

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 came 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.		
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
(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	<p>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</p> <p>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.</p>
(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
<p>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.</p> <p>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.</p>

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

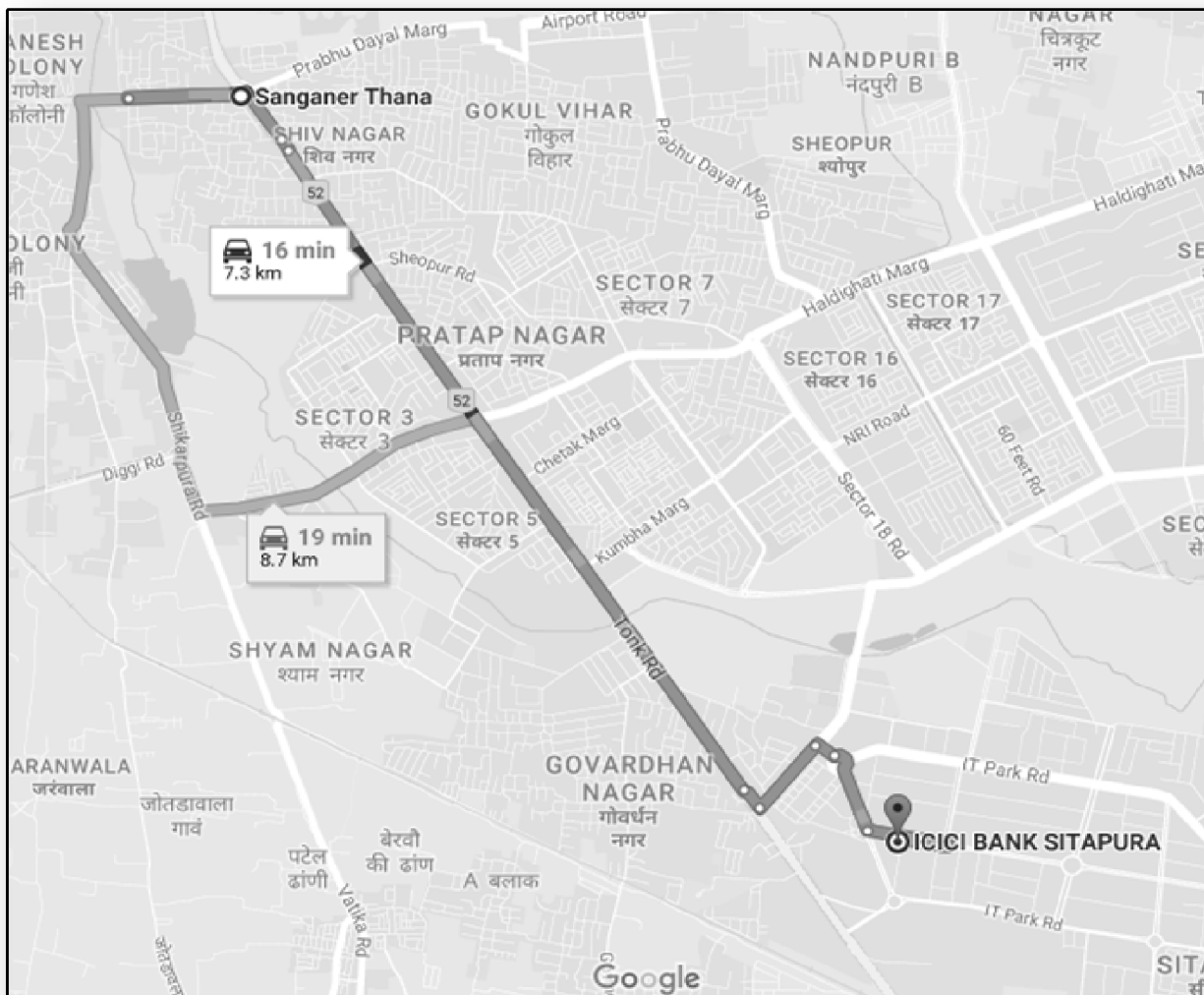
I hereby record my presence at the 21st Annual General Meeting of the Company held on Saturday, 12th day of August, 2017 at 11:30 A.M. at AS-1, EPIP, Sitapura Industrial Association Office, Above ICICI Bank, Sitapura Industrial Area, Jaipur, Rajasthan 302022.

(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**