General information about company						
Scrip code	539399					
Name of the company	Bella Casa Fashion & Retail Limited					
Type of meeting	AGM					
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	12-08-2017					
Start time of the meeting	11:30 AM					
End time of the meeting	12:30 PM					

Voting results						
Record date	05-08-2017					
Total number of shareholders on record date	212					
No. of shareholders present in the meeting either in person or through proxy	•					
a) Promoters and Promoter group	8					
b) Public	13					
No. of shareholders attended the meeting through video conferencing						
a) Promoters and Promoter group	0					
b) Public	0					
No. of resolution passed in the meeting	7					
Disclosure of notes on voting results						

				Resolu	tion(1)				
Resolution 1	equired: (Or	dinary / Sp	ecial)	Ordinary	Ordinary				
Whether pro	omoter/promo the agenda/i	oter group a resolution?	are	No					
Description	Description of resolution considered		To receive, consider an 31st March, 2017 inch Statement of Profit an Directors and Auditors	uding Audited d Loss for the	Balance She	eet as at 31st March, 2	017 and the		
Category	Mode of shares held No. of votes polled on outstanding shares held No. of votes held				% of Votes ag				
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*	
	E-Voting	7130000	0	0	0	0	0	0	
Promoter	Poll		7047500	98.8429	7047500	0	100	0	
and Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	7130000	7047500	98.8429	7047500	0	100	0	
	E-Voting		0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
Public- Institutions	Postal Ballot (if applicable)	0	0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
	E-Voting		0	0	0	0	0	0	
D. L.U.	Poll		170000	6.5385	170000	0	100	0	
Public- Non Institutions	Postal Ballot (if applicable)	2600000	0	0	0	0	0	0	
	Total	2600000	170000	6.5385	170000	0	100	0	
	Total	9730000	7217500	74.1778	7217500	0	100	0	
Whether res	olution is Pa	ss or Not.	•	-	•	•	Yes	•	

Resolution(1)					
Category	Mode of voting				
	E-Voting				
Down to a d Down to Comm	Poll				
Promoter and Promoter Group	Postal Ballot (if applicable)				
	Total				
	E-Voting				
Public- Institutions	Poll				
Public- Institutions	Postal Ballot (if applicable)				
	Total				
	E-Voting				
Dublic Man Institutions	Poll				
Public- Non Institutions	Postal Ballot (if applicable)				
	Total				
	·	Total			

	Resolution(2)									
Resolution re	quired: (Ordi	nary / Spec	rial)	Ordinary						
	Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description o	f resolution c	onsidered		To appoint a director is rotation in terms of se himself for reappoints	ction 152 (6) o					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled		
	•	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
E-Votin	E-Voting		0	0	0	0	0	0		
Promoter	Poll]	7047500	98.8429	7047500	0	100	0		
and Promoter Group	Postal Ballot (if applicable)	7130000	0	0	0	0	0	0		
	Total	7130000	7047500	98.8429	7047500	0	100	0		
	E-Voting		0	0	0	0	0	0		
	Poll		0	0	0	0	0	0		
Public- Institutions	Postal Ballot (if applicable)	0	0	0	0	0	0	0		
	Total	0	0	0	0	0	0	0		
	E-Voting		0	0	0	0	0	0		
	Poll		170000	6.5385	170000	0	100	0		
Public- Non Institutions	Postal Ballot (if applicable)	2600000	0	0	0	0	0	0		
	Total	2600000	170000	6.5385	170000	0	100	0		
	Total	9730000	7217500	74.1778	7217500	0	100	0		
Whether reso	lution is Pass	or Not.			1					
Disclosure of	notes on resc	olution								

Resolution(2)					
Category	Mode of voting				
	E-Voting				
Down to a design of the Court	Poll				
Promoter and Promoter Group	Postal Ballot (if applicable)				
	Total				
	E-Voting				
Public- Institutions	Poll				
Public- Institutions	Postal Ballot (if applicable)				
	Total				
	E-Voting				
Public- Non Institutions	Poll				
Public- Non Institutions	Postal Ballot (if applicable)				
	Total				
	•	Total			

				Resolution	1(3)			
Resolution requ	ired: (Ordinary	/ Special)		Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of	resolution consi	dered		To ratify the appoint this regard	tment of Audi	tors M/s Kal	ani & Co. and fix the	eir remuneration in
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Poll	7130000	7047500	98.8429	7047500	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7130000	7047500	98.8429	7047500	0	100	0
	E-Voting		0	0	0	0	0	0
	Poll]_	0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting		0	0	0	0	0	0
	Poll	260000	170000	6.5385	170000	0	100	0
Public- Non Institutions	Postal Ballot (if applicable)	2600000	0	0	0	0	0	0
	Total	2600000	170000	6.5385	170000	0	100	0
	Total	9730000	7217500	74.1778	7217500	0	100	0
Whether resolu	tion is Pass or N	lot.					Yes	
Disclosure of n	otes on resolution	on	-					

Resolution(3)					
Category	Mode of voting				
	E-Voting				
Decrease of Decrease Comm	Poll				
Promoter and Promoter Group	Postal Ballot (if applicable)				
	Total				
	E-Voting				
D. blic. Institutions	Poll				
Public- Institutions	Postal Ballot (if applicable)				
	Total				
	E-Voting				
D. L.C. Man Lastitudians	Poll				
Public- Non Institutions	Postal Ballot (if applicable)				
	Total				
	,	Total			

				Resolutio	n(4)				
Resolution requ	uired: (Ordinar	y / Special))	Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes						
Description of	resolution cons	idered		REVISION IN TERM (DIN- 01323944) CH					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	7130000	0	0	0	0	0	0	
	Total	7130000	0	0	0	0	0	0	
	E-Voting		0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
Public- Institutions	Postal Ballot (if applicable)	0	0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
	E-Voting		0	0	0	0	0	0	
	Poll		170000	6.5385	170000	0	100	0	
Public- Non Institutions	Postal Ballot (if applicable)	2600000	0	0	0	0	0	0	
	Total	2600000	170000	6.5385	170000	0	100	0	
	Total	9730000	170000	1.7472	170000	0	100	0	
Whether resolu	ition is Pass or	Not.					Yes		
Disclosure of n	otes on resolut	ion							

Resolution(4)					
Category	Mode of voting				
	E-Voting				
Decrease of Decrease Comm	Poll				
Promoter and Promoter Group	Postal Ballot (if applicable)				
	Total				
	E-Voting				
D. blic. Institutions	Poll				
Public- Institutions	Postal Ballot (if applicable)				
	Total				
	E-Voting				
D. L.C. Man Lastitudians	Poll				
Public- Non Institutions	Postal Ballot (if applicable)				
	Total				
	·	Total			

				Resolution	n(5)			
Resolution requ	uired: (Ordinary	/ Special)		Special				
	Whether promoter/promoter group are interested in the agenda/resolution?			Yes				
Description of	resolution consi	dered		REVISION IN TER (DIN- 01543446) M				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and	E-Voting		0	0	0	0	0	0
	Poll	7130000	0	0	0	0	0	0
Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7130000	0	0	0	0	0	0
	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting		0	0	0	0	0	0
	Poll	2600000	170000	6.5385	170000	0	100	0
Public- Non Institutions	Postal Ballot (if applicable)	2600000	0	0	0	0	0	0
	Total	2600000	170000	6.5385	170000	0	100	0
	Total	9730000	170000	1.7472	170000	0	100	0
Whether resolu	tion is Pass or N	lot.					Yes	
Disclosure of n	otes on resolution	on			·			

Resolution(5)					
Category	Mode of voting				
	E-Voting				
Decrease de Decrease Compa	Poll				
Promoter and Promoter Group	Postal Ballot (if applicable)				
	Total				
	E-Voting				
Public- Institutions	Poll				
Public- Institutions	Postal Ballot (if applicable)				
	Total				
	E-Voting				
Public- Non Institutions	Poll				
Public- Non institutions	Postal Ballot (if applicable)				
	Total				
	•	Total			

				Resolution	n(6)			
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes	Yes				
Description of	resolution consi	dered		REVISION IN TER 07106587) WHOLE				V GUPTA (DIN-
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
	E-Voting		0	0	0	0	0	0
D 1	Poll		0	0	0	0	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)	7130000	0	0	0	0	0	0
	Total	7130000	0	0	0	0	0	0
	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting		0	0	0	0	0	0
	Poll	260000	170000	6.5385	170000	0	100	0
Public- Non Institutions	Postal Ballot (if applicable)	2600000	0	0	0	0	0	0
	Total	2600000	170000	6.5385	170000	0	100	0
	Total	9730000	170000	1.7472	170000	0	100	0
Whether resolu	Whether resolution is Pass or Not.						Yes	
Disclosure of n	Disclosure of notes on resolution							

Resolution(6)					
Category	Mode of voting				
	E-Voting				
Down to a design of the Court	Poll				
Promoter and Promoter Group	Postal Ballot (if applicable)				
	Total				
	E-Voting				
Public- Institutions	Poll				
Public- Institutions	Postal Ballot (if applicable)				
	Total				
	E-Voting				
Dublic Non Institutions	Poll				
Public- Non Institutions	Postal Ballot (if applicable)				
	Total				
	•	Total			

				Resolution	n(7)			
Resolution required: (Ordinary / Special)			Special	Special				
Whether promoter/promoter group are interested in the agenda/resolution?			Yes	Yes				
Description of	resolution consi	dered		REVISION IN TER 07106619) WHOLE				/ GUPTA (DIN-
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
	E-Voting		0	0	0	0	0	0
Duamatan and	Poll]	0	0	0	0	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)	7130000	0	0	0	0	0	0
	Total	7130000	0	0	0	0	0	0
	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting		0	0	0	0	0	0
	Poll	2600000	170000	6.5385	170000	0	100	0
Public- Non Institutions	Postal Ballot (if applicable)	2600000	0	0	0	0	0	0
	Total	2600000	170000	6.5385	170000	0	100	0
	Total	9730000	170000	1.7472	170000	0	100	0
Whether resolu	Whether resolution is Pass or Not.					Yes		
Disclosure of n	Disclosure of notes on resolution							

Resolution(7)					
Category	Mode of voting				
	E-Voting				
Decrease of Decrease Comm	Poll				
Promoter and Promoter Group	Postal Ballot (if applicable)				
	Total				
	E-Voting				
D. blic. Institutions	Poll				
Public- Institutions	Postal Ballot (if applicable)				
	Total				
	E-Voting				
D. L.C. Man Lastitudians	Poll				
Public- Non Institutions	Postal Ballot (if applicable)				
	Total				
	·	Total			

Monika Sabnani

Practicing Company Secretary

354, Mahaveer Nagar-1st, Tonk Road, Jaipur- 18 Email: monika.sabnani@gmail.com Hand Phone: 07737688198

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

Chairman
21st Annual General Meeting
Of Equity Shareholders of
Bella Casa Fashion & Retail Limited
(Formerly Known as Gupta Fabtex Pvt. Ltd.)
Held on 12th August 2017
At AS-1, EPIP, Sitapura
Industrial Association Office,
Above ICICI Bank,
Sitapura Industrial Area,
Jaipur – 302 022 (Rajasthan)

Dear Sir.

- I, Monika Sabnani, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Twenty first Annual General Meeting of Equity Shareholders of Bella Casa Fashion & Retail Limited, 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 302 022 (Rajasthan), submit our report as under:
 - 1. After the time fixed for closing of poll by the Chairman, 2 ballot boxes kept for polling, were locked in my presence with due identification marks placed by me.
 - 2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
 - 3. There were no poll papers, which were incomplete/defective/invalid.
 - 4. The result of the Poll is as under:
- (a) Resolution 01- 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.

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(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	21	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	· Q	0

(iii) Invalid votes:

	***************************************	•	
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	·
-			
٠		~~	Ĺ

(b) Resolution 02- 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.

(i)Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	1 21 .	100

(ii) Voted **against** the resolution:

Number of members présent and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<u> </u>	0	0

(iii)Invalid votes:

	Total	·					
	Total number of members (in person or	Total	number	ΛÉ	votoo	mm m L	1
	hy proxy) whose yello war ded	1000	namogi	Oi	VOICES	cast	by
-	by proxy) whose votes were declared	them					
ı	invalid						1
- 1	11.14.40(1.44						
i		~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	***************************************	***********			
Į	NO.						
							1





(c) Resolution 03- To ratify the appointment of Auditors and fix their remuneration.

(i)Voted in favour of the resolution:

pres	iber of members ent and voting erson or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	21	21	* 100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	. 0 .

(iii)Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	
0	0 .

(d) Resolution 04- Revision in terms of remuneration of Mr. Harish Kumar Gupta (DIN: 01323944) Chairman & Whole Time Director of the Company.

(i)Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	13	100

(ii)Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii)Invalid votes :

	(III)III valiu vulco .							
	Total number of members (in person or	Total	number	of	votes	cast	by	ĺ
	by proxy) whose votes were declared	them						
	invalid		*******************************			***************************************	***************************************	
1	0			0	Jan. 2015	Sec. 4.		



(e) Resolution 05- Revision in terms of remuneration of Mr. Pawan Kumar Gupta (DIN: 01543446) Managing Director of the Company.

(i)Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	13	100

(ii)Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of tótal number of valid votes cast
Ò	0	0

(iii)Invalid votes: ,

	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	У
Management	0	. 0	

(f) Resolution 06- Revision in terms of remuneration of Mr. Gaurav Gupta (DIN: 07106587) Whole Time Director of the Company.

(iv)Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number, of votes cast by them	% of total number of valid votes cast
13	13	100

(v) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	Q	· Q

(vi)Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total them	number	of	votes	cast	by
0	***************************************		0/	73X		······································
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(g) Resolution 07- Revision in terms of remuneration of Mr. Saurav Gupta (DIN: 07106619) Whole Time Director of the Company.

(i)Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	13	* 100

(ii)Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	· 0 ,

(iii)Invalid votes:

Total number of members (in person or by proxy) whose votes were declared	Total them	number	of	votes	cast	by
invalid						
0	***************************************	4	0	***************************************		

- 5. A list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place: Jaipur Dated: 14.08.2017

Monika Sabnani Company Secretary in practice Membership No. 43105

COP 16549