

<b>General information about company</b>	
Scrip code	539399
NSE Symbol	
MSEI Symbol	
ISIN	INE344T01014
Name of the entity	Bella Casa Fashion & Retail Limited
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
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 is related to MD or CEO

Yes

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 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	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	NA		05-02-1996	25-06-2020			1	0	1	0		
3	Mr	Saurav Gupta	AEOPG4001R	07106619	Executive Director	Not Applicable		02-07-1981	NA		20-03-2015	25-06-2020			2	1	2	0		
4	Mr	Gaurav Gupta	AESPG0416J	07106587	Executive Director	Not Applicable		20-07-1981	NA		20-03-2015	25-06-2020			1	0	0	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether 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 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)
5	Mr	Sharad Mangal	ADEPM6862D	01127317	Non-Executive - Independent Director	Not Applicable		10-12-1980	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	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	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	NA		31-07-2015	25-06-2020		60	1	1	0	0

<b>Audit Committee Details</b>							
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		

<b>Nomination and remuneration committee</b>							
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		

<b>Stakeholders Relationship Committee</b>							
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		

<b>Risk Management Committee</b>							
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
1			Non-Executive - Independent Director				
2			Executive Director				
3			Executive Director				

<b>Corporate Social Responsibility Committee</b>							
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		



<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

<b>Annexure 1</b>							
<b>Annexure 1</b>							
<b>III. Meeting of Board of Directors</b>							
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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	11-11-2020				Yes	5	1
2	03-12-2020		21		Yes	5	1
3		27-01-2021	54		Yes	6	2

<b>Annexure 1</b>								
<b>IV. Meeting of Committees</b>								
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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	11-11-2020				Yes	3	2
2	Audit Committee	27-01-2021	76			Yes	3	2
3	Stakeholders Relationship Committee	11-11-2020				Yes	2	1
4	Stakeholders Relationship Committee	27-01-2021				Yes	2	1
5	Corporate Social Responsibility Committee	27-01-2021				Yes	3	1

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
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	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
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 500 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

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Sonika Gupta
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://bellacasa.in/">https://bellacasa.in/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Terms_and_Conditions_of_ID_Appointment.pdf?v=1618051460">https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Terms_and_Conditions_of_ID_Appointment.pdf?v=1618051460</a>
3	Composition of various committees of board of directors	Yes		<a href="https://cdn.shopify.com/s/files/1/0413/2231/5937/files/1_Committees.pdf?v=1618049938">https://cdn.shopify.com/s/files/1/0413/2231/5937/files/1_Committees.pdf?v=1618049938</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Code_of_Conduct.pdf?v=1618051460">https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Code_of_Conduct.pdf?v=1618051460</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Vigil_Mechanism.pdf?v=1618048552">https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Vigil_Mechanism.pdf?v=1618048552</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Policy_of_Making_Payments_to_NED.pdf?v=1618051460">https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Policy_of_Making_Payments_to_NED.pdf?v=1618051460</a>

7	Policy on dealing with related party transactions	Yes		<a href="https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Related_Party_Transaction_Policy.pdf?v=1618051460">https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Related_Party_Transaction_Policy.pdf?v=1618051460</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Familiarization_Policy.pdf?v=1618051460">https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Familiarization_Policy.pdf?v=1618051460</a>



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Grievance_Cell.pdf?v=1618048485">https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Grievance_Cell.pdf?v=1618048485</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Grievance_Cell.pdf?v=1618048485">https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Grievance_Cell.pdf?v=1618048485</a>
12	Financial results	Yes		<a href="https://bellacasa.in/pages/investor-relations">https://bellacasa.in/pages/investor-relations</a>
13	Shareholding pattern	Yes		<a href="https://bellacasa.in/pages/investor-relations">https://bellacasa.in/pages/investor-relations</a>
14	Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://cdn.shopify.com/s/files/1/0413/2231/5937/files/1._Disclosure_under_Regulation_46_2_n.pdf?v=1618050186">https://cdn.shopify.com/s/files/1/0413/2231/5937/files/1._Disclosure_under_Regulation_46_2_n.pdf?v=1618050186</a>
15	Schedule of analyst or institutional investor meet and presentations	NA		

	made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange			
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://bellacasa.in/pages/investor-relations">https://bellacasa.in/pages/investor-relations</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://bellacasa.in/pages/investor-relations">https://bellacasa.in/pages/investor-relations</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Policy_on_reporting_of_material_events.pdf?v=1618051460">https://cdn.shopify.com/s/files/1/0413/2231/5937/files/Policy_on_reporting_of_material_events.pdf?v=1618051460</a>
22	Dividend Distribution policy as per Regulation	NA		

	43A (as applicable)			
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://bellacasa.in/pages/investor-relations">https://bellacasa.in/pages/investor-relations</a>

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Sonika Gupta
2	Designation	Company Secretary and Compliance Officer



<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Sonika Gupta
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	Sonika Gupta
Designation of person	Company Secretary and Compliance Officer
Place	Jaipur
Date	15-04-2021

