



BELLA CASA FASHION & RETAIL LTD
(Formerly Known as Gupta Fabtex Pvt. Ltd.)
Importers, Manufacturer & Exporters of :
Home Furnishing, Garment & Fabrics

CIN-L17124RJ1996PLC011522

Ph. : 0141-6500271
E-mail : info@bellacasa.in
Website : www.bellacasa.in

~~CIN-L17124RJ1996PLC011522~~

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

Ref- BSE/2017-18/20

Date: August 29, 2017

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

Subject- Annual Report of the financial year 2016-17.
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 2016-17 approved and adopted in 21st Annual General Meeting of the Company held on Saturday, 12th day of August, 2017 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-29.08.2017
Place- Jaipur

Annual Report

2016 - 2017



**BELLA
CASA**
Joy by the bedside

Bella Casa Fashion & Retail Ltd.

(Formerly known as Gupta Fabtex Pvt. Ltd.)

E - 102-103, E.P.I.P, Sitapura Industrial Area,
Tonk Road, Jaipur - 302022 , Rajasthan (India)

Website - www.bellacasa.in

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CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Harish Kumar Gupta	Chairman & Whole- Time Director
Mr. Pawan Kumar Gupta	Managing Director
Mr. Saurav Gupta	Whole Time Director
Mr. Gaurav Gupta	Whole Time Director
Mr. Sharad Mangal	Independent Director
Mr. Gunjan Jain	Independent Director
Ms. Kalpana Juneja	Independent Director
Mr. Vikas Mathur	Independent Director

AUDIT COMMITTEE

Mr. Sharad Mangal	Chairman
Mr. Gunjan Jain	Member
Mr. Harish Kumar Gupta	Member

SHAREHOLDER'S RELATIONSHIP COMMITTEE

Ms. Kalpana Juneja	Chairperson
Mr. Sharad Mangal	Member
Mr. Pawan Kumar Gupta	Member

NOMINATION AND REMUNERATION COMMITTEE

Ms. Kalpana Juneja	Chairperson
Mr. Sharad Mangal	Member
Mr. Gunjan Jain	Member

CHIEF FINANCIAL OFFICER

Mr. Naresh Manwani

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms Sonika Gupta

BOOK CLOSURE

07th August to 12th August, 2017

AUDITORS OF THE COMPANY

Kalani & Company, Chartered Accountants
705, VIIth Floor Milestone Building,
Gandhi Nagar crossing, Tonk Road,
Jaipur 302 015

BANKERS OF THE COMPANY

HDFC Bank Limited

REGISTRAR & SHARE TRANSFER**AGENT**

Karvy Computer Share Private Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District
Nanakramguda, Hyderabad 500 032

SECRETARIAL AUDITORS

Shailja Sharma & Associates
Company Secretaries
295, Vinoba Vihar
Behind Trimurti Appt., Model Town
Malviya Nagar
Jaipur - 302 017

REGISTERED OFFICE

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

21ST ANNUAL GENERAL MEETING

Date- 12th August, 2017
Day- Saturday
Time- 11:30 A.M.
Venue- AS-1, EPIP, Sitapura
Industrial Association Office, Above
ICICI Bank, Sitapura Industrial Area,
Jaipur, Rajasthan 302022

CHAIRMAN MESSAGE

Dear Shareholders,

Last year was an exceptional year for your company. The sale of the company grew by 34.54% and PAT by 135.50%.

What is even more satisfying is the way our brand “Bella Casa” has been accepted by the trade and the consumers alike. In a very short span of time, the brand has become available through thousands of outlets in wholesale, modern trade and E-commerce.

Our apparel business has also shown excellent performance. Our efforts in generating superlative designs and maintaining consistent quality has resulted in long term supply contracts from all major retailers of the country.

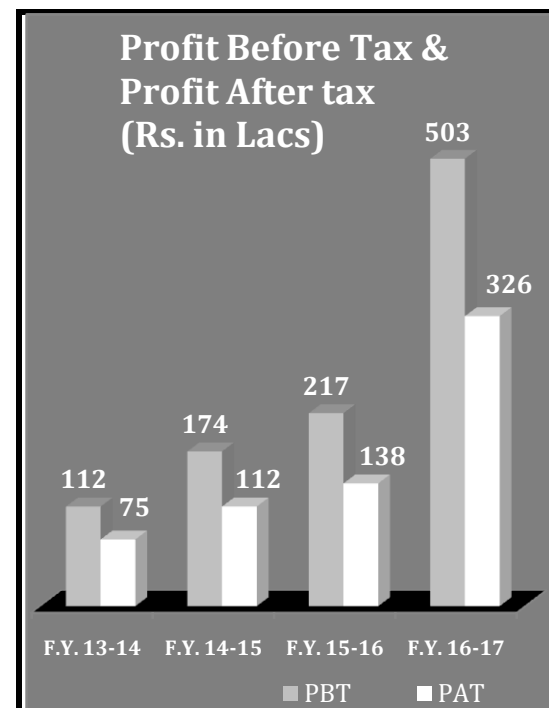
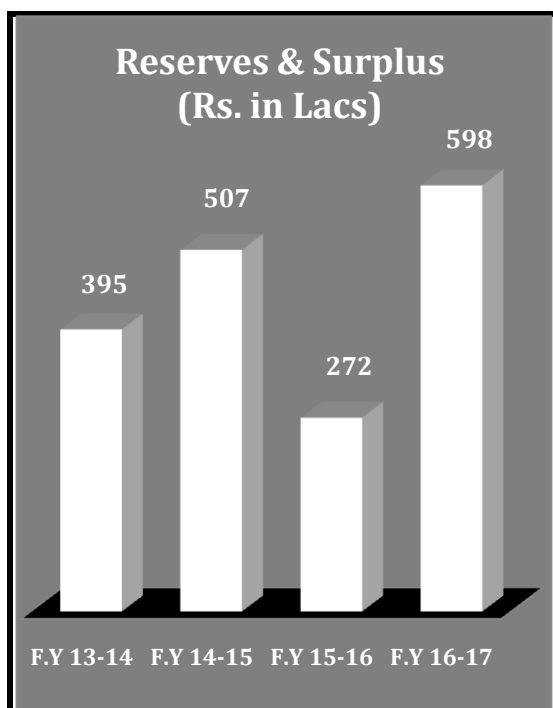
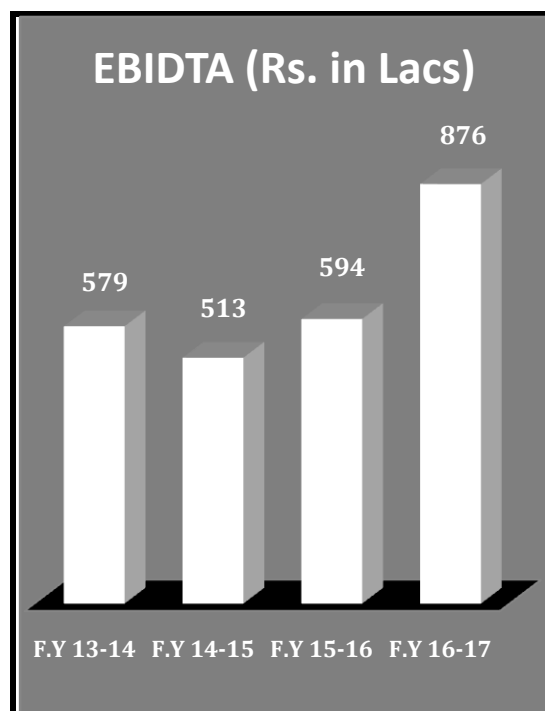
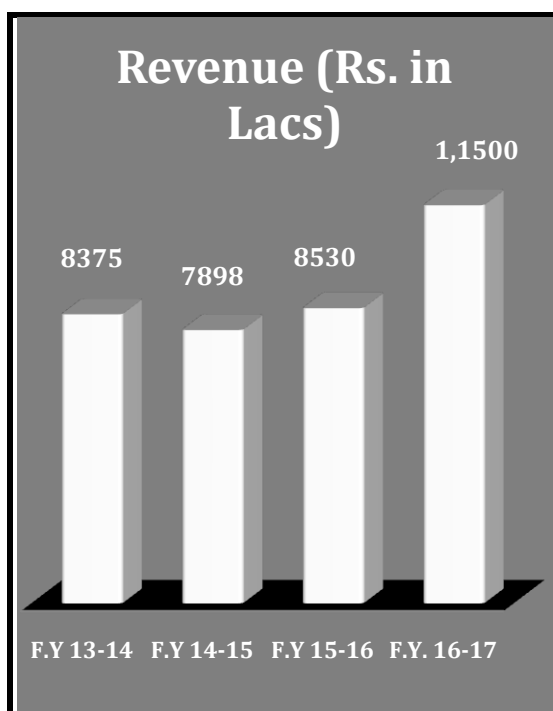
We have been able to achieve this success due to our strong focus on design, quality and distribution. We plan to keep investing in these areas.

All macro indicators in economy support the hypothesis that domestic market for both fashion apparels & home decor will keep growing for many years to come. To benefit from this growth, we have decided to double our capacity. We expect the expansion to be completed by Mid-October and we should start seeing the benefits of this from the next financial year.

Efforts of government like demonetisation and GST are a huge positive for our company. The notion of “One country-One tax” will result in a seamless movement of goods and it will bring a lot of cost benefits.

To conclude, I can confidently say that your company is at the right place at the right time and we shall leave no stone unturned to achieve best results in years to come.

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

FINANCIAL HIGHLIGHTS

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 21ST Annual General Meeting of Members of Bella Casa Fashion & Retail Limited (Formerly known as Gupta Fabtex Private Limited) will be held on Saturday, 12th August, 2017 at 11:30 A.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, 2017 including Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.

ITEM NO. 2

To appoint a director in place of Mr. Gaurav Gupta (DIN:- 07106587) liable to retire by rotation in terms of section 152 (6) of the Companies Act, 2013 and being eligible offers, himself for reappointment.

ITEM NO. 3

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 2017-18 at such remuneration as may be determined by the Board of Directors of the Company.”

Special Business:-**ITEM NO.4****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 pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in partial modification of the relevant resolution passed at the Extra Ordinary General Meeting of the

Company held on July 31, 2015 and on recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members be and is hereby accorded for the revision in the remuneration by way of change in the maximum amount of basic salary payable to Mr. Harish Kumar Gupta (DIN 01323944), Chairman & Whole-Time Director (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2017 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard."

ITEM NO.5**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 pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in partial modification of the relevant resolution passed at the Extra Ordinary General Meeting of the Company held on July 31, 2015 and on recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members be and is hereby accorded for the revision in the remuneration by way of change in the maximum amount of basic salary payable to Mr. Pawan Kumar Gupta (DIN 01543446), Managing Director (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2017 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard.”

ITEM NO.6**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** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in partial modification of the relevant resolution passed at the Extra Ordinary General Meeting of the Company held on July 31, 2015 and on recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members be and is hereby accorded for the revision in the remuneration by way of change in the maximum amount of basic salary payable to Mr. Gaurav Gupta (DIN: 07106587), Whole-Time Director (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2017 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard.”

ITEM NO.7**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 pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in partial modification of the relevant resolution passed at the Extra Ordinary General Meeting of the Company held on July 31, 2015 and on recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members be and is hereby accorded for the revision in the remuneration by way of change in the maximum amount of basic salary payable to Mr. Saurav Gupta (DIN: 07106619), Whole-Time Director (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2017 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard.”

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: 15.07.2017
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 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 .
3. The Register of the Members and Share Transfer Books of the Company will remain closed from 07th August to 12th August, 2017 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchange.
4. 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.
5. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore Company is not providing e-voting facility to its shareholders.
6. 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.
7. 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.
8. 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

9. 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
10. 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.
11. 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.
12. 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.
13. Members are requested to bring their copy of the Annual report to the Annual General Meeting.
14. Members are requested to quote Folio number in their correspondence.
15. 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.
16. Members are requested to inform the Company immediately any changes, if any, in their address specifying full address in Block Capital with Pin code of the Post Office.
17. 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.
18. In terms of Section 152 of the Companies Act, 2013, Mr. Gaurav Gupta (DIN: 07106587), 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. 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:

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

Name of the Director	Gaurav Gupta
DIN	07106587
Date of Birth	20.07.1981
Nationality	Indian
Appointed on*	31.07.2015
Qualification	Post graduate diploma in International Trade from Bhartiya Vidya Bhawan and also have Diploma in textile design
Brief profile	Mr. Gaurav Gupta is a Whole Time Director of our Company. He has a post graduate diploma in International Trade from Bhartiya Vidya Bhawan and also Diploma in textile design. He has a rare distinction of having done his education in two varied but important fields. 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.
Directorship held in other Company	NIL
Committee position held in other Companies	NIL
Number of shares held in company as on 31.03.2017	924000
Number of the Meetings attended during the year	34
Relationship with other Directors	Relative of Mr. Harish Kumar Gupta, Chairman & Whole-Time Director, Pawan Kumar Gupta, Managing Director and Saurav 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. 4, 5, 6 & 7**

The Board of Directors, in their meeting held on July 15, 2017, reviewed the performance 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 of the Company, who were appointed as on 31st July, 2015 for a period of 5 years by the Members approval at the Extra Ordinary General Meeting of the Company. The Board of Directors based on the recommendations of the Nomination and Remuneration Committee and performance evaluation which was found to be satisfactory, approved the revision in maximum basic salary of Mr. Harish Kumar Gupta, Mr. Pawan Kumar Gupta, Mr. Gaurav Gupta and Mr. Saurav Gupta from 1,25,000 (One Lakh Twenty Five Thousand Rupees) per month to 1,75,000 (One Lakh Seventy Five Thousand Rupees) per month effective from April 01, 2017 for remainder of the tenure of their contract upto July 30, 2018 subject to the approval of Members of the Company. All other terms and conditions of appointment of Mr. Harish Kumar Gupta, Mr. Pawan Kumar Gupta, Mr. Gaurav Gupta and Mr. Saurav Gupta as approved in the EGM held on 31st July, 2015 remain unchanged

The members may note that for the purpose of computation of Managerial Remuneration under Schedule V of Companies Act, 2013, the Provident Fund, Gratuity, Encashment of Leave, Perquisite Value pursuant to Exercise of Stock Options and such other benefits and entitlements as permitted under applicable law shall be excluded.

The said remuneration shall be the minimum remuneration to be paid in the event of loss, or inadequacy of profits in any financial year during the tenure of his appointment, subject to the necessary approvals as may be required in this regard.

In terms of the requirements of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Companies Act, 2013, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the shareholders is required for revision in remuneration.

The Board recommends the Special Resolutions as stated in Item No. 4, 5, 6 and 7 for the approval of the Members.

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.	In year 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.																																						
<table><tr><th>Particulars</th><th>2016-17</th><th>2015-16</th></tr><tr><td>Total Income</td><td>11,502.86</td><td>8,530.18</td></tr><tr><td>Total Expenditure</td><td>10,999.96</td><td>8,313.11</td></tr><tr><td>Earning Before Finance Cost, Depreciation & Amortization and Tax (EBIDTA)</td><td>876.67</td><td>594.69</td></tr><tr><td>Less: Finance Cost</td><td>315.88</td><td>325.03</td></tr><tr><td>Less: Depreciation & Amortization expenses</td><td>57.90</td><td>52.57</td></tr><tr><td>Profit Before Tax and Exceptional Items</td><td>503.66</td><td>217.07</td></tr><tr><td>Exceptional Items</td><td>0.76</td><td>0.76</td></tr><tr><td>Profit from Ordinary Activities before Tax</td><td>503.66</td><td>217.83</td></tr><tr><td>Less: Extra Ordinary Items</td><td>-</td><td>-</td></tr><tr><td>Less: Tax Expenses</td><td>176.86</td><td>79.07</td></tr><tr><td>Profit After Tax (PAT)</td><td>326.80</td><td>138.76</td></tr></table>			Particulars	2016-17	2015-16	Total Income	11,502.86	8,530.18	Total Expenditure	10,999.96	8,313.11	Earning Before Finance Cost, Depreciation & Amortization and Tax (EBIDTA)	876.67	594.69	Less: Finance Cost	315.88	325.03	Less: Depreciation & Amortization expenses	57.90	52.57	Profit Before Tax and Exceptional Items	503.66	217.07	Exceptional Items	0.76	0.76	Profit from Ordinary Activities before Tax	503.66	217.83	Less: Extra Ordinary Items	-	-	Less: Tax Expenses	176.86	79.07	Profit After Tax (PAT)	326.80	138.76
Particulars	2016-17	2015-16																																				
Total Income	11,502.86	8,530.18																																				
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Less: Tax Expenses	176.86	79.07																																				
Profit After Tax (PAT)	326.80	138.76																																				
(f) Foreign investments or collaborators, if any	NIL																																					
II. Information about the appointee:																																						

(i) Harish Kumar Gupta	
(a) Background details	Mr. Harish Kumar Gupta aged approximately 59 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.

(b) Past remuneration	He has been paid annual Remuneration of Rs 9.00 Lacs during Financial Year 2014-15 (i.e. .75 lacs per month during the whole year), Rs. 15 lacs during the Financial year 2015-16 (i.e. 1.25 lacs per month during the whole year) and Rs. 15 lacs during the Financial year 2016-17 (i.e. 1.25 lacs per month during the whole year)
(c) Recognition or awards	The Company has received various awards and recognition during his tenure.
(d) Job profile and his suitability	Presently, his vast experience of more than 41 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 legislative adherence and maintains links with other trade and professionals associations.
(e) Remuneration proposed	The remuneration proposed to be increased from Rs. 1.25 Lakhs per month to Rs. 1.75 Lakhs per month from the 1st April 2017 till the remainder of term.
(f) 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
(g) 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 10.98% of total shareholding of the company. He is brother of Managing Director Mr. Pawan Kumar Gupta, and Father of Whole-Time Director Mr. Gaurav Gupta.

(ii) Pawan Kumar Gupta

(a) Background details	Pawan Kumar Gupta aged approximately 55 years is the Managing Director of our company. He has been on the Board since incorporation. He is the
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	founder promoter of the Company and has more than 23 Years of experience in textile Business and 16 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.
(b) Past remuneration	He has been paid annual Remuneration of Rs 9.00 Lacs during Financial Year 2014-15 (i.e. .75 lacs per month during the whole year), Rs. 15 lacs during the Financial year 2015-16 (i.e. 1.25 lacs per month during the whole year) and Rs. 15 lacs during the Financial year 2016-17 (i.e. 1.25 lacs per month during the whole year)
(c) Recognition or awards	The Company has received various awards and recognition during his tenure.
(d) 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.
(e) Remuneration proposed	The remuneration proposed to be increased from Rs. 1.25 Lakhs per month to Rs. 1.75 Lakhs per month from the 1st April 2017 till the remainder of term.
(f) 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
(g) 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 10.74% 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.
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(iii) Gaurav Gupta	
(a) Background details	Mr. Gaurav Gupta aged approximately 34 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.
(b) Past remuneration	He has been paid annual Remuneration of Rs 9.00 Lacs during Financial Year 2014-15 (i.e. .75 lacs per month during the whole year), Rs. 15 lacs during the Financial year 2015-16 (i.e. 1.25 lacs per month during the whole year) and Rs. 15 lacs during the Financial year 2016-17 (i.e. 1.25 lacs per month during the whole year)
(c) Recognition or awards	The Company has received various awards and recognition during his tenure.
(d) Job profile and his suitability	He handles all the production related functions of the company from last 15 years. His expertise has promoted the company into home furnishing and exports.
(e) Remuneration proposed	The remuneration proposed to be increased from Rs. 1.25 Lakhs per month to Rs. 1.75 Lakhs per month from the 1st April 2017 till the remainder of term.
(f) 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
(g) 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 10.03% of total shareholding of the company. He is a son of Chairman & Whole-Time Director, Mr. Harish Kumar Gupta.

(iv) Saurav Gupta	
(a) Background details	Mr. Saurav Gupta aged approximately 34 years is a Whole Time Director of our Company. He is a Post Graduate Diploma in Apparel Marketing & Merchandising from NIFT
(b) Past remuneration	He has been paid annual Remuneration of Rs 9.00 Lacs during Financial Year 2014-15 (i.e. .75 lacs per month during the whole year), Rs. 15 lacs during the Financial year 2015-16 (i.e. 1.25 lacs per month during the whole year) and Rs. 15 lacs during the Financial year 2016-17 (i.e. 1.25 lacs per month during the whole year)
(c) Recognition or awards	The Company has received various awards and recognition during his tenure.
(d) Job profile and his suitability	He has been handling the marketing, merchandising and product development functions of the company from past 11 years. His expertise has helped in accelerating growth in the apparel section of the company
(e) Remuneration proposed	The remuneration proposed to be increased from Rs. 1.25 Lakhs per month to Rs. 1.75 Lakhs per month from the 1st April 2017 till the remainder of term.
(f) 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
(g) 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 9.52% 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 2016 - 17. The Board recommends passing of the relevant Special Resolution as mentioned in Item no. 4, 5, 6 and 7 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 21st Annual Report together with the Audited Statements of Accounts for the year ended 31st March, 2017.

1. FINANCIAL RESULTS

The audited financial results of the Company for the year ended March 31st, 2017 are summarized below:

Rs. in Lacs		
Particulars	2016-17	2015-16
Total Income	11,502.86	8,530.18
Total Expenditure	10,999.96	8,313.11
Earning Before Finance Cost, Depreciation & Amortization and Tax (EBIDTA)	876.67	594.69
Less: Finance Cost	315.88	325.03
Less: Depreciation & Amortization expenses	57.90	52.57
Profit Before Tax and Exceptional Items	503.66	217.07
Exceptional Items	0.76	0.76
Profit from Ordinary Activities before Tax	503.66	217.83
Less: Extra Ordinary Items	-	-
Less: Tax Expenses	176.86	79.07
Profit After Tax (PAT)	326.80	138.76

2. REVIEW OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The Company recorded total revenue of Rs. 11,502.86 Lacs during the year under review as against Rs. 8530.18 Lacs in the previous year thereby registering growth of 34.85 %. The profit after tax for the year ended 31st March, 2017 is Rs. 326.80 Lacs as against Rs. 138.76 Lacs in the previous year showing growth of 135.50%. EBIDTA during the year increased from 594.69 Lacs to 876.67 Lacs registering a significant growth of 47.42%.

3. DIVIDEND & RESERVES

Company has not declared any dividend during the year because Board of Directors of the Company has decided to carry all profit after tax to Profit & Loss Account under Reserve & Surplus and to keep it for future growth and development. Your Company has earned adequate profit during the financial year 2016-17 and proposes to transfer balance of profit to the General Reserve.

4. SHARE CAPITAL

The authorized and paid up Equity Share Capital as on March 31, 2017 stood at Rs. 10,00,00,000 and 9,21,50,000 respectively.

As on March 31, 2017, none of the directors of the Company hold instruments 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.

5. 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.

6. 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).

7. BOARD OF DIRECTORS

As per the provisions of the Section 152 of the companies Act, 2013 Whole Time Directors of the Company, Mr. Gaurav Gupta (DIN-07106587) 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.

8. KEY MANAGERIAL PERSONNEL

During the year under review, the Company has following persons as Key Managerial Personnel:

Name of the Person	Designation
Mr. Harish Kumar Gupta	Chairman & Whole- Time Director
Mr. Pawan Kumar Gupta	Managing Director
Mr. Saurav Gupta	Whole- Time Director
Mr. Gaurav Gupta	Whole- Time Director
Mr. Naresh Manwani	Chief Financial Officer
Ms. Sonika Gupta	Company Secretary & Compliance Officer

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

9. NUMBER OF THE MEETING OF THE BOARD

The details of the Number of Meetings of the Board held during the financial year 2016-17 forms part of the Corporate Governance.

10. 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—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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.
- (c) 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.

11. 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

12. 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

13. 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.

14. LISTING FEES

Presently, the Equity Shares of the Company are listed on the BSE Limited (SME Platform). The Company has paid the annual listing fees for the financial year 2017-2018 to BSE.

15. 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.

16. 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.

17. 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 31.03.2017 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.

18. COST AUDIT-

During the year under review, cost audit was not applicable to the Company.

19. 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 M/s AG & Company, Chartered Accountants as Internal Auditor of the Company in the Board Meeting held on 31.03.2017 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.

20. 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 2.30 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.

21. SUBSIDIARY COMPANIES

The Company does not have any subsidiary.

22. 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.

23. 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.

24. 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.

25. 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.

26. 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.

27. 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.

28. 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.

29. 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

Management does not perceive any material changes occurred subsequent to the close of the financial year as on 31.03.2017 before the date of report dated 15.07.2017 affecting financial position of the Company in any subsequent manner.

30. 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.

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply, in respect of the listed entity which has listed its specified securities on the SME Exchange.

31. CORPORATE SOCIAL RESPONSIBILITY-

The Company was not required to constitute Corporate Social Responsibility committee under the section 135 of Companies Act, 2015.

32. GOODS AND SERVICE TAX

Goods and Services Tax (GST) is a landmark reform which will have a lasting impact on the economy and on businesses. Implementation of a well-designed GST model that applies to the widest possible base at a low rate can provide significant growth stimulus to the business and contribute to the Prime Minister's mission of 'Make in India'. Your Company has been preparing for migrating to GST with changes across IT systems, Supply Chain and operations have been made keeping in mind the sweeping changes that GST would bring in. While there are a few areas that need to be addressed, the Government went live on GST on 1st July, 2017 and your Company was ready for this transformative reform.

33. 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.

34. 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
DIN: 01323944
Place: Jaipur
Date: 15.07.2017

Sd/-

Pawan Kumar Gupta
Managing Director
DIN: 01543446

Form No. MR-3

SECRETARIAL AUDIT REPORT*FOR THE FINANCIAL YEAR ENDED 31.03.2017*

[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**(Formerly known as Gupta Fabtex Private 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 01.04.2016 to 31.03.2017 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 31.03.2017, 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.

**For Shailja Sharma & Associates
Company Secretaries**

**Place: Jaipur
Date: 10.07.2017**

**Sd/-
Shailja Sharma
(Proprietor)
FCS 6872
CP No. 7554**

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, 2017 is given below and forms part of the Director's Report.

(A) Conservation of Energy**(i) 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:

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

(ii) The steps taken by the Company for utilizing alternate source of energy

N.A.

(iii) The capital investment on energy conservation equipment's – NIL**(B) Technology Absorption****(i) 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.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution

- a. Development of new products
- b. Reduction of production cost
- c. Product and process improvement

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

N.A.

(iv) The expenditure incurred in Research and Development

Rs. 5, 14,111.00

(C) Foreign exchange earnings and Outgo

Particulars	2016-17	2015-16
Earnings in foreign Exchange	27,475,913	NIL
Outgo in foreign Exchange	NIL	NIL

For and on behalf of Board**Sd/-****Harish Kumar Gupta****Chairman & Whole-Time Director****DIN: 01323944****Date: 15.07.2017****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]

- Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2016-17, the percentage increase in remuneration of Executive Directors, Chief Financial Officer and Company Secretary during the financial year 2016-17.

Sl. N o.	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	7.14	-
2.	Mr. Pawan Kumar Gupta	Managing Director	7.14	-
3.	Mr. Gaurav Gupta	Whole-Time Director	7.14	-
4.	Mr. Saurav Gupta	Whole-Time Director	7.14	-
5.	Mr. Naresh Manwani	Chief Financial Officer	N.A.	27.49%
6.	Ms. Sonika Gupta	Company Secretary	N.A.	40.14

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. 2,10,222
- The percentage increase in the median remuneration of Employees for the financial year was 2.00%
 - The Company has 202 permanent Employees on the rolls of Company as on March 31, 2017.
 - Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year was 9.78%, whereas the increase in the managerial remuneration was 0%. The average increases every year is an outcome of the Company's market competitiveness and business performance

5. 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.

6. 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: 15.07.2017

Place: Jaipur

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2017

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

I	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	
II	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	13999	100%

III	PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES				
S No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	NIL	NIL	NIL	NIL	NIL

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

(i) CATEGORY WISE SHAREHOLDING

Category of Shareholders	No. of Shares held at the beginning of the year (01-04-2016)				No. of Shares held at the end of the year (31-03-2017)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	6765000	-	6765000	73.41	6765000	-	6765000	73.41	0.00
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	6765000	-	6765000	73.41	6765000	-	6765000	73.41	0.00
(2) Foreign									
a) NRI-Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)=	6765000	-	6765000	73.41	6765000	-	6765000	73.41	0.00

(A)(1)+(A)(2)									
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
C) Cenntal govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)									
SUB TOTAL (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non Institutions									
a) Bodies corporates									
i) Indian	50000	0	50000	0.54	204467	0	204467	2.22	1.68
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	480000	0	480000	5.21	1225533	0	1225533	13.30	8.09
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	1590000	0	1590000	17.25	990000	0	990000	10.74	(6.51)

c) Others (specify)									
i) Market Maker	330000	0	330000	3.58	30000	0	30000	0.33	(3.25)
SUB TOTAL (B)(2):	2450000	0	2450000	26.59	2450000	0	2450000	26.59	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	2450000	0	2450000	26.59	2450000	0	2450000	26.59	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	9215000	0	9215000	100	9215000	0	9215000	100	0.00

(ii) 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 compa ny	% of share s pledg ed/ encu mber ed to total share s	NO of shares	% of total shares of the compan y	% of shares pledged encumb ered to total shares	
1	Mr. Harish Kumar Gupta	1011483	10.98	0.00	1011483	10.98	0.00	0.00
2	Mr. Pawan Kumar Gupta	990033	10.74	0.00	990033	10.74	0.00	0.00
3	Mr. Gaurav Gupta	924000	10.03	0.00	924000	10.03	0.00	0.00
4	Mr. Saurav Gupta	876975	9.52	0.00	876975	9.52	0.00	0.00
5	Ms. Anita Gupta	855492	9.28	0.00	855492	9.28	0.00	0.00

6	Ms. Sunita Gupta	789492	8.57	0.00	789492	8.57	0.00	0.00
7	Ms. Neha Gupta	657525	7.14	0.00	657525	7.14	0.00	0.00
8	Ms. Shikha Gupta	577500	6.27	0.00	577500	6.27	0.00	0.00
9	Ms. Richa Agarwal	82500	0.90	0.00	82500	0.90	0.00	0.00
	Total	6765000	73.41	0.00	6765000	73.41	0.00	0.00

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.	Shareholder's 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
	At the end of the year	1011483	10.98	1011483	10.98

Sl. No.	Shareholder's 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
	At the end of the year	990033	10.74	990033	10.74

Sl. No.	Shareholder's 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
	At the end of the year	924000	10.03	924000	10.03

Sl. No.	Shareholder's 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
	At the end of the year	876975	9.52	876975	9.52

Sl. No.	Shareholder's 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	Anita Gupta				
	At the beginning of the year	855492	9.28	855492	9.28
	At the end of the year	855492	9.28	855492	9.28

Sl. No.	Shareholder's 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	Sunita Gupta				
	At the beginning of the year	789492	8.57	789492	8.57
	At the end of the year	789492	8.57	789492	8.57

Sl. No.	Shareholder's 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	Neha Gupta				
	At the beginning of the year	657525	7.14	657525	7.14
	At the end of the year	657525	7.14	657525	7.14

Sl. No.	Shareholder's 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	Shikha Gupta				
	At the beginning of the year	577500	6.27	577500	6.27
	At the end of the year	577500	6.27	577500	6.27

Sl. No.	Shareholder's 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	Richa Agarwal				
	At the beginning of the year	82500	0.90	82500	0.90
	At the end of the year	82500	0.90	82500	0.90

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No.	Shareholder's 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.	Shashi Kiran Janardhan Shetty				
	At the beginning of the year (as on 01.04.2016)	0	0.00	0	0.00
	Buy On 03/03/2017	95000	1.03	95000	1.03
	At the end of the year (as on 31.03.2017)	95000	1.03	95000	1.03
2.	Sudhir Bakliwal				
	At the beginning of the year (as on 01.04.2016)	40000	0.43	40000	0.43

	Buy On 07/10/2016	10000	0.11	50000	0.54
	Buy On 04/11/2016	30000	0.33	80000	0.87
	Buy On 17/03/2017	10000	0.11	100000	0.98
	At the end of the year (as on 31.03.2017)	90000	0.98	100000	0.98
3.	Shreans Daga				
	At the beginning of the year (as on 01.04.2016)	0	0.00	0	0.00
	Buy On 10/03/2017	45000	0.49	45000	0.49
	Buy On 31/03/2017	35000	0.38	80000	0.87
	At the end of the year (as on 31.03.2017)	80000	0.87	80000	0.87
4.	Indu Jain				
	At the beginning of the year (as on 01.04.2016)	100000	1.09	100000	1.09
	Sale on 24/03/2017	(10000)	(0.11)	90000	0.98
	Sale on 31/03/2017	(25000)	(0.27)	65000	0.71
	At the end of the year (as on 31.03.2017)	65000	0.71	65000	0.71
5.	Manish N Shah				
	At the beginning of the year (as on 01.04.2016)	0	0.00	0	0.00
	Buy On 03/03/2017	25000	0.27	25000	0.27
	Buy on 10/03/2017	40000	0.44	65000	0.71
	Sale On 31/03/2017	(5000)	0.06	60000	0.65
	At the end of the year (as on 31.03.2017)	60000	0.65	60000	0.65
6.	Hem Chand Jain				
	At the beginning of the year (as on 01.04.2016)	100000	1.09	100000	1.09
	Buy On 23/09/2016	115000	1.24	215000	2.33
	Sale on 09/12/2016	(45000)	(0.49)	170000	1.84
	Sale on 27/01/2017	(45000)	(0.48)	125000	1.36
	Sale on 03/02/2017	(15000)	(0.17)	110000	1.19

	Sale on 17/02/2017	(45000)	(0.48)	65000	0.71
	Sale on 03/03/2017	(5000)	(0.06)	60000	0.65
	At the end of the year (as on 31.03.2017)	60000	0.65	60000	0.65
7.	Dinero Wealth Private Limited				
	At the beginning of the year (as on 01.04.2016)	0	0.00	0	0.00
	Buy On 03/03/2017	55000	0.60	55000	0.60
	At the end of the year (as on 31.03.2017)	55000	0.60	55000	0.60
8.	Preeti Bhalotia				
	At the beginning of the year (as on 01.04.2016)	20000	0.22	20000	0.22
	Sale on 27.05.2016	(10000)	(0.11)	10000	0.11
	Buy on 05.08.2016	5000	0.05	15000	0.16
	Buy on 19.08.2016	5000	0.06	20000	0.22
	Buy on 16.09.2016	5000	0.05	25000	0.27
	Buy on 18.11.2016	5000	0.14	30000	0.33
	Buy on 20.01.2017	10000	0.10	40000	0.43
	Buy on 27.01.2017	5000	0.06	45000	0.49
	Sale on 03.02.2017	(5000)	(0.06)	40000	0.43
	Buy on 24/02/2017	10000	0.11	50000	0.54
	At the end of the year (as on 31.03.2017)	50000	0.54	50000	0.54
9.	Aparna Daga				
	At the beginning of the year (as on 01.04.2016)	0	0.00	0	0.00
	Buy On 31.03.2017	45000	0.49	45000	0.49
	At the end of the year (as on 31.03.2017)	45000	0.49	45000	0.49
10.	Prateek Jain				
	At the beginning of the year (as on 01.04.2016)	0	0.00	0	0.00
	Buy On 23/09/2016	150000	1.63	150000	1.63

	Sale on 11/11/2016	(25000)	(0.27)	125000	1.36
	Sale on 09/12/2016	(25000)	(0.27)	100000	1.09
	Sale on 27/01/2017	(55000)	(0.60)	45000	0.49
	At the end of the year (as on 31.03.2017)	45000	0.49	45000	0.49

(v) Shareholding of Directors & KMP					
Sl. No.	Shareholder's 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
	At the end of the year	1011483	10.98	1011483	10.98

Sl. No.	Shareholder's 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
	At the end of the year	990033	10.74	990033	10.74

Sl. No.	Shareholder's 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
	At the end of the year	924000	10.03	924000	10.03

Sl. No.	Shareholder's Name	Share holding at the beginning of the Year		Cumulative Share holding during the	
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.				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
	At the end of the year	876975	9.52	876975	9.52

Sl. No.	Shareholder's Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
5	Naresh Manwani	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	10000	0.11	10000	0.11
	Buy on 30/09.2016	5000	0.05	15000	0.16
	At the end of the year	15000	0.16	15000	0.16

vi. 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	21,86,68,898.00	3,08,98,102.00	0.00	24,95,67,000.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	16,77,197.00	1,01,492.00	0.00	17,78,689.00
Total (i+ii+iii)	22,03,46,095.00	3,09,99,594.00	0.00	25,13,45,689.00
Change in Indebtedness during the financial year				
- Addition	7,92,61,636.00	0.00	0.00	7,92,61,636.00
- Reduction	(80,96,378.00)	(2,85,73,184.00)	0.00	(3,66,69,562.00)

Net Change	7,11,65,258.00	(2,85,73,184.00)	0.00	4,25,92,074.00
Indebtedness at the end of the financial year				
i) Principal Amount	289,834,156.00	23,24,918.00	0.00	292,159,074.00
ii) Interest due but not paid	1,881,329.00	23,999.00	0.00	1,905,328.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ ii+ iii)	29,17,15,485.00	23,48,917.00	0.00	29,40,64,402.00

vii. 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/WTD/ 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	15,00,000	15,00,000	15,00,000	15,00,000	60,00,000
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)	15,00,000	15,00,000	15,00,000	15,00,000	60,00,000
	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/WTD/ Manager				Total Amount
		Vikas Mathur	Sharad Mangal	Kalpana Juneja	Gunjan Jain	
1.	Independent Directors ·Fee for attending board committee meetings ·Commission ·Others, please specify	1500	16500	7500	7500	33000
	Total(1)	1500	16500	7500	7500	33000
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)	1500	16500	7500	7500	33000

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
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	NIL	155291	502287	657578

	(c)Profits in lieu of salary under section 17(3)Income-tax Act,1961				
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	155291	502287	657578

viii. 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)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. 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, 2017 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 2016-17, 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 thirty four 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.	01 st April, 2016	8	4	18.	03 rd September, 2016	8	4
2.	04 th April 2016	8	4	19.	5 th September, 2016	8	4
3.	12 th April, 2016	8	4	20.	06 th September, 2016	8	4
4.	13 th April	8	4	21.	10 th	8	4

	2016				September, 2016		
5.	18 th April, 2016	8	4	22.	19 th September, 2016	8	4
6.	21 st April, 2016	8	4	23.	19 th September	8	4
7.	23 rd April, 2016	8	4	24.	20 th September, 2016	8	4
8.	25 th April, 2016	8	4	25.	11 th October, 2016	8	4
9.	04 th May, 2016	8	4	26.	14 th November, 2016	8	4
10.	21 st May, 2016	8	4	27.	15 th November, 2016	8	4
11.	24 th May, 2016	8	4	28.	18 th November, 2016	8	4
12.	25 th May, 2016	8	5	29.	23 rd November, 2016	8	4
13.	17 th June, 2016	8	4	30.	31 st December, 2016	8	4
14.	23 rd June, 2016	8	4	31.	16 th Day Of February, 2017	8	4
15.	16 th July, 2016	8	4	32.	01 st MARCH, 2017	8	5
16.	10 th August, 2016	8	4	33.	03 rd MARCH, 2017	8	4
17.	1 st September, 2016	8	4	34.	31 st March, 2017	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, 2017 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	34	34	Yes
Mr. Pawan Kumar Gupta	34	33	Yes

Mr. Saurav Gupta	34	34	Yes
Mr. Gaurav Gupta	34	34	Yes
Mr. Sharad Mangal	34	2	Yes
Mr. Gunjan Jain	34	NIL	No
Ms. Kalpana Juneja	34	1	No
Mr. Vikas Mathur	34	NIL	No

Extra-Ordinary General Meeting

One Extra Ordinary General Meetings was held during the financial year 2016-17 on 28.03.2017 to seek approval for Increase in Authorized Share Capital of the Company from existing of Rs. 10,00,00,000/- to Rs. 11,75,00,000/- by increase of Rs. 1,75,00,000, Issue of Equity Shares on Preferential Basis to Promoters, Promoter Group and Public Shareholders and Issue of warrants on Preferential Basis to Promoters, Promoter Group and Public Shareholders. As required a Special Resolution was passed with requisite majority.

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 28th day of March 2017 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.

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

All the Independent Directors were present in the meeting except Mr. Gunjan Jain

Shareholding of Non-Executive Directors as on March 31, 2017 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. Listing Agreement

Securities and Exchange Board of India on 2nd September, 2015, issued SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 with an aim of consolidate and streamline the provision of Listing Agreement for different segment of capital market to ensure better enforceability. The said Regulations were effective from 1st December, 2015. Accordingly all listed

entities were required to enter into Listing Agreement within six months from the effective date. The Company entered into Listing Agreement with BSE limited during December.

5. Policies

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has mandated the formulation of certain policies on SME listed Companies. Our all Corporate Governance Policies are available on our Website. All the policies are required to be updated based on new compliance requirement.

6. 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.

7. 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 2016-17, Audit Committee met four times on 25th May, 2016, 1st September, 2016, 24th November, 2016 and 28th March, 2017. 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 2016/17 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 2016-17, Shareholder's / Investors Grievance Committee met four times on 25th May, 2016, 1st September, 2016, 24th November, 2016 and 28th March, 2017. 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 2016/17 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, 2017.

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 2016-17, Nomination and Remuneration Committee met one time on 1st September, 2016. The necessary quorum was present for the Meeting.

The details of attendance of the Shareholder's / Investors Grievance Committee Meeting during the Financial Year 2016/17 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

8. 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.

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	15,00,000	-	-	-	-
Mr. Pawan Kumar Gupta	15,00,000	-	-	-	-
Mr. Saurav Gupta	15,00,000	-	-	-	-
Mr. Gaurav Gupta	15,00,000	-	-	-	-
Mr. Sharad Mangal	-	-	-	-	16,500
Mr. Gunjan Jain	-	-	-	-	7,500
Ms. Kalpana Juneja	-	-	-	-	7500
Mr. Vikas Mathur	-	-	-	-	1,500

9. 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.

10. 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.

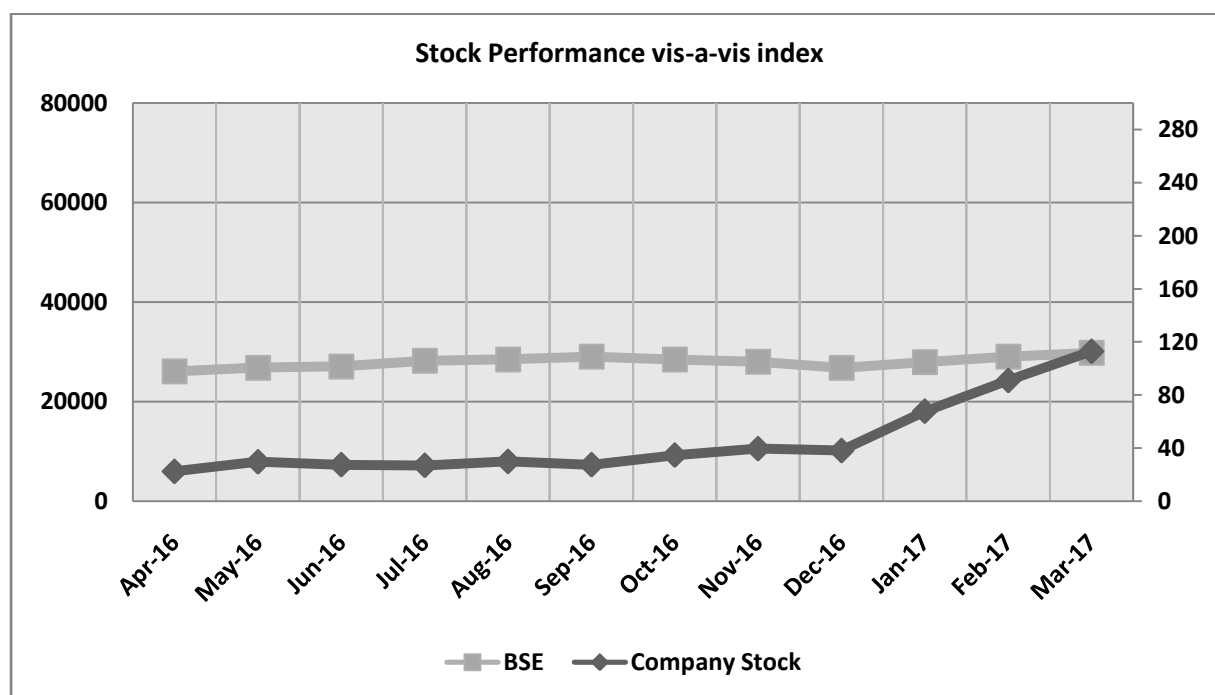
11. Market Price Data:

BSE SME			
Month	High	Low	Volume (Nos.)
April, 2016	22.5	22.5	10000
May, 2016	29.7	21.5	100000
June, 2016	27.5	26	20000
July, 2016	27	27	5000
August, 2016	30	28	45000
September, 2016	27.5	26.75	315000
October, 2016	34.7	28	90000
November, 2016	39.65	32.6	120000
December, 2016	38.25	35	185000
January, 2017	67.8	39.35	520000
February, 2017	91	68	650000
March, 2017	112.95	74.4	2200000

Performance of the company vis-à-vis BSE Sensex during the year 2016-17

Month	Company Stock	BSE SENSEX
April, 2016	22.5	26100.54
May, 2016	29.7	26837.2
June, 2016	27.5	27105.41
July, 2016	27	28240.2
August, 2016	30	28532.25
September, 2016	27.5	29077.28
October, 2016	34.7	28477.65
November, 2016	39.65	28029.8
December, 2016	38.25	26803.76
January, 2017	67.8	27980.39

February, 2017	91	29065.31
March, 2017	112.95	29824.62



12. 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.

13. Name and address of the Compliance Officer

Ms. Sonika Gupta- Company Secretary & Compliance Officer

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

14. Status of complaint received, resolved and pending as on 31st March, 2017

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

15. General Body Meeting**Particulars of last three AGM**

Year	Date	Time	Place of Meeting	No. of Special Resolution Passed
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

2013-14	30-09-2014	11:00 A.M.	Registered Office	No Special Resolution
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Extra Ordinary General Meeting**During the year under review following Extra Ordinary General Meetings held in your Company**

Extra ordinary General Meeting held on 28th March, 2017 to seek approval for:-

1. Increase in Authorized Share Capital of the Company from existing of Rs. 10,00,00,000/- to Rs. 11,75,00,000/- by increase of Rs. 1,75,00,000.
2. Issue of Equity Shares on Preferential Basis to Promoters, Promoter Group and Public Shareholders.
3. Issue of Warrants on Preferential Basis to Promoters, Promoter Group and Public Shareholders.

ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2016-17

Day & Date	12th August, 2017
Time	11:30 A.M.
Venue	AS-1, EPIP, Sitapura Industrial Association Office, Above ICICI Bank, Sitapura Industrial Area, Jaipur, Rajasthan 302022
Book Closure Date	07th August to 12th August (both days inclusive)
Listing on Stock Exchange	BSE Ltd. SME Platform
Stock Code	539399
ISIN Code	INE344T01014
CIN	L17124RJ1996PLC011522

16. 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, 2017 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.

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. 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 2017, 79,20,000 equity shares of the Company forming 85.95% of the share capital of the Company are held in electronic form through CDSL and 12,95,000 equity shares of Company forming 14.05% of the share capital of the Company are held in electronic form through NSDL.

19. Tentative Calendar for Financial year ending, March 31, 2017

Sr. No.	Particulars of the quarter	Tentative Dates
1.	Half Yearly Results	In or before Second week of November, 2017
2.	Annual Results	In or before fourth week of May, 2018

20. Distribution of Shareholding

Distribution range of Shares	No. of Shareholders	Percentage of Total Shareholders	Share Amount	Percentage of total Shareholding
upto 1 - 5000	1	0.49	980.00	0.00
5001 - 10000	1	0.49	6770.00	0.01
30001 - 40000	1	0.49	36920.00	0.04
40001 - 50000	95	46.80	4743230.00	5.15
50001 - 100000	52	25.62	5199020.00	5.64
100001 & ABOVE	53	26.11	82163080.00	89.16
	203	100.00	92150000.00	100.00

21. Shareholding Pattern

Categories	Number of share held	Percentage of shareholding
1. Promoters Holding	6765000	73.41
Institutions	0.00	0.00
2. Public Shareholding:-		
Non Institutions		
a. Bodies Corp.	204467	2.22
b. Individuals -		
i. Individual shareholders holding nominal share	1225533	13.30

capital up to Rs. 2 lakhs.		
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	990000	10.74
Mutual Fund	-	-
Banks	-	-
Foreign Institutional Investors	-	-
Non- resident Indians	-	-
Any other	30000	0.33
i) Market maker		
Sub Total (2)	2450000	26.59
Total	92,15,000	100

22. Correspondence Address-

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

23. 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, 2017.

For Bella Casa Fashion & Retail Limited

Sd/-

Date- May 15, 2017
Place-Jaipur

Harish Kumar Gupta
Chairman & Whole-Time Director

COMPLIANCE CERTIFICATE OF THE PRACTICING COMPANY SECRETARIES

To,

The Members,

Bella Casa Fashion & Retail Limited

(Formerly known as Gupta Fabtex Private 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, 2017, 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, 2017.
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: 10.07.2017

Place: Jaipur

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. Company overview

Your Company is engaged in the business of retailing & manufacturing of Apparels, Bed sheets, Quilts, home furnishing textile items, printed/dyed furnishing fabrics and garments. The production unit of the company is located at E-102, 103 EPIP, Sitapura Industrial Area, Jaipur, Rajasthan.

We are an entrepreneur driven organization set up with the focus of fulfilling the requirements of the customer by offering the finest quality product matching with the latest fashion and lifestyle.. We are exporting our Products to Middle East Countries where the demand for company's products are quite favorable as there are sizeable expatriates living in these countries. We have positioned ourselves as a multi product organization ensuring that our target market is a diverse mix of the fabrics market and garment for both domestic market and international market.

2. Indian Textile Industry

The fundamental strength of the textile industry in India is its strong production base of wide range of fibre / yarns from natural fibres like cotton, jute, silk & wool to synthetic / man-made fibres like polyester, viscose, nylon & acrylic India accounts 63 per cent of the market share of textiles & garments With production of 6,106 million kg, India was the largest producer of cotton in 2016-17. Indian textile industry accounts for about 24 per cent of the world's spindle capacity and 8 per cent of global rotor capacity India has the highest loom capacity (including hand looms) with 63 per cent of the world's market share.

India accounts for about 14 per cent of the world's production of textile fibres & yarns (largest producer of jute, 2nd largest producer of silk & cotton; & 3rd largest in cellulosic fibre)

India is the 2nd largest producer of Manmade Fibre & Filament, globally, with production of around 2,11 million kg in 2016-17.

It contributes 14 per cent to industrial production and 4 per cent to GDP With over 45 million people, the industry is one of the largest source of employment generation in the country.

The industry accounts for nearly 15 per cent of total Exports Exports have been a core feature of India's textile & apparel sector, a fact corroborated by trade figures Exports in textile and apparel sector stood at USD33.84 billion in FY17.

Source: Ministry of Textiles

3. OPPORTUNITY AND THREATS-

OPPORTUNITIES

- ✓ The Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand
- ✓ Urbanization is expected to support higher growth due to change in fashion & trends

THREATS

- ✓ 100 per cent FDI (automatic route) is allowed in the Indian textile sector
- ✓ Increased Competition from Local & Big Players.
- ✓ Our operations are in unorganized sector, is prone to changes in government policies

4. SEGMENT REVIEW

During FY 2016-17, despite challenging business environment your Company's total sales registered a growth of 34.54%, Net Revenue being 11500.2 Lacs in FY 2017 as against 8526.2 Lacs in FY 2016.

5. 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.

6. 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.

7. 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.

8. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company recorded total revenue of Rs. 1,150,286,493 during the year under review as against Rs. 853,017,619 in the previous year thereby registering growth of 34.85%. The profit after tax for the year ended 31st March, 2017 is Rs. 3,26,80,205 as against Rs. 1,38,76,858 in the previous year showing growth of 135.50%.

9. 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

10. 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.

11. CAUTIONARY 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

Sd/-

Harish Kumar Gupta

Chairman & Whole- Time Director

DIN: 01323944

Date: 15.07.2017

Place: Jaipur

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, 2017 and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) 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;
 - i) there have been no significant changes in internal control over financial reporting during the year;
 - ii) there have been no significant changes in accounting policies during the year and;
 - iii) 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: 15th May, 2017

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, 2017, 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 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, 2017;
- (b) In the case of the Statement of 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

1. 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 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 over financial reporting 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:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.28 to the financial statements.
 - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note [2.32].

For **Kalani & Company**
Chartered Accountants
FRN – 000722C
Sd/-
[Bhupender Mantri]
Partner
M. No. 108170

Place: Jaipur
Date: 15th May, 2017

ANNEXURE 2 TO THE INDEPENDENT AUDITORS' REPORT

Referred to in our report of even date to the members of BELLA CASA FASHION & RETAIL LIMITED on the accounts for the year ended 31st March 2017

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 over financial reporting of Bella Casa Fashion & Retail Limited ('the Company') as on 31st March 2017 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 based on the internal control 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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 over financial reporting 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 over financial reporting and their operating effectiveness. Our audit of internal financial control over financial reporting included obtaining an understanding of internal financial control over financial reporting, 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 over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting 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 over financial reporting 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 over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting 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 over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, 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

Sd/-

[Bhupender Mantri]

Partner

M. No. 108170

Place: Jaipur

Date: 15th May, 2017

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, 2017, we report that:

- (i)
 - a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets (property, plant and equipments).
 - b) 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.
 - c) 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.
- (ii) 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.
- (iii) 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.
- (iv) 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.
- (v) The company has not accepted any deposits during the year, hence reporting under this clause is not applicable.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the goods manufactured by the Company, hence reporting under this clause is not applicable.
- (vii)
 - a) 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, 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 2017 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no unpaid dues of Sales tax, Service Tax, duty of Customs, duty of Excise or value added tax under dispute except Income Tax as stated hereunder:-

S. No.	Name of Statute	Nature of dues	Forum where dispute is pending	Demand (in Rs.)	Amount deposited (under Protest) (in Rs.)
1	Income Tax Act, 1961	Income Tax Demand for A.Y. 2012-13	CIT (Appeals) Jaipur	86,450	86,450
2	Income Tax Act, 1961	Income Tax Demand for A.Y. 2013-14	CIT (Appeals) Jaipur	3,27,100	50,000
		TOTAL		4,13,550	1,36,450

- (viii) 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.
- (ix) 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.
- (x) 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.
- (xi) 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.
- (xii) The company is not a Nidhi Company, hence reporting under this clause is not applicable.
- (xiii) All the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit.
- (xv) 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.

- (xvi) 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.

Place: Jaipur

Date: 15th May, 2017

For Kalani & Company

Chartered Accountants

FRN – 000722C

Sd/-

[Bhupender Mantri]

Partner

M. No. 108170

BELLA CASA FASHION & RETAIL LIMITED
JAIPUR
CIN: L17124RJ1996PLC011522

BALANCE SHEET AS AT 31st MARCH 2017**(Amount in Rs.)**

Particulars	Note No.	As at 31st March 2017	As at 31st March 2016
<u>EQUITY AND LIABILITIES</u>			
Shareholders' funds			
(a) Share capital	2.1	92,150,000	92,150,000
(b) Reserves and surplus	2.2	59,807,710	27,203,921
Non-current liabilities			
(a) Long-term borrowings	2.3	1,340,198	27,490,092
(b) Deferred tax liabilities (Net)	2.4	2,989,506	2,905,269
(c) Long-term provisions	2.5	6,467,310	5,760,478
Current liabilities			
(a) Short-term borrowings	2.6	288,484,078	216,627,688
(b) Trade payables	2.7	290,821,350	127,682,963
(c) Other current liabilities	2.8	19,683,055	14,891,234
(d) Short-term provisions	2.9	7,216,766	1,624,151
TOTAL		768,959,974	516,335,796
<u>ASSETS</u>			
Non-current assets			
(a) Property plant & equipment	2.10	59,241,089	55,695,078
(b) Capital work in progress	2.10	1,382,181	-
(c) Intangible assets	2.11	409,577	375,063
(d) Non-current investments	2.12	15,140	15,140
(e) Long-term loans and advances	2.13	2,281,096	2,424,959
Current assets			
(a) Inventories	2.14	451,434,876	309,671,505
(b) Trade receivables	2.15	236,234,018	133,793,013
(c) Cash and bank balances	2.16	8,509,537	5,221,791
(d) Short-term loans and advances	2.17	8,056,091	7,578,025
(e) Other current assets	2.18	1,396,368	1,561,223
TOTAL		768,959,974	516,335,796
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

As per our report of even date attached

For KALANI & COMPANY
Chartered Accountants
FRN-000722C

Harish Kumar Gupta **Pawan Kumar Gupta**
Chairman & Whole Time Director Managing Director
DIN: 01323944 DIN: 01543446

(Bhupender Mantri)
Partner
M. No. 108170

Naresh Manwani **Sonika Gupta**
Chief Financial Officer Company Secretary

PLACE : JAIPUR
DATE : 15-May-2017

BELLA CASA FASHION & RETAIL LIMITED
JAIPUR
CIN: L17124RJ1996PLC011522

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2017**(Amount in Rs.)**

Particulars	Note No.	For the Year ended 31st March 2017	For the Year ended 31st March 2016
Revenue From Operations	2.19		
-From sale of products		1,151,933,160	853,021,472
Less: Excise duty		4,894,961	496,491
Net sale of products		1,147,038,199	852,524,980
-Other operating revenues		2,983,742	100,877
Net Revenue from Operations		1,150,021,941	852,625,857
Other income	2.20	264,552	391,762
Total Revenue		1,150,286,493	853,017,619
Expenses:			
Cost of materials consumed	2.21	623,416,819	479,393,330
Direct manufacturing expenses	2.22	377,924,319	306,903,277
Changes in inventories of finished goods and Work-in-progress	2.23	(116,950,352)	(67,050,687)
Employee benefits expense	2.24	29,052,551	23,642,844
Finance costs	2.25	31,587,824	32,503,245
Depreciation and amortization expense	2.10&2.11	5,789,523	5,256,542
Other expenses (Administrative & Selling Expenses)	2.26	149,175,725	50,661,505
Total Expenses		1,099,996,409	831,310,055
Profit Before Exceptional & Extraordinary items and tax		50,290,083	21,707,564
Exceptional Items			
Withdrawal/ (Transfer) from/to Capital Reserve	2.2	(76,416)	(76,416)
Total Exceptional Item		(76,416)	(76,416)
Profit before Extraordinary items and tax		50,366,499	21,783,981
Extraordinary Item		-	-
Profit before Tax		50,366,499	21,783,981
Tax expense:			
(1) Current Tax		17,000,000	7,000,000
(2) Earlier Year Tax		602,057	393,844
(3) Deferred Tax		84,237	513,279
Total Tax expense		17,686,294	7,907,123
PROFIT FOR THE YEAR		32,680,205	13,876,858
EARNINGS PER EQUITY SHARE	2.27		
Nominal Value per Share Rs. 10/-, P.Y. Rs. 10/-			
(1) Basic		3.55	1.76
(2) Diluted		3.55	1.76
Number of shares used in computing earnings per share			
(1) Basic		9,215,000	7,887,917
(2) Diluted		9,215,000	7,887,917
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

PLACE : JAIPUR
DATE : 15-May-2017

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

(Bhupender Mantri)
Partner
M. No. 108170

BELLA CASA FASHION & RETAIL LIMITED
JAIPUR
CIN: L17124RJ1996PLC011522

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH 2017**(Amount in Rs.)**

PARTICULARS	For the Year ended 31st March 2017		For the Year ended 31st March 2016	
	Details	Amount	Details	Amount
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit after Tax as per Profit & Loss Statement		32,680,205		13,876,858
Adjustment for:				
Provision for Tax	18,290,960		7,907,123	
Depreciation/amortisation expenses	5,789,523		5,256,542	
Share issue expenses	-		4,478,928	
ROC Fee and Stamp Duty for increase in share capital	166,250		755,250	
Withdrawal/ (Transfer) from/to Capital Reserve	(76,416)		(76,416)	
(Profit)/ Loss on Sale of Fixed Assets	-		(67,572)	
Interest Income	(140,935)		(306,051)	
Dividend Income	(1,514)		(1,514)	
Interest expenses	30,073,855	54,101,722	30,478,343	48,424,634
Operating profit before working capital changes		86,781,927		62,301,491
Adjustment for:				
Inventories	(141,763,371)		(54,994,117)	
Trade Receivables	(102,441,005)		22,950,515	
loan & advances and Other Current/ Non current Assets	978,470		3,004,337	
Trade Payables and Other Current/ Non-Current Liabilities	172,507,779		(11,572,216)	
		(70,718,128)		(40,611,481)
Cash Generated from operations		16,063,799		21,690,011
Direct Taxes Paid	(13,604,536)		(7,210,584)	
		(13,604,536)		(7,210,584)
Net Cash From Operating Activities (A)		2,459,263		14,479,427
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of property, plant & equipments	(10,752,229)		(4,200,533)	
Sale of property, plant & equipments	-		215,000	
Dividend Received	1,514		1,514	
Interest Received	140,935		306,051	
Net Cash used Investing Activities (B)		(10,609,780)		(3,677,968)
(C) NET CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from long term borrowings	-		-	
Repayments of long term borrowings	42,826,186		(8,062,438)	
Proceeds from Issue of Shares	-		34,300,000	
Share issue expenses	-		(4,478,928)	
ROC Fee and Stamp Duty for increase in share capital	(166,250)		(755,250)	
Interest Paid	(30,073,855)		(30,478,343)	
Net cash from Financing Activities (C)		12,586,082		(9,474,960)
Net Increase in cash and cash equivalent (A+B+C)		4,435,565		1,326,499
Cash and Cash equivalents at the beginning of the year		4,073,971		2,747,472
Cash and Cash equivalents at the close of the year		8,509,537		4,073,971

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

Cash On Hand
Balance With Banks

As at 31.03.2017

1,171,351
7,338,186
8,509,537

As at 31.03.2016

418,504
3,655,468
4,073,971

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 Limited

As per our report of even date attached

For KALANI & COMPANY
Chartered Accountants
FRN-000722C

Harish Kumar Gupta **Pawan Kumar Gupta**
Chairman & Whole Time Director Managing Director
DIN: 01323944 DIN: 01543446

(Bhupender Mantri)
Partner
M. No. 108170

Naresh Manwani **Sonika Gupta**
Chief Financial Officer Company Secretary

PLACE : JAIPUR
DATE : 15-May-2017

BELLA CASA FASHION & RETAIL LIMITED
JAIPUR
CIN: L17124RJ1996PLC011522

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

1. Significant Accounting Policies

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 and sales 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 recognised 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 amortised 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 & equipments 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 shareholders. 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

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 Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
A) Authorised Share Capital		
1,17,50,000(1,00,00,000) Equity Shares of Rs.10 each	117,500,000	100,000,000
B) Issued, Subscribed & Paid up Share Capital		
92,15,000 Equity Shares of Rs.10 each fully paid up	92,150,000	92,150,000
Total	92,150,000	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 Rs.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) The Company has issued 47,15,000 number of bonus shares of face value Rs. 10/- each during the previous 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.

c) The Company has made an Initial Public Offer (IPO) of 24,50,000 number of Equity Shares of Rs. 10/- each during the previous year (2015-16) at a price of Rs. 14/- each. Funds received from IPO for Rs. 343 Lacs has been utilized for meeting the working capital requirement and share issue expenses as per objects stated in Prospectus.

d) Disclosure of Shares issued other than cash:

Particulars	2016-17	2015-16	2013-14	2013-14	2012-13
Aggregate Number of Equity shares allotted (fully paid-up by way of bonus)	-	4,715,000	-	-	-

e) Reconciliation of the number of shares outstanding as at 31-03-2017:

Particulars	No of Shares	No of Shares
	2016-17	2015-16
Number of Shares outstanding at the beginning of the year	9,215,000	2,050,000
Add: Bonus Shares Issued during the year	-	4,715,000
Add: Equity Shares Issued during the year	-	2,450,000
Number of Shares outstanding at the end of the year	9,215,000	9,215,000

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

Name of Shareholder	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Harish Kumar Gupta	1,011,483	10.98%	1,011,483	10.98%
Pawan Kumar Gupta	990,033	10.74%	990,033	10.74%
Gaurav Gupta	924,000	10.03%	924,000	10.03%
Saurav Gupta	876,975	9.52%	876,975	9.52%
Anita Gupta	855,492	9.28%	855,492	9.28%
Sunita Gupta	789,492	8.57%	789,492	8.57%
Neha Gupta	657,525	7.14%	657,525	7.14%
Shikha Gupta	577,500	6.27%	577,500	6.27%

Note No. 2.2:- Reserves & Surplus

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
A.Capital Reserve (1)		
Opening Balance	784,460	860,877
Less: Withdrawals/transfer to Statement of Profit & Loss (Refer Note No. 2.10)	76,416	76,416
Closing Balance	708,044	784,460
B.Capital Reserve (2)		
Opening Balance	292,207	292,207
Add: Addition during the year	-	-
Closing Balance	292,207	292,207
C.Securities Premium		
Opening balance	9,800,000	-
Add: On issue of Shares by IPO	-	9,800,000
Closing Balance	9,800,000	9,800,000

D.Surplus		
Opening balance	16,327,253	49,600,396
Add: Net Profit after tax transferred from Statement of Profit & Loss	32,680,205	13,876,858
Less: Utilised for Issue of Bonus Shares	-	47,150,000
Closing Balance	49,007,459	16,327,253
Total (A+B+C+D)	59,807,710	27,203,921

1. Capital Reserve(1) represents capital Investment subsidy of Rs. 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 withdraw from Capital Reserve (Capital Investment Subsidy) equal to relative depreciation. During the year Rs.76,416/- and P.Y. Rs. 76,416/- (upto 31.03.2017 Rs. 4,13,956/-) has been withdrawn from Capital Reserve Account.

2. Capital Reserve(2) of Rs. 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.

NON - CURRENT LIABILITIES

Note No. 2.3:- Long-Term Borrowings

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Secured		
(A) Term loans		
From Banks (Net of Current Maturities - Refer Note No 2.3.1)		
~HDFC Bank Ltd. (Secured against Car)	834,336	-
~ICICI Bank Ltd. (Secured against Car)	505,862	2,015,174
Total	1,340,198	2,015,174
Unsecured		
(A) Term loans		
From Financial Institutions (Net of Current Maturities - Refer Note No 2.3.1)		
- Magma Fincorp Ltd.	-	2,324,918
(B) Loans from Directors	-	23,150,000
Total	-	25,474,918
Grand Total	1,340,198	27,490,092

Note No 2.3.1 Details of term loans

Terms of repayment of term loans

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

(*amount disclosed under thye head 'other current liabilities'- Refer Note 2.8)

Note No. 2.4:- Deferred Tax Liabilities (Net)

In compliance of Accounting Standard 22 "Accounting for Taxes on Income" the company has recognized the Deferred Tax Liability at Rs. 29,89,506/-, (Rs. 29,05,269/- in P.Y.) components of which are as follows:

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
I) Deferred Tax Liability		
Difference Between accounting and tax depreciation of Property, Plant and Equipments (cumulative)	5,127,793	4,809,856
II) Deferred Tax Asset		
Expenditure allowable on Payment basis	2,138,287	1,904,587
Closing Deferred Tax Liability (Net)	2,989,506	2,905,269
Less: Opening Deferred Tax Liability (Net)	2,905,269	2,391,990
Net Deferred Tax Expenditure	84,237	513,279

Note No. 2.5:- Long term Provisions

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Provision for employee benefits:		
Gratuity (carried from Note No. 2.9)	6,467,310	5,760,478
Total	6,467,310	5,760,478

CURRENT LIABILITIES

Note No. 2.6:- Short Term Borrowing

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Secured:		
(A) Loans repayable on demand		
From HDFC Bank Ltd.*		
- Fixed Working Capital Drawing Limit (WC DL)	240,000,000	200,000,000
- Cash Credit Limit	38,503,709	10,188,330
- Packing Credit: Foreign Currency Facility	-	6,439,358
- Invoice Discounting	9,980,369	-
Total	288,484,078	216,627,688

*Secured against hypothecation of all Current Assets including Stock, Book Debts and Card Receivable, 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.

Note No. 2.7:- Trade Payables

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
For Goods & Services		
- Due to Micro & Small Enterprises	-	-
- Others	290,821,350	127,682,963
Total	290,821,350	127,682,963

*The Company is in the process of receiving information from various vendors under Micro, Small & Medium Enterprises Development Act, 2006. In the absence of required information, disclosures could not be made.

Note No. 2.8:- Other Current Liabilities

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
(a) Current maturities of long-term debt		
- Secured Loans (Carried from Note No. 2.3.1)	1,874,976	1,657,020
- Unsecured Loans (Carried from Note No. 2.3.1)	2,324,918	5,423,184
(b) Other Payables	583,539	1,103,832
(c) Statutory Liability	2,671,436	3,280,591
(d) Advance from customers	4,941,320	-
(e) Interest accrued but not due on borrowings	40,232	147,705
(f) Outstanding Liability	7,246,634	3,278,901
Total	19,683,055	14,891,234

Note No. 2.9:- Short Term Provisions

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Provision for employee benefits		
- Provision for gratuity		
	1,139,232	148,804
Provision For Taxation*		
	17,604,666	7,000,000
Less: Advance Tax and Tax deducted at Source (as per contra)	11,500,000	5,500,000
Less: Tax Deducted as Source/Tax Collected at Source (as per contra)	27,132	24,653
Total	7,216,766	1,624,151

*Movement of Provision in Compliance of AS-29- Income Tax and Gratuity

(Amount in Rs.)

Particulars	2016-17		2015-16	
	Income Tax	Gratuity**	Income Tax	Gratuity**
Opening Balance	7,000,000	5,909,282	4,350,000	7,100,794
Add: Provision made during the year	17,604,666	1,697,260	7,000,000	386,299
Total	24,604,666	7,606,542	11,350,000	7,487,093
Less: Utilised/paid during the year	7,000,000	-	4,350,000	1,577,811
Closing Balance	17,604,666	7,606,542	7,000,000	5,909,282

(Amount in Rs.)

** Current and Non-current Maturity of Gratuity	As at 31st March, 2017	As at 31st March, 2016
Current Maturity	1,139,232	148,804
Non- Current Maturity (Carried to Note No. 2.5)	6,467,310	5,760,478
Total	7,606,542	5,909,282

NON CURRENT ASSETS

Note No. 2.10 Property, Plant and Equipment

(Amount in Rs.)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance As At 1st April 2016	Additions During the Year	Deductions for the year	Balance as at 31st March 2017	Balance as at 1st April 2016	Depreciation/Amortisation charged for the year	Deductions for the year	Balance as at 31st March 2017	Balance as at 31st March 2017	Balance as at 31st March 2016
i) Property Plant and										
A) Leasehold Land At Sitapura E-102	1,176,000	-	-	1,176,000	-	-	-	-	1,176,000	1,176,000
B) Building	32,723,154	-	-	32,723,154	5,841,018	1,028,838	-	6,869,855	25,853,298	26,882,136
C) Plant & Machinery	19,488,439	5,190,118	-	24,678,557	4,339,560	1,885,833	-	6,225,394	18,453,163	15,148,879
D) Furniture and Fittings	2,785,890	1,213,231	-	3,999,121	1,247,488	347,702	-	1,595,189	2,403,931	1,538,402
E) Vehicles	15,104,597	1,534,099	-	16,638,696	5,872,939	1,719,119	-	7,592,058	9,046,638	9,231,658
F) Office Equipment	1,944,409	1,014,860	-	2,959,269	1,081,322	292,397	-	1,373,719	1,585,550	863,087
G) Computer	2,386,009	254,390	-	2,640,399	1,531,093	386,798	-	1,917,891	722,508	854,916
H) Others	1,253	-	-	1,253	1,253	-	-	1,253	-	-
Total Property Plant and Equipment (i)	75,609,751	9,206,698	-	84,816,449	19,914,673	5,660,687	-	25,575,360	59,241,089	55,695,078
ii) Capital Work In Progress										
A) Building Under Construction	-	1,382,181	-	1,382,181	-	-	-	-	1,382,181	-
Total Capital Work In Progress (ii)	-	1,382,181	-	1,382,181	-	-	-	-	1,382,181	-
GRAND TOTAL (i+ii)	75,609,751	10,588,879	-	86,198,630	19,914,673	5,660,687	-	25,575,360	60,623,270	55,695,078
Previous Year	74,790,585	3,767,704	2,948,538	75,609,751	17,555,407	5,160,376	2,801,111	19,914,673	55,695,078	57,235,178

Depreciation Attributable to Capital Subsidy on Plant & Machinery

Unamortised portion of Capital reserve

784,460

Depreciation for the year (Charged to Capital Reserve)

76,416 (Refer Note No. 2.2)

Closing unamortised portion of Capital reserve

708,044

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.

Note No. 2.11 Intangible Assets

i) Intangible assets - Software	480,829	163,350	-	644,179	105,766	128,836	-	234,602	409,577	375,063
Total Intangible assets	480,829	163,350	-	644,179	105,766	128,836	-	234,602	409,577	375,063
Previous Year	48,000	432,829	-	480,829	9,600	96,166	-	105,766	375,063	38,400

Note No. 2.12 Non Current Investments

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Non Traded (Un-quoted) - At cost		
India Exposition Mart Ltd.	15,140	15,140
1514 (1514) Common Stock at Rs.10 each fully paid up, par value Rs.10 each		
Total	15,140	15,140

Note No. 2.13:- Long term Loans & Advances

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Unsecured, Considered Good		
Security Deposits	2,281,096	2,424,959
Total	2,281,096	2,424,959

Note No. 2.14:- Inventories**(Amount in Rs.)**

Particulars	As at 31st March, 2017	As at 31st March, 2016
Valued at lower of cost or Net Realisable Value		
a) Raw materials	36,451,489	13,156,288
b) Work in Progress- Material under Fabrication	387,259,212	274,043,229
c) Finished Goods	18,079,354	14,344,985
d) Accessory & Packing Material	9,644,821	8,127,003
Total	451,434,876	309,671,505

Note No. 2.15:- Trade Receivables**(Amount in Rs.)**

Particulars	As at 31st March, 2017	As at 31st March, 2016
Unsecured, Considered Good		
Debt outstanding for a period exceeding six months from the due date of payment	30,722,628	5,858,697
Other Debts	205,511,390	127,934,316
Total	236,234,018	133,793,013

Trade Receivables are net of Rs 2,50,54,649/- (Previous Year 1,08,66,035/-) 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, 2016
Aditya Birla Finance Retail Ltd	Pantaloon Retail Limited	9,103,023	-
Pinnacle Capital Solutions Pvt. Ltd	Home Shop-18	15,951,626	-
Tata Capital Bill Discounting Pvt. Ltd.	Bombay dyeing & Mfg Company Ltd.	-	10,866,035
Total		25,054,649	10,866,035

Note No. 2.16:- Cash & Bank Balances**(Amount in Rs.)**

Particulars	As at 31st March, 2017	As at 31st March, 2016
A) Cash and Cash Equivalents		
-Cash on hand	1,171,351	418,504
-Balance with Banks		
In current Accounts	7,338,186	3,655,468
B) Other Bank Balances		
In Deposit Accounts (including fixed deposit, Rs.Nil having maturity more than 12 months) (Pledged against LC facility from HDFC Bank)	-	1,147,820
Total	8,509,537	5,221,791

Note No. 2.17:- Short Term Loans & Advances**(Amount in Rs.)**

Particulars	CY	PY	As at 31st March, 2017	As at 31st March, 2016
Unsecured, Considered Good				
a) Advance Tax	11,500,000	5,500,000		
TCS/TDS Receivable	27,132	24,653		
	11,527,132	5,524,653		
Less: Provision as Per Contra	11,527,132	5,524,653	-	-
b) Advances Recoverable in value or kind			5,681,386	5,187,054
c) Prepaid Expenses			1,078,037	1,144,302
d) Personal Ledger Account (PLA)			943	943
e) Income Tax Refundable			1,159,275	1,159,275
f) Demand Paid Under Protest			136,450	86,450
Total			8,056,091	7,578,025

Note No. 2.18:- Other Current Assets**(Amount in Rs.)**

Particulars	As at 31st March, 2017	As at 31st March, 2016
a) Accrued Interest	119,671	134,887
b) Other Receivable	1,276,697	1,426,336
Total	1,396,368	1,561,223

Note No. 2.19:- Revenue from Operation (Amount in Rs.)

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
A) Sale of Products		
Fabric/Home Furnishing/Garments- Finished Goods	1,124,457,247	853,021,472
Export Sales (FOB)	27,475,913	-
Revenue From Sale of Products	1,151,933,160	853,021,472
Less: Excise duty	4,894,961	496,491
Net Revenue From sale of Products (A)	1,147,038,199	852,524,980
B) Other Operating Revenues		
- Duty Drawback	2,423,180	-
- Gain on Exchange Rate Variation	560,562	-
- Incentives	-	100,877
Total (B)	2,983,742	100,877
Total (A + B)	1,150,021,941	852,625,857

Note No. 2.20:- Other Income (Amount in Rs.)

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Interest Income	140,935	306,051
Dividend Income	1,514	1,514
Sampling Income	47,049	16,625
Gain on sale of Car	-	67,572
Service Tax Refund Agt Export	75,053	-
Total	264,552	391,762

Note No. 2.21:- Cost of Material Consumed (Amount in Rs.)

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Opening stock	13,156,288	27,681,623
Add: Purchases	646,712,020	464,867,995
	659,868,308	492,549,618
Less: Closing stock	36,451,489	13,156,288
Total	623,416,819	479,393,330

Note No. 2.22:- Direct Manufacturing Expenses (Amount in Rs.)

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Accessory and Packing Material	37,000,789	25,336,689
Job Charges	104,997,538	95,158,090
Production Wages (Carried from Note No. 2.24)	28,963,164	28,622,215
Power & Fuel	5,722,175	5,301,595
Repairs and Maintenance - Machinery	964,401	733,297
Sampling, Designing and Testing Charges	1,015,886	2,215,892
Printing & Dyeing Charges	199,260,366	149,535,499
Total	377,924,319	306,903,277

Note No. 2.23:- Change In Inventory of Finished Goods and Work In Progress (Amount in Rs.)

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Finished Goods		
Opening Stock	14,344,985	13,769,355
Less: Closing Stock	18,079,354	14,344,985
Decrease / (Increase) in Finished Goods	(3,734,369)	(575,630)
Work in Progress		
Opening Stock	274,043,229	207,568,172
Less: Closing Stock	387,259,212	274,043,229
Decrease / (Increase) in Work In Progress	(113,215,983)	(66,475,057)
Total	(116,950,352)	(67,050,687)

Note No. 2.24:- Employee Benefits Expense**(Amount in Rs.)**

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
(a) Salaries and Wages	53,527,888	48,679,065
(b) Contributions to -		
(i) Provident fund	332,301	376,176
(ii) ESI	32,719	38,986
(c) Gratuity	1,697,260	386,299
(d) Staff welfare expenses	2,425,547	2,784,533
Total Employee Benefit Expenses	58,015,715	52,265,059
Less: Wages Attributable to Manufacturing Activity (Transferred to Note No. 2.21)	(28,963,164)	(28,622,215)
Net Employee Benefit Expenses	29,052,551	23,642,844

Note No. 2.24.1 EMPLOYEES BENEFIT: AS-15**Defined Contribution Plans**

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

(Amount in Rs.)

Particulars	Current Year (2016-17)	Previous Year (2015-16)
Provident fund	332,301	376,176
Employee state insurance	32,719	38,986

Defined Benefit Plans:**Changes in present value of obligations:****(Amount in Rs.)**

Particulars	Gratuity as at	
	31.03.2017	31.03.2016
I. Assumptions		
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Discount Rate	7.50 % per annum	8.00 % per annum
Rate of increase in compensation	6.00 % per annum	6.00 % per annum
Rate of Return (expected) on plan assets withdrawal rates	-	-
Expected average remaining service (years)	28.2	30.2

II. Changes in Present Value of Obligations (PVO)

PVO at beginning of period	5,909,282	7,100,794
Interest Cost	443,196	568,064
Current Service Cost	1,839,515	1,164,452
Benefits paid	-	(1,577,811)
Actuarial(gain)/loss on obligation	(585,451)	(1,346,217)
PVO at end of period	7,606,542	5,909,282

III. Amounts to be recognized in the Balance Sheet and Profit & Loss Statement

PVO at end of Period	7,606,542	5,909,282
Fair Value of Plan Assets at end of period	-	-
Funded Status	(7,606,542)	(5,909,282)
Unrecognized Actuarial Gain/(Loss)	-	-
Net Liability/ (Asset) recognized in the balance sheet	7,606,542	5,909,282

IV. Expense recognized in the Profit & Loss Statement

Current Service Cost	1,839,515	1,164,452
Interest Cost	443,196	568,064
Expected Return on Plan Assets	-	-
Net Actuarial (Gain)/Loss recognized for the period	(585,451)	(1,346,217)
Expenses recognized in the Profit & Loss statement	1,697,260	386,299

V. Movements in the liability recognized in Balance Sheet

Opening Net Liability	5,909,282	7,100,794
Expenses as Above	1,697,260	386,299
Benefits Paid	-	1,577,811
Closing Net Liability	7,606,542	5,909,282

Note No. 2.24.2 Remuneration to Directors**(Amount in Rs.)**

Name of Director	Current Year (2016-17)	Previous Year (2015-16)
Harish Gupta (Whole Time Director)		
Salary	1,500,000	1,500,000
TOTAL	1,500,000	1,500,000
Pawan Gupta (Managing Director)		
Salary	1,500,000	1,500,000
TOTAL	1,500,000	1,500,000
Gaurav Gupta (Director)		
Salary	1,500,000	1,500,000
TOTAL	1,500,000	1,500,000
Saurav Gupta (Director)		
Salary	1,500,000	1,500,000
TOTAL	1,500,000	1,500,000

Note No. 2.25:- Finance Cost**(Amount in Rs.)**

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Interest Expense	30,073,855	30,478,343
Bank Charges and Other Financial Charges	1,513,970	2,024,901
Total	31,587,824	32,503,245

Note No. 2.26:-Other Expenses (Administrative & Selling Expenses)**(Amount in Rs.)**

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Rent	600,000	731,000
Insurance	2,318,775	2,123,345
Sales Promotion	879,664	594,292
Remuneration to Auditors:		
: As Statutory Auditor	402,500	529,000
: Tax Audit Fees	57,500	46,000
: Certification Matters	18,928	171,000
: Taxation Matters	120,059	169,857
Miscellaneous Expenses		
-Administrative Expenses [See Description Note. 2.26 (i)]	26,251,409	22,443,336
-Selling Expenses [See Description Note. 2.26 (ii)]	118,526,890	23,853,675
Total	149,175,725	50,661,505

Note No. 2.26 (i) :-Administrative Expenses**(Amount in Rs.)**

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Travelling Expenses	6,716,370	4,795,117
Petrol and Conveyance Expenses	1,283,013	1,391,228
Electricity Expenses	943,834	814,376
Repairs to Building & Others	3,374,971	1,725,110
Security Charges	34,452	34,183
Refreshment Expenses	679,212	744,635
Professional and Consultancy Expenses		
- Initial Public Offer	-	4,478,928
- Others	2,163,317	374,595
Printing & Stationery	378,594	582,104
Postage & Courier	7,613,634	4,521,894
Telephone & Internet Expenses	957,860	665,644
Water Exp	726,994	300,711
Membership & Registration Fees	144,488	88,900
ROC Fees:		
-Increase of Share Capital	166,250	755,250
-Others	8,400	115,274
Sales Tax Demand (CST)	359,770	17,754
Sales Tax Penalty	-	4,040
Sales Tax Late Fees	21,771	7,496
PF Demand	-	26,330
ESI Demand	2,791	-
Donation	33,000	47,100
Other Expenses	642,688	952,668
Total	26,251,409	22,443,336

Note No. 2.26 (ii) :-Selling Expenses**(Amount in Rs.)**

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Rebates and Discounts	17,480,354	11,509,874
Commission	98,115,766	12,069,690
Advertisement and Publicity	2,930,770	274,111
Total	118,526,890	23,853,675

Note No. 2.27:- Earning Per Share**(Amount in Rs.)**

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Net Profit after tax available for equity shareholders (a)	32,680,205	13,876,858
Weighted Average number of equity shares (b)	9,215,000	7,887,917
Basic Earning per share (Rs.) [(a)/(b)]	3.55	1.76
Nominal Value per Share (Rs.)	10	10

2.28 Contingent Liabilities

(to the extent not provided for)

(Amount in Rs.)

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Guarantees given by the Bank on behalf of Company	-	4,591,280
(b) Disputed demands in respect of Income Tax Pending with CIT(A)	413,550	413,550

2.29 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.

2.30 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
Relatives of Key Managerial Personnel	5. Anita Gupta 6. Sunita Gupta 7. Shikha Gupta 8. Neha Gupta
Associates	9. Gupta Exports

B. (i) Transactions With Related Parties:

(Amount in Rs.)

Nature of transactions	Associates		Key managerial personnel		Relatives of key Managerial personnel	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Allotment of Bonus Shares	-	-	-	26,502,210	-	20,072,790
Remuneration/ Salary	-	-	6,000,000	6,000,000	3,000,000	3,000,000
Perquisites	-	-	-	1,189,045	-	-
Sales	-	22,900,001	-	-	-	-
Rent	600,000	600,000	-	-	-	-
Payable For Expenses	-	-	527,572	207,798	460,000	59,798
Purchase	18,800,000	-	-	-	-	-
Job Work	-	-	-	-	1,142,064	-
Loan Accepted:						
Opening Balance	-	-	23,150,000	7,150,000	-	-
Add: Accepted	-	-	8,400,000	23,170,000	-	-
Less: Repaid	-	-	31,550,000	7,170,000	-	-
Closing Balance	-	-	-	23,150,000	-	-

2.31 Income and Expenditure in Foreign Currency

Particulars	Current Year (2016-17)		Previous Year (2015-16)	
	In \$	in Rs.	In \$	in Rs.
FOB Value of Export	414,274	27,475,913	-	-
TOTAL	414,274	27,475,913	-	-

2.32 Disclosure in respect of notification by Ministry of Corporate Affairs vide notification F. No. 17/62/2015-CL-V (Vol.I) dated 30th March 2017. Details of Specified Bank Notes (SBN) held and transacted during the period 8th November 2016 to 30th December 2016 are as under:-

Particulars	SBN	Other	Total
Closing Cash In Hand as on 8th November, 2016	93,500	20,506	114,006
Add:- Permitted Receipts	-	427	427
Add:- Amount Withdrawal from Banks	-	1,495,000	1,495,000
Less:- Permitted Payments	-	1,232,564	1,232,564
Less:- Amount deposited in Banks	93,500	-	93,500
Closing Cash-in-hand as on 30th December, 2016	-	283,369	283,369

2.33 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.

2.34. 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**

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

Harish Kumar Gupta
Chairman & Whole Time Director
DIN: 01323944

Pawan Kumar Gupta
Managing Director
DIN: 01543446

(Bhupender Mantri)
Partner
M. No. 108170

Naresh Manwani
Chief Financial Officer

Sonika Gupta
Company Secretary

PLACE : JAIPUR
DATE : 15-May-2017

Form No. MGT-11**PROXY FORM**

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

CIN : L17124RJ1996PLC011522

Name of the Company : Bella Casa Fashion & Retail Limited

Registered Office- : 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 21st Annual General Meeting of the company, to be held on Saturday, 12th day of August, 2017 at 11:30 A.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 31 st March, 2017 including Audited Balance Sheet as at 31 st March, 2017 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 appoint a Director in place of Mr. Gaurav Gupta (DIN: 07106587) liable to retire by Rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for Re-appointment.		
3.	To ratify the appointment Auditors and fix their remuneration in this regard.		
	Special Business		
4.	To Revise terms of Remuneration of Mr. Harish Kumar Gupta, Chairman & Whole-Time Director of the Company		
5.	To Revise terms of Remuneration of Mr. Pawan Kumar Gupta, Managing Director of the Company		
6.	To Revise terms of Remuneration of Mr. Saurav Gupta, Whole-Time Director of the Company		
7.	To Revise terms of Remuneration of Mr. Gaurav Gupta, Whole-Time Director of the Company		

Signed this _____ day of _____ 2017

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder

Notes:

1. A Proxy need not be a member of the Company.
2. 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.
3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Bella Casa Fashion & Retail Limited
(Formerly known as Gupta Fabtex Private 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

ATTENDANCE SLIP

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

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

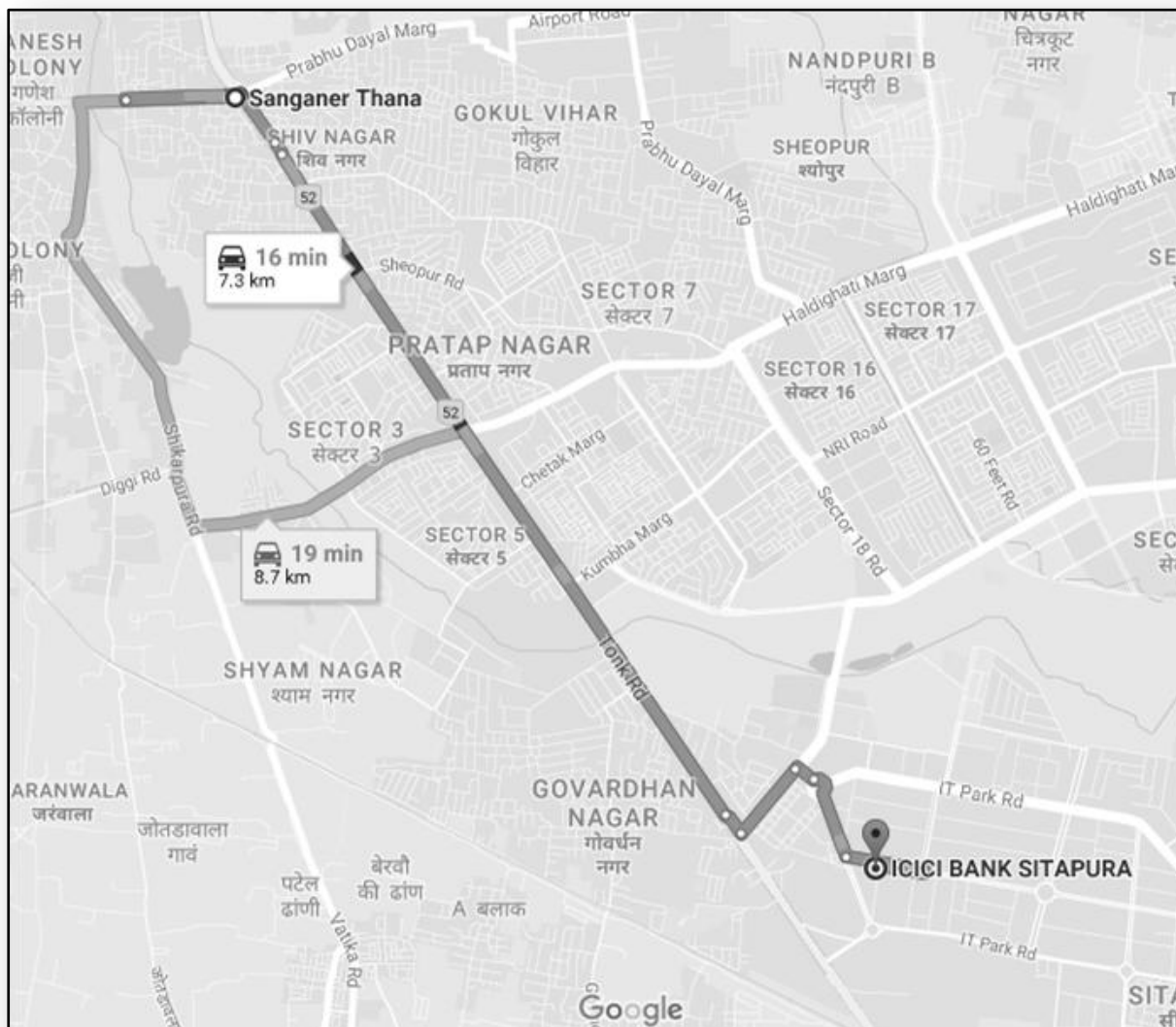
I hereby record my presence at the 21st Annual General Meeting of the Company held on Saturday, 12th day of August, 2017 at 11:30 A.M. at AS-1, EPIP, Sitapura Industrial Association Office, Above ICICI Bank, Sitapura Industrial Area, Jaipur, Rajasthan 302022.

(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.

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 302022**

Memorable Events



Mr. Gaurav Gupta (Whole-Time Director) Receiving
"Small Enterprise Business Award 2016"



Mr. Saurav Gupta (Whole-Time Director) Receiving
"SKOCH Order of Merit Award"



Bella Casa Fashion & Retail Ltd.

(Formerly known as Gupta Fabtex Pvt. Ltd.)

E - 102-103, E.P.I.P, Sitapura Industrial Area,
Tonk Road, Jaipur - 302022 , Rajasthan (India)

Website - www.bellacasa.in