

| General information about company | |
|--|-------------------------------------|
| Scrip code | 539399 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE344T01014 |
| Name of the entity | Bella Casa Fashion & Retail Limited |
| Date of start of financial year | 01-04-2022 |
| Date of end of financial year | 31-03-2023 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2022 |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 2000 listed entities |

| Annexure I | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|--------------------|----------------------|------------|----------|-------------------------|-------------------------|-------------------------|---------------|--|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|--|--|--|
| Annexure I to be submitted by listed entity on quarterly basis | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| I. Composition of Board of Directors | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Whether the listed entity has a Regular Chairperson | | | | | | | | Yes | | | | | | | | | | | | | | | | | | | | |
| Whether Chairperson related to Promoter | | | | | | | | Yes | Disqualification of Directors under section 164 of the Companies Act, 2013 | | | | | | | | | | | | | | | | | | | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN | | | |
| 1 | Mr | Harish Kumar Gupta | AACPH3652B | 01323944 | Executive Director | Chairperson | | 27-07-1957 | No | | | | Active | NA | | 05-02-1996 | 25-06-2020 | | | 1 | 0 | 1 | 0 | | | | | |
| 2 | Mr | Pawan Kumar Gupta | AASPG4855F | 01543446 | Executive Director | Not Applicable | MD | 01-01-1961 | No | | | | Active | NA | | 05-02-1996 | 25-06-2020 | | | 1 | 0 | 1 | 0 | | | | | |
| 3 | Mr | Saurav Gupta | AEOPG4001R | 07106619 | Executive Director | Not Applicable | | 02-07-1981 | No | | | | Active | NA | | 20-03-2015 | 25-06-2020 | | | 2 | 1 | 2 | 0 | | | | | |
| 4 | Mr | Gaurav Gupta | AESPG0416J | 07106587 | Executive Director | Not Applicable | | 20-07-1981 | No | | | | Active | NA | | 20-03-2015 | 25-06-2015 | | | 1 | 0 | 0 | 0 | | | | | |

| I. Composition of Board of Directors | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|--------------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | | | | | | | | | | | | | |
| Whether the listed entity has a Regular Chairperson | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 5 | Mr | Sharad Mangal | ADEPM6862D | 01127317 | Non-Executive - Independent Director | Not Applicable | | 10-12-1980 | No | | | | Active | NA | | 15-07-2015 | 25-06-2020 | | 60 | 1 | 1 | 2 | 1 | | |
| 6 | Mr | Gunjan Jain | ADQPJ4380H | 07223400 | Non-Executive - Independent Director | Not Applicable | | 08-02-1982 | No | | | | Active | NA | | 15-07-2015 | 25-06-2020 | | 60 | 1 | 1 | 1 | 0 | | |
| 7 | Ms | Kalpana Juneja | AFUPJ7020G | 07226135 | Non-Executive - Independent Director | Not Applicable | | 14-06-1981 | No | | | | Active | NA | | 15-07-2015 | 25-06-2020 | | 60 | 1 | 1 | 1 | 1 | | |
| 8 | Mr | Vikas Mathur | AMPPM6488F | 07252879 | Non-Executive - Independent Director | Not Applicable | | 08-07-1981 | No | | | | Active | NA | | 31-07-2015 | 25-06-2020 | | 60 | 1 | 1 | 0 | 0 | | |

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 01127317 | Sharad Mangal | Non-Executive - Independent Director | Chairperson | 01-08-2015 | | |
| 2 | 07223400 | Gunjan Jain | Non-Executive - Independent Director | Member | 01-08-2015 | | |
| 3 | 01323944 | Harish Kumar Gupta | Executive Director | Member | 01-08-2015 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 07226135 | Kalpana Juneja | Non-Executive - Independent Director | Chairperson | 16-07-2015 | | |
| 2 | 01127317 | Sharad Mangal | Non-Executive - Independent Director | Member | 16-07-2015 | | |
| 3 | 07223400 | Gunjan Jain | Non-Executive - Independent Director | Member | 16-07-2015 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 07226135 | Kalpana Juneja | Non-Executive - Independent Director | Chairperson | 01-08-2015 | | |
| 2 | 01127317 | Sharad Mangal | Non-Executive - Independent Director | Member | 01-08-2015 | | |
| 3 | 01543446 | Pawan Kumar Gupta | Executive Director | Member | 01-08-2015 | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 07223400 | Gunjan Jain | Non-Executive - Independent Director | Chairperson | 14-08-2018 | | |
| 2 | 01323944 | Harish Kumar Gupta | Executive Director | Member | 14-08-2018 | | |
| 3 | 01543446 | Pawan Kumar Gupta | Executive Director | Member | 14-08-2018 | | |

| Other Committee | | | | | | |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

| Annexure 1 | | | | | | | | |
|--|---|--|---|------------------------------|--|---|---|---|
| Annexure 1 | | | | | | | | |
| III. Meeting of Board of Directors | | | | | | | | |
| Disclosure of notes on meeting of board of directors explanatory | | | | | | | | |
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 25-04-2022 | | | | Yes | 8 | 4 | 2 |
| 2 | 23-05-2022 | | 27 | | Yes | 8 | 5 | 1 |
| 3 | 11-06-2022 | | 18 | | Yes | 8 | 5 | 1 |
| 4 | 23-06-2022 | | 11 | | Yes | 8 | 4 | 1 |
| 5 | | 12-08-2022 | 49 | | Yes | 8 | 8 | 4 |

| Annexure 1 | | | | | | | | | | |
|--|---|--|---|-------------------------|------------------------------|--|---|--|---|--|
| IV. Meeting of Committees | | | | | | | | | | |
| Disclosure of notes on meeting of committees explanatory | | | | | | | | | | |
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reson for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors (All directors including Independent director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Audit Committee | 23-05-2022 | | | | Yes | 3 | 2 | 1 | 0 |
| 2 | Audit Committee | 20-06-2022 | 27 | | | Yes | 3 | 3 | 2 | 0 |
| 3 | Audit Committee | 12-08-2022 | 52 | | | Yes | 3 | 3 | 2 | 0 |
| 4 | Corporate Social Responsibility Committee | 23-05-2022 | | | | Yes | 3 | 3 | 1 | 0 |
| 5 | Corporate Social Responsibility Committee | 12-08-2022 | 80 | | | Yes | 3 | 3 | 1 | 0 |

| Annexure 1 | | | |
|-------------------------------|--|----------------------------------|--|
| V. Related Party Transactions | | | |
| Sr | Subject | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

| Annexure 1 | | |
|------------------|---|----------------------------|
| VI. Affirmations | | |
| Sr | Subject | Compliance status (Yes/No) |
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

| Annexure 1 | | |
|------------|-------------------|--|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | Sonika Gupta |
| 2 | Designation | Company Secretary and Compliance Officer |

| Annexure III | | | | |
|--------------------------------------|--|--------------------------------------|-------------------------------|--|
| III. Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| 5 | Whether “Corporate Governance Report” disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| Any other information to be provided | | | | |

| Annexure III | | |
|--------------|-------------------|--|
| 1 | Name of signatory | Sonika Gupta |
| 2 | Designation | Company Secretary and Compliance Officer |

| Additional Half yearly Disclosure | | |
|-----------------------------------|------------------------|--|
| Applicability of disclosure | Not Applicable | |
| Reason for Non Applicability | Textual Information(1) | |

| Signatory Details | |
|-----------------------|--|
| Name of signatory | Sonika Gupta |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Jaipur |
| Date | 05-11-2022 |

