

Ref: BSE/2022-23/23

To,
Corporate Relationship Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Date: July 16, 2022

Sub: Disclosure of E-Voting Results and Scrutinizer Report on Resolutions passed through Postal Ballot by "Bella Casa Fashion & Retail Limited" ("the Company")

Scrip Code: 539399

Dear Sir,

This is further to our letter no. BSE/2022-23/17 dated June 11, 2022 enclosing the copy of Postal Ballot Notice seeking approval of the members on the following resolutions:

1. To Increase the limit of Borrowings by the Board of Directors of the company u/s 180(1)(c) of the Companies Act, 2013
2. To Authorize Board of Directors under section 180(1) (a) of the Companies Act, 2013.

We further inform that pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company conducted the Postal Ballot as set out in the notice of Postal Ballot dated June 11, 2022.

Remote e-voting process concluded at 5.00 p.m. (IST) on July 14, 2022 post which the scrutinizer submitted his report on the results of the postal ballot on July 15, 2022. Based on the report of the scrutinizer, we hereby inform that the members of the Company have duly passed the Special resolutions approving the matters as set out in the Notice of Postal Ballot.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details of the voting results and Scrutinizer's Report in this behalf for your record.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website www.bellacasa.in and website of Central Depository Services (India) Limited www.evotingindia.com

You are requested to take the same on your records.

Thanking you.
Yours faithfully,

For **Bella Casa Fashion & Retail Limited**

For **BELLA CASA FASHION & RETAIL LIMITED**

Gaurav Gupta

Whole time Director Gaurav Gupta
DIN: 07106587
Wholetime Director
DIN - 07106587

Voting results	
Record date	10-06-2022
Total number of shareholders on record date	1258
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

For BELLA CASA FASHION & RETAIL LIMITED



Gaurav Gupta
 Wholetime Director
 DIN - 07106587

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To increase the limits of borrowing by the Board of Directors of the Company under section 180(1) (c) of the Companies Act, 2013				
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	7812862	6533398	83.6236	6533398	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7812862	6533398	83.6236	6533398	0	100
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	3662138	56592	1.5453	56592	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3662138	56592	1.5453	56592	0	100
Total		11475000	6589990	57.4291	6589990	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For BELLA CASA FASHION & RETAIL LIMITED



Gaurav Gupta
Wholetime Director
DIN - 07106587

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For BELLA CASA FASHION & RETAIL LIMITED



Gaurav Gupta
Wholetime Director
DIN - 07106587

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ii. To authorize the Board of Directors under section 180(1) (a) of the Companies Act, 2013				
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	7812862	6533398	83.6236	6533398	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7812862	6533398	83.6236	6533398	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	3662138	56592	1.5453	56592	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3662138	56592	1.5453	56592	0	100
Total		11475000	6589990	57.4291	6589990	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For BELLA CASA FASHION & RETAIL LIMITED



Gaurav Gupta
Wholetime Director
DIN - 07106587

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For BELLA CASA FASHION & RETAIL LIMITED


 Gaurav Gupta
 Wholetime Director
 DIN - 07106587

Report of Scrutinizer for voting through e-voting on Postal Ballot

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules 2014]

To
The Chairman
BELLA CASA FASHION & RETAIL LIMITED
E-102, 103, EPIP, Sitapura Industrial Area
Jaipur, Rajasthan – 302022

Dear Sir,

Scrutinizer's report on voting through e-voting for Postal Ballot in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014

- 1) Pursuant to the resolution passed by the Board of Directors of **BELLA CASA FASHION & RETAIL LIMITED** (hereinafter referred as "**the Company**") the Company on June 11, 2022, I, Manish Sancheti, Proprietor of M/s. M Sancheti & Associates, Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, scrutinize and process the postal ballot process and the votes cast in respect of the resolution set out in the Postal Ballot Notice dated June 11, 2022 (hereinafter referred as "**Notice**").
- 2) Member's approval was sought for approving the special business i.e.,
 - i. To increase the limits of borrowing by the Board of Directors of the Company under section 180(1) (c) of the Companies Act, 2013;
 - ii. To authorize the Board of Directors under section 180(1) (a) of the Companies Act, 2013
- 3) Pursuant to Section 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the electronic copy of the Notice and explanatory statement along with the process of e-voting were sent to the shareholders whose e-mail addresses were registered with the Depository Participant(s)/Registrar and Share Transfer Agent of the Company for communication purposes in compliance with the applicable MCA Circulars dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 15th June 2020, 17th August, 2020, 31st December 2020, 13th January 2021, 23rd June 2021, 8th December 2021 and SEBI Circular dated 12th May, 2020, 28th September 2020 and 15th January, 2021 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**SEBI Regulations**"), Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement on June 13, 2022 to those members whose name(s) appeared on the Register of Members / List of Beneficiaries as on Friday June 10, 2022 ("cut-off date").
- 4) The remote e-voting facility was provided by Central Depository Services (India) Limited ("**CDSL**").

- 5) Members were required to communicate their assent or dissent through remote e-voting system in terms of the said MCA Circulars and by physical Postal Ballot.
- 6) The e-voting period commenced on Wednesday, June 15, 2022 at 9.00 A.M. (IST) and ended on Thursday, July 14, 2022 at 5.00 P.M. (IST) for voting through e-voting, and physical Postal Ballot received upto Thursday, July 14, 2022 at 5.00 P.M. (IST).
- 7) We have unblocked the votes cast through remote E-voting in the presence of Mr. Khuman Singh Panwar and Ms. Taniya Sharma who are not in the employment of the Company. -Thereafter, the details containing, inter-alia the list of members who voted "For" or "Against" the resolutions were derived from the report generated from the e-voting website of CDSL i.e. www.evotingindia.com. No physical Postal Ballot received till that time.
- 8) The Members holding shares as on the "cut off" date i.e. Friday, June 10, 2022, were entitled to vote on the proposed resolution.
- 9) The register, in accordance with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights.
- 10) A Summary of postal ballot result is given below.

Resolution 1: To increase the limits of borrowing by the Board of Directors of the Company under section 180(1) (c) of the Companies Act, 2013. (Special Resolution)

Particulars	Total No. of Votes Cast	Votes in favour of the Resolution		Votes against the Resolution		Invalid / abstained votes	
		No. of Votes	Percentage (%)	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
e-Voting	6589990	6589990	100.00	NIL	NIL	NIL	NIL
Physical Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	6589990	6589990	100.00	NIL	NIL	NIL	NIL

Resolution 2: To authorize the Board of Directors under section 180(1) (a) of the Companies Act, 2013. (Special Resolution)

Particulars	Total No. of Votes Cast	Votes in favour of the Resolution		Votes against the Resolution		Invalid / abstained votes	
		No. of Votes	Percentage (%)	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
e-Voting	6589990	6589990	100.00	NIL	NIL	NIL	NIL
Physical Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	6589990	6589990	100.00	NIL	NIL	NIL	NIL

11) The aforesaid resolution was passed by requisite majority.

Thanking You,

Yours Faithfully

For M Sancheti & Associates
Company Secretaries

**MANISH
SANCHETI**

Digitally signed by MANISH SANCHETI
DN: c=IN, postalCode=302015, st=RAJASTHAN,
ou=JAIPOUR, o=Personal, title=IHRB,
serialNumber=6637079250880989258ca18c2f
5c0f33a0a2a12f54db6606c4db257098efe,
givenName=MANISH, cn=MANISH SANCHETI
Date: 2022.07.15 16:55:37 +05'30'

Manish Sancheti

FCS No.: 7972

CP No.: 8997

PR No.: 834/2020

UDIN: F007972D000628581

Place: Jaipur

Date: July 15, 2022

For Bella Casa Fashion & Retail Limited

**HARISH
KUMAR
GUPTA**

Digitally signed by
HARISH KUMAR GUPTA
Date: 2022.07.16
15:59:17 +05'30'

Harish Kumar Gupta

Chairman & Whole Time Director

DIN: 01323944

Place: Jaipur

Date: July 15, 2022