Equity shares		
~On Preferential Basis	39,140,000	-
~On Conversion of Warrants into Equity Shares	20,900,000	-
Closing Balance	69,840,000	9,800,000
D. Surplus		
Opening balance	49,007,458	16,327,253
Add: Net Profit after tax transferred from Statement of Profit & Loss	60,056,626	32,680,205
Less: Utilised during the year		-
Closing Balance	109,064,084	49,007,458
Total (A+B+C+D)	179,827,919	59,807,710

Note No. 2.2.1

a. Capital Reserve represents capital Investment subsidy of ₹ 11,22,000 received from SIDBI under TUF scheme in F.Y. 2010-11. Company has availed Capital Investment Subsidy forming part of cost of process Machinery. In terms of Accounting Policy No. 1.8, proportionate amount of such capital Investment subsidy is being withdrawn from Capital Reserve (Capital Investment Subsidy) equal to relative depreciation. During the year ₹76,416/- and P.Y. ₹ 76,416/- (up to 31.03.2018 ₹ 4,90,372/-) has been withdrawn from Capital Reserve Account.

b. Capital Reserve of ₹ 2,92,207/- represents gain on sale of Land situated at E-2115/2116/2117 Ramchandrapura, Sitapura Extension, Tonk Road, Jaipur during the FY 2013-14.

Note No. 2.3:- Money Received Against Share Warrants**(Amount in ₹)**

Particulars	As at 31st March 2018	As at 31st March, 2017
Opening Balance	-	-
Add: Warrant application money received @ ₹21.50 per warrant for each 1745000 warrants (25% of ₹86 per Warrant)	37,517,500	-
Add: Money Received @ ₹64.50 per warrant for 275000 warrants (75% of ₹86 per warrant)	17,737,500	-
Total Money Received against Share warrants	55,255,000	-
Less: Utilized against allotment of shares (275000 warrants converted into shares @ ₹86	23,650,000	-
Closing Balance (14,70,000 Warrants)	31,605,000	-

a) The Board of Directors in its meeting held on 28.03.2017 has issued 17,45,000 warrants on preferential basis of the face value of ₹ 10 each for every warrant to be convertible at the option of the warrants holders in one or more tranches within eighteen months from the date of allotment of warrant at ₹ 86 per equity shares or such other higher price as may be arrived at in accordance with the SEBI(ICDR) Regulations and other applicable terms and conditions. During the year company has received ₹ 3,75,17,500/-, an amount equal to 25% of ₹ 86 per warrant on allotment of warrants. Out of total 17,45,000 warrants, the Board of Directors has converted 275000 warrants into equal numbers of shares. Balance 14,70,000 warrants are outstanding as on balance sheet date i.e 31.03.2018. The above preferential issue was made as per the SEBI(ICDR) Regulations, 2009.

NON- CURRENT LIABILITIES

Note No. 2.4-: Long-Term Borrowings

(Amount in ₹)

Particulars	Non- Current		Current Maturities	
	As at 31st March 2018	As at 31st March, 2017	As at 31st March 2018	As at 31st March, 2017
(i) Secured :				
Term Loan from Banks	14,662,107	1,340,198	4,736,132	1,874,976
Total (i)	14,662,107	1,340,198	4,736,132	1,874,976
(ii) Unsecured :				
Loan from NBFC	-	-	-	2,324,918
Total (ii)	-	-	-	2,324,918
Total (i)+(ii)	14,662,107	1,340,198	4,736,132	4,199,894
(iii) Amount disclosed under the head 'other current liabilities (Carried to Note No. 2.9)	-	-	(4,736,132)	(4,199,894)
Total [(i)+(ii)]- (iii)	14,662,107	1,340,198	-	-

Note No 2.4.1 Details of term loans

Current Year

(Amount in ₹)

Name of the Bank	Nature of Loan	Nature of security	Tenure (months)	Repayment commencement Date	Current maturity of long term debts	Non-current portion of long term debts	Total Loan Balance as on 31.03.2018
HDFC Bank Limited	Term Loan	Foot Note	59	7-Jun-17	3,831,282	14,226,759	18,058,041
HDFC Bank Limited	Term Loan	Vehicle (Honda City)	60	5-Apr-17	398,988	435,348	834,336
ICICI Bank Limited	Term Loan	Vehicle (Audi)	55	15-Jan-14	252,931	-	252,931
ICICI Bank Limited	Term Loan	Vehicle (Audi)	55	15-Jan-14	252,931	-	252,931
Total					4,736,132	14,662,107	19,398,239

Foot Note:-

1. Secured against Primary hypothecation by way of first and exclusive charge in all present and future Stock, Book Debts and Plant & Machinery, Collaterally Secured against Industrial Property situated at E-102, EPIP, Sitapura Industrial Area, Jaipur in the name of Bella Casa Fashion & Retail Limited (Formerly Gupta Fabtex Private Limited) and also collaterally secured against E-103, EPIP, Sitapura Industrial Area, Jaipur in name of Gupta Exports and also personally guaranteed by Directors Harish Kumar Gupta, Pawan Kumar Gupta, Gaurav Gupta, Saurav Gupta.

Previous Year

(Amount in ₹)

Name of the Bank	Nature of Loan	Nature of security	Tenure (months)	Repayment commencement Date	Current maturity of long term debts	Non-current portion of long term debts	Total Loan Balance as on 31.03.2017
HDFC Bank Limited	Term Loan	Vehicle (Honda City)	60	5-Apr-17	365,664	834,336	1,200,000
ICICI Bank Limited	Term Loan	Vehicle (Audi)	55	15-Jan-14	754,656	252,931	1,007,587
ICICI Bank Limited	Term Loan	Vehicle (Audi)	55	15-Jan-14	754,656	252,931	1,007,587
Magma Fincorp Limited	Term Loan	Unsecured	36	7-Apr-15	2,324,918	-	2,324,918
Total					4,199,894	1,340,198	5,540,092

Note No. 2.5:-Deferred tax liabilities (Net)

(Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March, 2017
Deferred Tax Liability on account of:		
Property, Plant and Equipment's (cumulative) i.e. Depreciation	6,967,635	5,127,793
	6,967,635	5,127,793
II) Deferred Tax Asset on account of:		
Accrued Expenses deductible on payment basis	2,906,556	2,138,287
Closing Deferred Tax Liability (Net)	4,061,079	2,989,506
Less: Opening Deferred Tax Liability (Net)	2,989,506	2,905,269
Net Deferred Tax Expenditure	1,071,573	84,237

Note No. 2.6:- Long term Provisions

(Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March, 2017
Provision for employee benefits:		
Gratuity (carried from Note No. 2.10)	6,160,076	6,467,310
Total	6,160,076	6,467,310

CURRENT LIABILITIES

Note No. 2.7:- Short Term Borrowing

(Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March, 2017
Secured:		
Loans repayable on demand		
From HDFC Bank Ltd.1		
~Fixed Working Capital Drawing Limit (WCDL)	240,000,000	240,000,000
~Cash Credit Limit	41,174,315	38,503,709
~Invoice Discounting Facility	38,098,920	9,980,369
From Axis Bank Ltd.		
~Bank Overdraft2	49,103,324	-
~Vendor Invoice Discounting Facility3	47,026,094	-
Total Secured Borrowings	415,402,654	288,484,078
Unsecured:		
From Axis Bank Ltd.		
~Sales Invoice Discounting facility4	49,636,863	-
Total Unsecured Borrowings	49,636,863	-
Total (Secured + Unsecured)	465,039,517	288,484,078

Note No. 2.7.1:- Securities

1. Secured against Primary hypothecation by way of first and exclusive charge in all present and future Stock, Book Debts and Plant & Machinery, Collaterally Secured against Industrial Property situated at E-102, EPIP, Sitapura Industrial Area, Jaipur in the name of Bella Casa Fashion & Retail Limited and also collaterally secured against E-103, EPIP, Sitapura Industrial Area, Jaipur in name of Gupta Exports and also personally guaranteed by Directors Shri Harish Kumar Gupta, Shri Pawan Kumar Gupta, Shri Gaurav Gupta and Shri Saurav Gupta

2. Secured against FDRs

3.a) Primary Secured by way of charge on the underlying asset financed under proposed PO finance

b) Collateral secured against Fixed Deposit of Rs. 75,00,000 and

c) Personally guaranteed by Directors Shri Harish Kumar Gupta, Shri Pawan Kumar Gupta, Shri Gaurav Gupta and Shri Saurav Gupta

4.a) Primary Security-NIL

b) Collateral secured against Fixed Deposit of Rs. 75,00,000 and

c) Personally guaranteed by Directors Shri Harish Kumar Gupta, Shri Pawan Kumar Gupta, Shri Gaurav Gupta and Shri Saurav Gupta Supported by comfort by way of unconditional acceptance of bill of exchange by company's buyer Reliance Retail Limited for trade bills covering sale of goods.

Note No. 2.8:- Trade Payables**(Amount in ₹)**

Particulars	As at 31st March 2018	As at 31st March, 2017
For Goods & Services		
~Due to Micro & Small Enterprises*	-	-
~Dues to other than Micro Enterprises and Small Enterprises	391,899,330	290,821,351
Total	391,899,330	290,821,351

The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 and hence disclosures as required under Section 22 of The Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 regarding:

- (a) Principal amount and the interest due thereon remaining unpaid to any suppliers as at the end of accounting year;
- (b) Interest paid during the year;
- (c) Amount of payment made to the supplier beyond the appointed day during accounting year;
- (d) Interest due and payable for the period of delay in making payment;
- (e) Interest accrued and unpaid at the end of the accounting year; and
- (f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise have not been given The Company is making efforts to get the confirmations from the suppliers as regard to their status under the said Act.

Note No. 2.9:- Other Current Liabilities

Particulars	As at 31st March 2018	As at 31st March, 2017
Current maturities of long-term debt		
~Secured Loans (Carried from Note No. 2.4.1)	4,736,132	1,874,976
~Unsecured Loans (Carried from Note No. 2.4.1)	-	2,324,918
Other Payables	617,799	583,539
Statutory Dues	1,408,790	2,671,436
Advance from customers	1,469,530	4,941,320
Interest accrued but not due on borrowings	112,543	40,232
Outstanding Liability	6,316,834	7,246,634
Total	14,661,628	19,683,055

Note No. 2.10:- Short Term Provisions**(Amount in ₹)**

Particulars	As at 31st March 2018	As at 31st March, 2017
Provision for employee benefits ~Provision for gratuity	2,630,887	1,139,232
	CY	PY
Provision For Taxation*	28,600,000	17,604,666
Less: Advance Tax and Tax deducted at Source (as per contra)	27,500,000	11,500,000
Less: Tax Deducted as Source/Tax Collected at Source (as per contra)	383,212	27,132
Total	3,347,675	7,216,766

Movement of Provision in Compliance of AS-29- Income Tax and Gratuity*(Amount in ₹)**

Particulars	2017-18		2016-17	
	Income Tax	Gratuity**	Income Tax	Gratuity**
Opening Balance	17,604,666	7,606,542	7,000,000	5,909,282
Add: Provision made during the year	28,600,000	1,184,421	17,604,666	1,697,260
Total	46,204,666	8,790,963	24,604,666	7,606,542
Less: Utilised / paid during the year	17,604,666	-	7,000,000	-
Closing Balance	28,600,000	8,790,963	17,604,666	7,606,542

(Amount in ₹)

** Current and Non-current Maturity of Gratuity	As at 31st March 2018	As at 31st March, 2017
Current Maturity	2,630,887	1,139,232
Non- Current Maturity (Carried to Note No. 2.6)	6,160,076	6,467,310
Total	8,790,963	7,606,542

Note No. 2.11 Property, Plant and Equipment**(Amount in ₹)**

Gross Block					Accumulated Depreciation				Net Block	
Particulars	Balance As At 1st April 2017	Additions During the Year	Deductions for the year	Balance as at 31st March 2018	Balance as at 1st April 2017	Depreciation/Amortisation charged for the year	Deductions for the year	Balance as at 31st March 2018	Balance as at 31st March 2018	Balance as at 31st March 2017
i) Property Plant and Equipment										
A) Leasehold Land At Sitapura E-102	1,176,000	-	-	1,176,000	-	-	-	-	1,176,000	1,176,000
B) Building	32,723,154	34,816,589	-	67,539,743	6,869,855	1,389,353	-	8,259,208	59,280,534	25,853,298
C) Plant & Machinery	24,678,557	12,538,957	-	37,217,514	6,225,394	2,555,676	-	8,781,070	28,436,444	18,453,163
D) Furniture and Fittings	3,999,121	5,170,742	-	9,169,863	1,595,189	736,215	-	2,331,404	6,838,458	2,403,931
E) Vehicles	16,638,696	-	-	16,638,696	7,592,058	1,877,545	-	9,469,603	7,169,093	9,046,638
F) Office Equipment	2,959,269	2,625,352	-	5,584,621	1,373,719	678,324	-	2,052,044	3,532,577	1,585,550
G) Computer	2,640,399	774,711	-	3,415,111	1,917,891	451,909	-	2,369,800	1,045,310	722,508
H) Others	1,253	-	-	1,253	1,253	-	-	1,253	-	-
Total Property Plant and Equipment (i)	84,816,449	55,926,351	-	140,742,800	25,575,360	7,689,023	-	33,264,383	107,478,417	59,241,089
ii) Capital Work In Progress										
A) Building Under Construction	1,382,181	34,886,025	34,816,589	1,451,617	-	-	-	-	1,451,617	1,382,181
Total Capital Work In Progress (ii)	1,382,181	34,886,025	34,816,589	1,451,617	-	-	-	-	1,451,617	1,382,181
GRAND TOTAL (i+ ii)	86,198,630	90,812,376	34,816,589	142,194,417	25,575,360	7,689,023	-	33,264,383	108,930,034	60,623,270
Previous Year (2016-2017)	75,609,751	10,588,879	-	86,198,630	19,914,673	5,660,687	-	25,575,360	60,623,270	55,695,078

Depreciation Attributable to Capital Subsidy on Plant & Machinery		
Unamortised portion of Capital reserve	708,044	
Depreciation for the year (Charged to Capital Reserve)	76,416	(Refer Note No. 2.2)
Closing unamortised portion of Capital reserve	631,628	

Note:

- 1) Leasehold Lands (having 99 years lease period) have not been amortized over a period of lease since it is eligible for renewal under Indian scenario.
- 2) During the year the company has capitalised building constructed(1st & 2nd Floor) on the land belonging to M/s. Gupta Exports from whom land & building has been taken on Lease.
- 3) Additions includes Borrowing Cost Capitalized of Rs. 1264616/- (Carried from Note No. 2.27)

Note No. 2.12 Intangible Assets

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance As At 1st April 2017	Additions During the Year	Deductions for the year	Balance as at 31st March 2018	Balance as at 1st April 2017	Depreciation/Amortisation charged for the year	Deductions for the year	Balance as at 31st March 2018	Balance as at 31st March 2018	Balance as at 31st March 2017
i) Intangible assets - Software	644,179	612,500	-	1,256,679	234,602	251,336	-	485,937	770,742	409,577
Total Intangible assets	644,179	612,500	-	1,256,679	234,602	251,336	-	485,937	770,741.6	409,577
Previous Year (2016-2017)	480,829	163,350	-	644,179	105,766	128,836	-	234,602	409,577	375,063

Note No. 2.13 Non- Current Investments**(Amount in ₹)**

Particulars	As at 31st March 2018	As at 31st March, 2017
Non Traded (Un-quoted)- At cost India Exposition Mart Ltd.		
1514(Previous Year 1514) Common Stock at ₹10 each fully paid up, par value ₹10 each]	15,140	15,140
Total	15,140	15,140

Note No. 2.14:- Long term Loans & Advances**(Amount in ₹)**

Particulars	As at 31st March 2018	As at 31st March, 2017
Unsecured, Considered Good		
Security Deposits	2,662,315	2,281,096
Total	2,662,315	2,281,096

Note No. 2.15:- Other non -Current Asset**(Amount in ₹)**

Particulars	As at 31st March 2018	As at 31st March, 2017
Fixed Deposit with Punjab national Bank PNB Bank FDR (Carried from Note No. 2.18) (Pledged against Bank guarantee issued for EPCG License)	365,521	-
Total	365,521	-

Note No. 2.16:- Inventories**(Amount in ₹)**

Particulars	As at 31st March 2018	As at 31st March, 2017
Valued at lower of cost or Net Realisable Value		
Raw materials	192,094,209	36,451,489
Work in Progress- Material under Fabrication	238,696,354	387,259,212
Finished Goods	176,020,134	18,079,354
Accessory & Packing Material	15,134,058	9,644,821
Total	621,944,755	451,434,876

Goods in Transit included in above inventories are as under :

Raw materials	40,961,183	36,451,489
---------------	------------	------------

Note No. 2.17:- Trade Receivables**(Amount in ₹)**

Particulars	As at 31st March 2018	As at 31st March, 2017
Unsecured, Considered Good		
Debt outstanding for a period exceeding six months from the due date of payment	37,617,189	30,722,628
Other Debts	337,216,440	205,511,390
Total	374,833,629	236,234,018

Trade Receivables are net of Rs 11,91,720/- (Previous Year 2,50,54,649/-) representing Invoice Discounting facility (Unsecured) availed from financial institution as per under mentioned details :-

Name of Financial Institution	Against Supplies to	Amount outstanding as at 31st March, 2017	Amount outstanding as at 31st March, 2017
Aditya Birla Finance Retail Ltd	Pantaloons Retail Limited	-	9,103,023
Pinnacle Capital Solutions Pvt. Ltd	Home Shop-18	1,191,720	15,951,626
Total		1,191,720	25,054,649

Note No. 2.18-: Cash & Bank Balances

(Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March, 2017
Cash & Cash Equivalents		
Balance with Banks ~In current Accounts	5,540,793	7,338,186
Cash on Hand	1,768,382	1,171,351
Other Bank Balances		
In Deposit Accounts With ~Punjab National Bank1 ~Axis Bank Limited2	365,521 73,464,094	- -
Less- Fixed Deposit Having Maturity More than 12 months carried to note no. 2.15	(365,521)	-
Total	80,773,269	8,509,537

1. Pledged against Bank guarantee issued for EPCG License
2. Pledged against Overdraft and Invoice Discounting facility taken from Bank

Note No. 2.19-: Short Term Loans & Advances

(Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March, 2017
Unsecured, Considered Good		
Advance Tax	27,500,000	11,500,000
TCS/TDS Receivable	383,212	27,132
	27,883,212	11,527,132
Less: Provision as Per Contra	27,883,212	11,527,132
	-	-
Advances Recoverable in value or kind	5,558,222	5,681,386
Prepaid Expenses	1,542,021	1,078,037
Personal Ledger Account (PLA)	-	943
Income Tax Refundable	1,159,275	1,159,275
Demand Paid Under Protest	25,000	136,450
Total	8,284,518	8,056,091

Note No. 2.20-: Other Current Assets

(Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March, 2017
Accrued Interest	136,800	119,671
Gst Input	11,465,594	-
Other Receivable	1,132,012	1,276,697
Total	12,734,406	1,396,368

Note No. 2.21:- Revenue from Operation**(Amount in ₹)**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Sale of Products		
~Fabric/Home Furnishing/Garments- Finished Goods	1,295,165,578	1,223,399,724
~Export Sales (FOB)	7,222,439	27,475,913
Less: Sales Returns	(36,474,318)	(98,942,477)
Net Sales	1,265,913,698	1,151,933,160
Sale of Service		
~Job Work Income	308,640	-
Sale of Service	308,640	-
Other Operating Revenues		
~Export Incentive	824,358	2,423,180
~Gain on Exchange Rate Variation	132,166	560,562
Other Operating Revenues	956,524	2,983,742
Total Revenue from Operation	1,267,178,862	1,154,916,902
Less: Excise duty	888,120	4,894,961
Net Revenue From Operation	1,266,290,742	1,150,021,941

Note No. 2.22:- Other Income**(Amount in ₹)**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
~Interest Income	4,031,275	140,935
~Dividend Income	1,514	1,514
~Sampling Income	-	47,049
~Service Tax Refund Against Export	-	75,053
Total	4,032,789	264,552

Note No. 2.23:- Cost of Material Consumed**(Amount in ₹)**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Opening stock	36,451,489	13,156,288
Add: Purchases	688,557,113	646,712,020
	725,008,602	659,868,308
Less: Closing stock	192,094,209	36,451,489
Total	532,914,393	623,416,819

Note No. 2.24:- Direct Manufacturing Expenses**(Amount in ₹)**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Accessory and Packing Material	74,558,818	37,000,789
Job Charges	132,394,036	104,997,538
Production Wages (Carried from Note No. 2.26)	63,757,620	28,963,164
Power & Fuel	6,728,102	5,722,175
Repairs and Maintenance - Machinery	3,073,662	964,401
Sampling, Designing and Testing Charges	845,388	1,015,886
Printing & Dyeing Charges	186,764,272	199,260,366
Total	468,121,898	377,924,320

Note No. 2.25:- Change In Inventory of Finished Goods and Work In Progress**(Amount in ₹)**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Finished Goods		
Opening Stock	18,079,354	14,344,985
Less: Closing Stock	176,020,134	18,079,354
Decrease / (Increase) in Finished Goods	(157,940,780)	(3,734,369)
Work in Progress		
Opening Stock	387,259,212	274,043,229
Less: Closing Stock	238,696,354	387,259,212
Decrease / (Increase) in Work In Progress	148,562,858	(113,215,983)
Total	(9,377,922)	(116,950,352)

Note No. 2.26:- Employee Benefits Expense**(Amount in ₹)**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Salaries, Wages and Bonus	90,221,935	53,527,888
Employer Contributions to -		
~Provident fund	328,716	332,301
~ESI	60,958	32,719
Gratuity	1,184,421	1,697,260
Employee welfare expenses	3,019,888	2,425,547
Total Employee Benefit Expenses	94,815,918	58,015,715
Less: Wages Attributable to Manufacturing Activity (Transferred to Note No. 2.24)	(63,757,620)	(28,963,164)
Net Employee Benefit Expenses	31,058,298	29,052,551

Note No. 2.26.1 EMPLOYEES BENEFIT: AS-15**Defined Contribution Plans**

The amount recognized as an expense for defined contribution plans are as under

Particulars	Current Year (2017-18)	Previous Year (2016-17)
Employee Provident Fund	328,716	376,176
Employee State Insurance	60,958	38,986
Total	389,674	415,162

Defined Benefit Plans:

Changes in present value of obligations:

(Amount in ₹)

Particulars	Gratuity as at	
	31.03.2018	31.03.2017
I. Assumptions		
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Discount Rate	7.75 % per annum	7.50 % per annum
Rate of increase in compensation	5.00 % per annum	6.00 % per annum
Rate of Return (expected) on plan assets withdrawal rates	0	0
Expected average remaining service (years)	29.9	28.2

II. Changes in Present Value of Obligations (PVO)		
PVO at beginning of period	7,606,542	5,909,282
Interest Cost	589,507	443,196
Current Service Cost	999,532	1,839,515
Benefits Paid	-	-
Past Service Cost	4,082,495	-
Actuarial(gain)/loss on obligation	(4,487,113)	(585,451)
PVO at end of period	8,790,963	7,606,542

III. Amounts to be recognized in the Balance Sheet and Profit & Loss Statement		
PVO at end of Period	8,790,963	7,606,542
Fair Value of Plan Assets at end of period	-	-
Funded Status	(8,790,963)	(7,606,542)
Unrecognized Actuarial Gain/(Loss)	-	-
Net Liability/ (Asset) recognized in the balance sheet	8,790,963	7,606,542

IV. Expense recognized in the Profit & Loss Statement		
Current Service Cost	999,532	1,839,515
Interest Cost	589,507	443,196
Expected Return on Plan Assets	-	-
Past Service Cost	4,082,495	-
Net Actuarial (Gain)/Loss recognized for the period	(4,487,113)	(585,451)
Expenses recognized in the Profit & Loss statement	1,184,421	1,697,260

Particulars	Gratuity as at	
	31.03.2018	31.03.2017
V. Movements in the liability recognized in Balance Sheet		
Opening Net Liability	7,606,542	5,909,282
Expenses as Above	1,184,421	1,697,260
Benefits Paid	-	-
Closing Net Liability	8,790,963	7,606,542

Note No. 2.26.2 Remuneration to Directors**(Amount in ₹)**

Name of Director	Current Year (2017-18)	Previous Year (2016-17)
Harish Gupta (Whole Time Director)		
Salary	2,100,000	1,500,000
TOTAL	2,100,000	1,500,000
Pawan Gupta (Managing Director)		
Salary	2,100,000	1,500,000
TOTAL	2,100,000	1,500,000
Gaurav Gupta (Director)		
Salary	2,100,000	1,500,000
TOTAL	2,100,000	1,500,000
Saurav Gupta (Director)		
Salary	2,100,000	1,500,000
TOTAL	2,100,000	1,500,000

Note No. 2.27-: Finance Cost**(Amount in ₹)**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest Expense	35,370,759	30,073,855
Less: Borrowing Cost Capitalized (Carried to Note No. 2.11-)	(1,264,616)	-
Net Interest Expenses	34,106,143	30,073,855
Bank Charges and Other Financial Charges	717,470	1,513,970
Total	34,823,612	31,587,824

Note No. 2.28-:Other Expenses (Administrative & Selling Expenses)**(Amount in ₹)**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Rent	600,000	600,000
Insurance	2,870,382	2,318,775
Sales Promotion	1,297,013	879,664
Remuneration to Auditors:		
~As Statutory Auditor	382,500	402,500
~Tax Audit Fees	57,500	57,500
~Certification Matters	16,845	18,928
~Taxation Matters	359,119	120,059
Miscellaneous Expenses		
~Administrative Expenses [See Description Note. 2.28(i)]	15,853,536	20,543,072
~Selling Expenses [See Description Note. 2.28 (ii)]	92,860,374	124,235,227
Total	114,297,268	149,175,725

Note No. 2.28 (i) -:Administrative Expenses**(Amount in ₹)**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Travelling Expenses	1,814,117	6,716,370
Petrol and Conveyance Expenses	785,335	1,283,013
Electricity Expenses	1,084,860	943,834
Repairs to Building & Others	2,169,260	3,374,971
Security Charges	31,125	34,452
Refreshment Expenses	796,723	679,212
Professional & Consultancy Expenses	2,122,864	2,163,317
Printing & Stationery	454,201	378,594
Postage & Courier	1,453,224	1,905,297
Telephone & Internet Expenses	548,037	957,860
Water Exp.	1,145,752	726,994
Membership & Registration Fees	1,276,920	144,488
ROC Fees:		
~Increase of Share Capital	3,646	166,250
~Others	24,197	8,400
Sales Tax Demand (CST)	259,010	359,770
Sales Tax Late Fees	25,000	21,771
Service Tax & GST Late Fees	18,300	-
ESI Demand	-	2,791
Donation	147,200	33,000
Other Expenses	1,693,764	642,688
Total	15,853,536	20,543,072

Note No. 2.28 (ii) :-Selling Expenses**(Amount in ₹)**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Rebates and Discounts	18,095,817	17,480,354
Commission	58,052,390	98,115,766
Freight, Handling Charges & Other Charges	9,517,298	5,708,337
Advertisement and Publicity	7,194,869	2,930,770
Total	92,860,374	124,235,227

Note No. 2.29:- Earning Per Share**(Amount in ₹)**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Net Profit after tax available for equity shareholders (a)	60,056,626	32,680,205
Weighted Average number of equity shares (b)		
Basic	9,851,137	9,215,000
Diluted	10,606,205	9,215,000
Earning per share (□)		
Basic	6.10	3.55
Diluted	5.66	3.55
Nominal Value per Share (□)	10	10

Note No. 2.30:-Contingent Liabilities (to the extent not provided for)

Particulars	As at 31.03.2017	As at 31.03.2018
(A)Disputed demands in respect of Income Tax Pending with CIT	-	413,550

Note No. 2.31:-Accounting Standard-17 "Segment Reporting"

The company has only one business segment "manufacturing and retail of apparels and home furnishing products" as primary segment. There is no eligible reportable secondary segment

Noted No. 2.32:- Related Party Transactions (AS-18)**A: Relationship**

RELATIONSHIP	NAME OF RELATED PARTY
Key Managerial Personnel	1. Harish Gupta 2. Pawan Gupta 3. Gaurav Gupta 4. Saurav Gupta 5. Naresh Manwani (CFO) 6. Sonika Gupta (CS)
Relatives of Key Managerial Personnel	7. Anita Gupta 8. Sunita Gupta 9. Shikha Gupta 10. Neha Gupta
Associates	11. Gupta Exports

B. (i) Transactions With Related Parties

Nature of transactions	Associates		Key managerial personnel		Key managerial personnel	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Allotment of Bonus Shares	-	-	-	-	-	-
Remuneration/ Salary	-	-	9,126,348	6,657,578	3,600,000	3,000,000
Perquisites	-	-	-	-	-	-
Sales	-	-	-	-	-	-
Rent	600,000	600,000	-	-	-	-
Payable For Expenses	-	-	457,994	575,857	242,000	460,000
Purchase	534,488	18,800,000	-	-	-	-
Job Work	-	-	-	-	-	1,142,064
Loan Accepted:	-	-	-	-	-	-
Opening Balance	-	-	-	23,150,000	-	-
Add: Accepted	-	-	-	8,400,000	-	-
Less: Repaid	-	-	-	31,550,000	-	-
Closing Balance	-	-	-	-	-	-

2.33 Income and Expenditure in Foreign Currency

Particulars	Current Year (2017-18)		Previous Year (2016-17)	
	In \$	In ₹	In \$	In ₹
FOB Value of Export	114,466	7,222,439	414,274	27,475,913
TOTAL	114,466	7,222,439	414,274	27,475,913

2.34 The Board of Directors of the Company has proposed a final dividend of Rs. 0.50 per Share (P.Y. Rs. Nil per Share) aggregating to Rs. 5002500 (P.Y. Rs. Nil) for the financial year 2017-18. In terms of Accounting Standards 4 (Revised) vide MCA Notification No. GSR 364(E) dated 30.03.2016, Contingencies and Event Occuring after the Balance Sheet Date, the company is not required to recognize proposed final dividend as a liability on the balance sheet date.

2.35 Considering company's migration from BSE-SME Platform to BSE Main Board w.e.f. March 08, 2018, It shall require to prepare its financial statements in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 w.e.f financial year commencing from April 1, 2018.

2.36 All assets and liabilities are presented as Current or Non-current as per criteria setout in Schedule III to the Companies Act, 2013. Based on the nature of services rendered by the company, its operations and realization, the company has ascertained its operating cycle of less than 12 months. Accordingly 12 months period has been considered for the purpose of Current/Non-current classification of assets & liabilities.

2.37. The previous year's figures have been regrouped, rearranged wherever found necessary.

For and on behalf of the Board of Directors
of Bella Casa Fashion & Retail Limited

Harish Kumar Gupta
Chairman & Whole Time Director
DIN: 01323944

Naresh Manwani
Chief Financial Officer

Pawan Kumar Gupta
Managing Director
DIN: 01543446

Sonika Gupta
Company Sec M.NO. 38676

As per our report of even date attached
For KALANI & COMPANY
Chartered Accountants
FRN-000722C

(Bhupendra Mantri)
Partner M. NO. 108170

PLACE: JAIPUR
DATE: 29-May-2018

Form No. MGT-11

CIN : L17124RJ1996PLC011522

PROXY FORM

(Pursuant to section 105(6) of the Companies Act,
2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014)

Bella Casa Fashion & Retail Limited

E-102, 103, EPIP, Sitapura Industrial Area, Jaipur – 302 022 (Rajasthan)

Name of the shareholder _____

Registered address _____

E-mail ID _____

Folio No. / Client ID _____

DP ID _____

I/We, being the member(s) of _____ shares of the above named company hereby appoint:

Name _____ E-mail Id: _____

Address: _____

Signature or failing him _____

Name _____ E-mail Id: _____

Address: _____

Signature , or failing him _____

Name _____ E-mail Id: _____

Address: _____

Signature , or failing him _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the company, to be held on Friday, 31st day of August, 2018 at 12:00 P.M. at AS-1, EPIP, Sitapura Industrial Association Office, Above ICICI Bank, Sitapura Industrial Area, Jaipur, Rajasthan 302022 and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Sl No.	Resolution(s)	Vote	
		For	Against
Ordinary Business			
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 & Loss for the Year ended on that date and Reports of the Board of Directors and Auditors thereon		
2	To declare Final Dividend on equity shares for the financial year ended 31st March, 2018.		
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 Re-appointment.		
4	To ratify the appointment Auditors and fix their remuneration in this regard		
Special Business.			
5	To Revise terms of Remuneration of Mr. Harish Kumar Gupta, Chairman & Whole-Time Director of the Company		
6	To Revise terms of Remuneration of Mr. Pawan Kumar Gupta, Managing Director of the Company		
7	To Revise terms of Remuneration of Mr. Saurav Gupta, Whole-Time Director of the Company		
8	To Revise terms of Remuneration of Mr. Gaurav Gupta, Whole-Time Director of the Company		
9	To Enhance of Borrowing Powers		
10	To Create of Charge on Company's Properties		

Signed this _____ day of _____ 2018

Signature of Shareholder

Signature of Proxy holder

Affix
Revenue
Stamp

Notes:

1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the "For" or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a member of the Company.
3. This form of Proxy must be deposited at the Registered Office of the Company E-102, 103, EPIP, Sitapura Industrial Area, Jaipur (Raj) –302 022, not less than 48 hours before the commencement of the Meeting.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Bella Casa Fashion & Retail Limited

CIN: L17124RJ1996PLC011522

Registered Office-E-102, 103, EPIP, Sitapura Industrial Area, Jaipur- 302 022,

Phone No.: 0141 2771844, Website: www.bellacasa.in , Email: Info@bellacasa.in

Full name of the members attending (In block letters)

Ledger Folio No./DP ID No. Client ID No. _____

Name of Proxy holder _____

(To be filled in, if the proxy attends instead of the member)

I certify that I am a member /proxy for the members of the Company

I hereby record my presence at the 22nd Annual General Meeting of the Company held on Friday, 31st day of August, 2018 at 12:00 P.M. at AS-1, EPIP, Sitapura Industrial Association Office, Above ICICI Bank, Sitapura Industrial Area, Jaipur, Rajasthan 302022.

(Name of the Member/Proxy)

(Member's /Proxy's Signature)

Note:

1. Only Members/Proxy holders can attend the Meeting.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3. Please fill up this attendance slip and handed it over at the entrance of the meeting venue. Members are requested to bring their copies of the Annual Report to the AGM.

E-Voting Particulars

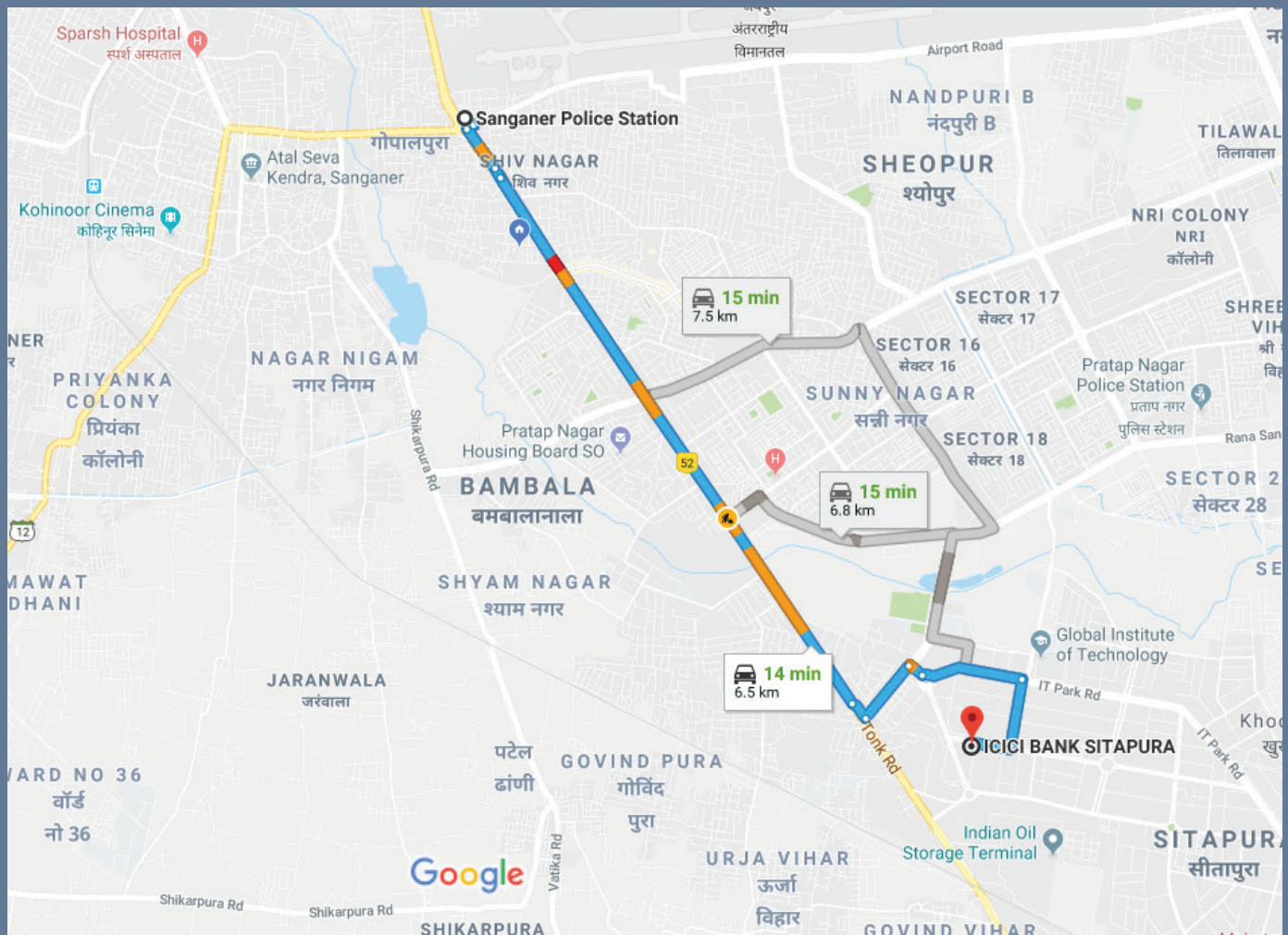
EVSN (Electronic Voting Sequence Number)	PAN

The e-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
Tuesday, August 28, 2018, 09.00 A.M	Thursday, August 30, 2018, 05.00 P.M

Please read the instructions on e-voting as mentioned in the notice of 22nd An

ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING



Bella Casa Fashion & Retail Limited

AGM Venue- AS-1, EPIP, Sitapura Industrial Association Office, Above ICICI Bank, Sitapura Industrial Area, Jaipur, Rajasthan 30202



E-102, 103, E.P.I.P
Sitapura Industrial Area, Jaipur, Rajasthan - 302022
www.bellacasa.in