

**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	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			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.					
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	7130000	0	0	0	0	0	0
	Poll		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
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	2600000	0	0	0	0	0	0
	Poll		170000	6.5385	170000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2600000	170000	6.5385	170000	0	100
Total		9730000	7217500	74.1778	7217500	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(1)</b>		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			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.					
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	7130000	0	0	0	0	0	0
	Poll		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
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2600000	0	0	0	0	0	0
	Poll		170000	6.5385	170000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2600000	170000	6.5385	170000	0	100
Total		9730000	7217500	74.1778	7217500	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(2)</b>		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the appointment of Auditors M/s Kalani & Co. and fix their remuneration in this regard				
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	7130000	0	0	0	0	0	0
	Poll		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
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2600000	0	0	0	0	0	0
	Poll		170000	6.5385	170000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2600000	170000	6.5385	170000	0	100
Total		9730000	7217500	74.1778	7217500	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(3)</b>		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				REVISION IN TERMS OF REMUNERATION OF MR. HARISH KUMAR GUPTA (DIN- 01323944) CHAIRMAN & WHOLE-TIME DIRECTOR OF THE COMPANY				
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	7130000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7130000	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2600000	0	0	0	0	0	0
	Poll		170000	6.5385	170000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2600000	170000	6.5385	170000	0	100
Total		9730000	170000	1.7472	170000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(4)</b>		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				REVISION IN TERMS OF REMUNERATION OF MR. PAWAN KUMAR GUPTA (DIN- 01543446) MANAGING DIRECTOR OF THE COMPANY				
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	7130000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7130000	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2600000	0	0	0	0	0	0
	Poll		170000	6.5385	170000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2600000	170000	6.5385	170000	0	100
Total		9730000	170000	1.7472	170000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(5)</b>		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				REVISION IN TERMS OF REMUNERATION OF MR. GAURAV GUPTA (DIN-07106587) WHOLE-TIME DIRECTOR OF THE COMPANY				
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	7130000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7130000	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2600000	0	0	0	0	0	0
	Poll		170000	6.5385	170000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2600000	170000	6.5385	170000	0	100
Total		9730000	170000	1.7472	170000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(6)</b>		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				REVISION IN TERMS OF REMUNERATION OF MR. SAURAV GUPTA (DIN-07106619) WHOLE-TIME DIRECTOR OF THE COMPANY				
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	7130000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7130000	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2600000	0	0	0	0	0	0
	Poll		170000	6.5385	170000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2600000	170000	6.5385	170000	0	100
Total		9730000	170000	1.7472	170000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Resolution(7)**

Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Total		



*Monika Sabnani*  
Practicing Company Secretary

354, Mahaveer Nagar-1<sup>st</sup>,  
Tonk Road, Jaipur- 18  
Email: [monika.sabnani@gmail.com](mailto: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]

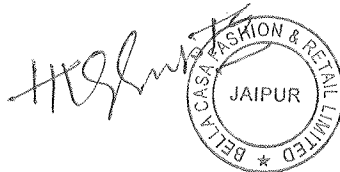
To

Chairman  
21<sup>st</sup> Annual General Meeting  
Of Equity Shareholders of  
Bella Casa Fashion & Retail Limited  
(Formerly Known as Gupta Fabtex Pvt. Ltd.)  
Held on 12<sup>th</sup> 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, 12<sup>th</sup> 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 31<sup>st</sup> March, 2017 including Audited Balance Sheet as at 31<sup>st</sup> 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.



(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	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
-	-

(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:

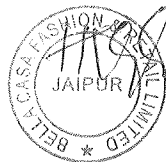
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	21	100

(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	Total number of votes cast by them
-	-



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

(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	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
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:

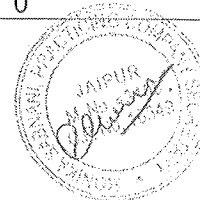
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	13	100

(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 :

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



- (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 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	Total number of votes cast by them
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:

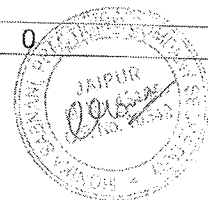
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	13	100

(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	0	0

(vi)Invalid votes :

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



- (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 invalid	Total number of votes cast by them
0	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

