

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of Members of Bella Casa Fashion & Retail Limited (Formerly known as Gupta Fabtex Private Limited) will be held on Wednesday, 28<sup>th</sup> September, 2016 at 11:00 A.M. at the Registered office of the Company at E-102, 103, EPIP, Sitapura Industrial Area, Jaipur- 302 022 (Rajasthan) 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 31<sup>st</sup> March, 2016 including Audited Balance Sheet as at 31<sup>st</sup> March, 2016 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. Harish Kumar Gupta (DIN:-1323944) 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 2016-17 at such remuneration as may be determined by the Board of Directors of the Company.”

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: 03.09.2016  
Place: Jaipur

## Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL 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 (Sunday is included in computation of 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 22<sup>nd</sup> September to 28<sup>th</sup> September, 2016 (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 who have received Notice of AGM, Annual Report and Attendance Slip and 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 holder, who is higher in the names, will be entitled to attend 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](mailto: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 who hold shares in dematerialized form 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. Harish Kumar Gupta (DIN), 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	Mr. Harish Kumar Gupta
DIN	01323944
Date of Birth	27/07/1957
Appointed on	31/07/2015*
Qualification	He holds a Bachelor Degree in Commerce
Brief profile	He is a Chairman & Whole Time Director of your Company. He has acquired expertise in various areas of 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. Presently, his vast experience of more than 43 years in textile industry is enshrined on the company for formation of policies and developmental activities of the company. He is responsible for the Companies health and legislative adherence and maintains links with other trade and professionals associations.
Directorship held in other Company	NIL
Committee position held in other Companies	NIL
Number of shares held in company as on 31.03.2016	10,11,483
Relationship with other Directors	Relative of Mr. Pawan Kumar Gupta, Managing Director of the Company, Saurav Gupta, Whole Time Director of the Company and Gaurav Gupta, Whole- Time Director of the Company.

\*Appointed as Chairman and Whole-Time Director of the Company as on 31.07.2015, and liable to retire by rotation under Section 152(6) of the Companies Act, 2013

## 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 : U17124RJ1996PLC011522

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 20<sup>th</sup> Annual General Meeting of the company, to be held on the Wednesday 28<sup>th</sup> day of September, 2016 at 11:00 A.M. at E -102, 103, EPIP, Sitapura Industrial Area, Jaipur – 302022 (Rajasthan) 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 <sup>st</sup> March, 2016 including Audited Balance Sheet as at 31 <sup>st</sup> March, 2016 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. Harish Kumar Gupta (DIN: 1323944) 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.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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.

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**BELLA CASA FASHION & RETAIL LTD**

(Formerly Known as Gupta Fabtex Pvt. Ltd.)

Importers, Manufacturer & Exporters of :  
Home Furnishing, Garment & FabricsPh. : 0141-6500271  
E-mail : info@bellacasa.in  
Website : www.bellacasa.in

CIN : U17124RJ1996PLC011522

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

Full name of the Members attending

(In block capital letters)

Regd. Folio No./DP ID \_\_\_\_\_ Client ID \_\_\_\_\_ No. of shares held \_\_\_\_\_

Name of the Proxy Holder \_\_\_\_\_

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

I certify that I am a member/proxy for the member of the Company and hereby record my presence at the 20<sup>th</sup> Annual General Meeting of the Company on Wednesday 28<sup>th</sup> day of September, 2016 at 11:00 A.M. at E -102, 103, EPIP, Sitapura Industrial Area, Jaipur – 302022 (Rajasthan)

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

**Note:**

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Members are requested to bring their copy of Annual return for reference at the meeting.
3. In the case of joint holders, the vote of a senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint shareholders. Seniority shall be determined by the order in which the name stands in the Registers of Members.



## ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING

