BELLA CASA Fashion & Retail Ltd.

BELLA CASA FASHION & RETAIL LTD
(Formerly Known as Gupta Fabtex Pvt. Ltd.)
Importers, Manufacturer & Exporters of :
Home Furnishing, Garment & Fabrics

Ph. : 0141-2771844
E-mail : info@bellacasa.in
Website : www.bellacasa.in

CIN : L17124RJ1996PLC011522

E-102, 103, EPIP, Sitapura Industrial Area, Jaipur - 302022, INDIA

Ref- BCFRL/SE/2026-27/24 Date: September 02, 2026

To,

Corporate Relationship Department, BSE Limited Phioze Jeejeebhoy Tower, Dalal Street, Mumbai – 400 001	**Listing Department,** National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.
Scrip Code-539399	**Symbol-BELLACASA**

Subject: Notice of the 30th Annual General Meeting ('AGM') of the Company for the financial year 2025-26.

Dear Sir / Madam,

We hereby inform you that in continuation of our letter bearing Ref-BCFRL/SE/2026-27/18 dated August 13, 2026 and in compliance with the provisions of the Companies Act, 2013 read with rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, as amended, from time to time, the 30th Annual General Meeting ("AGM") of the Company will be held on Tuesday, September 29, 2026 at 01:00 P.M. IST through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Pursuant to the requirements of Regulation 34(1) of the Listing Regulations, please find enclosed herewith the Notice of AGM, which is being sent through electronic mode to those Members of the Company whose e-mail addresses are registered with the Company/ Depository Participants ("DPs"). Kindly take the same on record.

Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter is being sent to those Members who have not registered their email addresses with the Company/ DPs, providing the web-link including the exact path, from where the Notice of the AGM can be accessed on the Company's website i.e. https://bellacasa.in/pages/investor-relations

Thanking you.

Yours Faithfully,

For Bella Casa Fashion & Retail Limited

Sonika Gupta Sonika Gupta Digitally signed by Sonika Gupta Date: 2026.09.02 18:53:51 +05'30'
Company Secretary & Compliance Officer
Membership No- A38676

NOTICE OF THE 30TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING ("AGM") OF MEMBERS OF BELLA CASA FASHION & RETAIL LIMITED ("the Company") WILL BE HELD ON TUESDAY, SEPTEMBER 29, 2026 AT 01:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

ITEM NO. 1 -ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider, and adopt the audited financial statements of the Company for the financial year ended March 31, 2026 together with report of the Board of Directors and Auditors thereon.

ITEM NO. 2 - APPOINTMENT OF MR. GAURAV GUPTA (DIN:07106587), AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Gaurav Gupta (DIN: -07106587), Director, liable to retire by rotation in terms of section 152 (6) of the Companies Act, 2013 and being eligible offers, himself for reappointment.

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gaurav Gupta (DIN: -07106587) Director, who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re- appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

ITEM NO.3 - APPROVAL OF THE REMUNERATION OF MR. PAWAN KUMAR GUPTA (DIN: 01543446), MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, pass with or without modification(s), following resolution as a "Special Resolution":

"**RESOLVED THAT** in furtherance to the resolution passed by way of special resolution at the Annual General Meeting of the Company held on September 16, 2025 and pursuant to the provisions of Sections 190, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder and Schedule V of said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association and on the recommendation of the Nomination and Remuneration/ Compensation Committee, and relevant approvals of the Audit Committee and the Board of Directors the consent of the members of the Company be and is hereby accorded for increase in the remuneration payable to **Mr. Pawan Kumar Gupta (DIN: 01543446)**, Managing Director of the Company with effect from August 13, 2026 for a period of three (3) years, i.e., from August 13, 2026 to August 12, 2029 **to Rs. 6,00,000/- (Rupees Six Lakhs only) per month,** with the other terms and conditions of his appointment remaining the same and continue to remain in force and effect.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI [LODR]"), consent of the Members be and is hereby accorded for the payment of remuneration to Mr. Pawan Kumar Gupta (DIN: 01543446), Managing Director, who is also Promoters of the Company, notwithstanding that such remuneration maybe in excess of 5 per cent of the net profits of the Company as calculated under Section 198 of the Act, in any financial year during his tenure of appointment.

RESOLVED FURTHER THAT, the Board or any Committee thereof or the Company Secretary of the Company be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto"

ITEM NO. 4 - APPROVAL OF THE REMUNERATION OF MR. HARISH KUMAR GUPTA (DIN: 01323944), CHAIRMAN & WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, pass with or without modification(s), following resolution as a "Special Resolution":

"**RESOLVED THAT** in furtherance to the resolution passed by way of special resolution at the Annual General Meeting of the Company held on September 16, 2025 and pursuant to the provisions of Sections 190, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder and Schedule V of said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association and on the recommendation of the Nomination and Remuneration/ Compensation Committee, and relevant approvals of the Audit Committee and the Board of Directors the consent of the members of the Company be and is hereby accorded for increase in the remuneration payable to **Mr. Harish Kumar Gupta (DIN: 01323944), Chairman & Whole-Time Director** of the Company with effect from August 13, 2026 for a period of three (3) years, i.e., from August 13, 2026 to August 12, 2029 **to Rs. 6,00,000/- (Rupees Six Lakhs only) per month,** with the other terms and conditions of his appointment remaining the same and continue to remain in force and effect.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI [LODR]"), consent of the Members be and is hereby accorded for the payment of remuneration to **Mr. Harish Kumar Gupta (DIN: 01323944), Chairman & Whole-Time Director**, who is also Promoters of the Company, notwithstanding that such remuneration maybe in excess of 5 per cent of the net profits of the Company as calculated under Section 198 of the Act, in any financial year during his tenure of appointment.

RESOLVED FURTHER THAT, the Board or any Committee thereof or the Company Secretary of the Company be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto"

By the order of the Board of Director
For **BELLA CASA FASHION &RETAIL LIMITED**

Sd/-

Sonika Gupta
Company Secretary & Compliance Officer
Membership Number- A38676

Date -Thursday, August 13, 2026
Place - Jaipur

NOTES:

1. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. Accordingly, in compliance with the MCA Circulars and SEBI Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars"]

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special businesses for Item No. 3 and 4, to be transacted at the Annual General Meeting ('AGM') is annexed to notice hereto. Further, the relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.

3. In accordance with the Secretarial Standard – 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company i.e. E-102, 103, EPIP, Sitapura Industrial Area Jaipur-302022 (Rajasthan), which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

4. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Additionally, the Company will also send a letter to shareholders providing the web-link and QR code for accessing the Integrated Annual Report to those Members who have not registered their email address with the Company or RTA or Depositories. [Regulation 36(1) of the SEBI Listing Regulations]

   Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.bellacasa.in and the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com and AGM notice is also available on CDSL website i.e. www.evotingindia.com.

5. Physical copy of the Integrated Annual Report for the FY 2025-26 (including the Notice of the 30th AGM) shall be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Integrated Annual Report for the FY 2025-26, may write to the Company at cs@bellacasa.in for the same by providing their holding details.

6. Pursuant to the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this Notice.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on **Tuesday, September 22, 2026** ("cut-off date") will be entitled to vote during the AGM

8. Central Depository Services (India) Limited ("CDSL") will be providing a facility for voting through remote e-Voting, participation in the AGM through VC/OAVM facility and e-Voting during the AGM.

9. Mr. Manish Sancheti of M/s CSM & Co., Practicing Company Secretary having Membership No. F-7972 and COP No. 8997, has been appointed as the Scrutinizer to scrutinize the remote e-voting/e-voting process fairly and transparently. The Scrutinizer will submit the report to the Chairman or any person authorized by him after completion of the scrutiny and the results of the voting will be announced within 2 (two) working days after the AGM

of the Company. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company, viz.,www.bellacasa.in immediately after the results are declared and will simultaneously be communicated to the Stock Exchanges, viz., BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed and to CDSL and shall also be displayed at the Registered Office of the Company.

10. Members attending the AGM through VC / OAVM shall be counted to reckon the quorum under Section 103 of the Act.

11. To support the 'Green Initiative' Members whose email addresses / Bank details are not registered/updated are requested to register/ update by contacting their respective Depository Participant(s).

12. The Register of the Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 23, 2026 to Tuesday, September 29, 2026** (both days inclusive).

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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.

14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website https://bellacasa.in/pages/investor-relations

15. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be **Tuesday, September 22, 2026.**

16. The voting period begins on **Saturday, September 26, 2026 at 09:00 A.M. (IST) and ends on Monday, September 28, 2026 at 5:00 P.M (IST).**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, September 22, 2026** may cast their vote electronically.

17. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

18. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Mr. Manish Sancheti at man.sancheti@gmail.com with a copy marked to the Company Secretary at **cs@bellacasa.in.** Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

19. 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 to register complaints by investors. Investors are requested to send their communication to the designated email id **cs@bellacasa.in**

20. The Company has uploaded the details of the unpaid/unclaimed amounts lying with the Company on the website of the Company **(www.bellacasa.in)** Those Members who have not so far claimed their dividend are advised to claim it from the Company.

21. The information regarding unclaimed dividends in respect of dividends declared up to the financial year 2025-26 has been uploaded on the website of the Company www.bellacasa.in under 'Investor relation' section.

The said information was also filed on MCA which is available on their website at **www.iepf.gov.in**
Further as per the requirement of Section 124(2) of the Act, the Company has uploaded the details of unclaimed dividend in respect of final dividends declared for the financial year 2024-25 on the website of the Company. Shareholders may kindly check the said information and if any dividend amount is appearing as unpaid against their name, they may lodge their claim, duly supported by relevant documents to the Company.

Further, amount of Un-claimed Final Dividend for financial year 2018-19 and 2019-20(Interim) is due for deposit to the Investor Education and Protection Fund on or before December 01, 2026 and May 12, 2027 respectively.

22. In case the Dividend has remained unclaimed in respect of financial years 2018-19 to 2024-25 the Shareholders may approach the Company with their dividend warrants for revalidation for issue of duplicate dividend warrants. The Company regularly sends letters/ emails to this effect to the concerned Shareholders

23. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with the Company and their respective depository participant, where shares are held in electronic form.

24. Kindly note that as per Listing Regulations it is mandatory for the Company to print the bank account details of the investors in the dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/ Depository Participant, as the case may be Shareholders are requested to follow the process as guided in Note No. 25 below to register their mandate for receiving Dividend directly in their Bank accounts.

25. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. for shares held in the electronic form to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.

26. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act, Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and documents referred in the notice, shall be available for inspection through electronic mode. Members may write to the Company at **cs@bellacasa.in** for inspection of said documents and the same will also be available for inspection by the members during the AGM, upon login a CDSL e-voting system at **https://www.evotingindia.com/**

27. A brief profile of the Director retiring by rotation at this AGM, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership/chairmanship of Board Committee(s), shareholding and relationship between directors inter se as stipulated under Regulation 36 of SEBI Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standards – 2 on General Meetings are provided in Annexure - 2 to this Notice

28. Members, intending to require information about the Financial Statements or any other matter to be placed at the Meeting, are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.

29. Speaker registration
Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days before the meeting mentioning their name, Demat account number/folio number, email id, mobile number at (Company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days before the meeting mentioning their name, Demat account number/folio number, email id, mobile number at (Company email id). These queries will be replied to by the Company suitably by email.
Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

30. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.

31. In terms of Section 152 of the Companies Act, 2013, Mr. Gaurav Gupta (DIN: 07106587), 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.

32. CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

2. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration/ Compensation Committee and Shareholder's / Investors Grievance Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

3. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at **www.bellacasa.in.** The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

6. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circular No. 14/2020 dated 08th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 05th May, 2020, MCA Circular No. 2/2021 dated 13th January, 2021, MCA Circular No. 19/2021 dated 08th December, 2021, MCA Circular No. 21/2021 dated 14th December, 2021, MCA Circular No. 03/2022 dated 05th May, 2022, MCA Circular Nos. 10/2022, 11/2022 dated 28th December, 2022, followed by MCA Circular Nos. 09/2023 dated 25th September, 2023, 09/2024 dated 19th September,2024 and 03/2025 dated September 22, 2025

   Securities and Exchange Board of India ('SEBI') also issued Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022, Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024.

7. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated

05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 and 09/2024 and dated 19.09.2024 and 03/2025 dated 22.09.2025 after due examination, it has been decided to allow companies to conduct their AGMs through VC or OAVM in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Saturday, September 26, 2026 at 09:00 A.M. (IST) and ends on Monday, September 28, 2026 at 5:00 P.M (IST).** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, September 22, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.

Type of Sharholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1). If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company

	name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022- 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.

2. Click on "Shareholders" module.

3. Now enter your User ID
   - For CDSL: 16 digits beneficiary ID,
   - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details Or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. - If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Bella Casa Fashion & Retail Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@bellacasa.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast Seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (cs@bellacasa.in). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out material facts relating to the Special Business mentioned in the accompanying Notice

ITEM NO. 3 - Approval of the remuneration of Mr. Pawan Kumar Gupta (DIN: 01543446) as Managing Director

The Members, by way of a Special Resolution passed at the 29th Annual General Meeting, approved the appointment of Mr. Pawan Kumar Gupta as the Managing Director of the Company for a period of five (5) years commencing from July 31, 2025 and ending on July 30, 2030. Pursuant to the provisions of Section 197 read with rules made thereunder and Section II of Part II of Schedule V to the Act, the Members also approved the payment of remuneration to Mr. Pawan Kumar Gupta not exceeding Rs. 4,00,000 (Rupees Four Lakhs only) per month for a period of three (3) years from July 31, 2025 to July 30, 2028, upon the terms and conditions of his appointment.

Further, recognizing the contributions made by Mr. Pawan Kumar Gupta, Managing Director of the Company, following the recommendation of the Nomination and Nomination and Remuneration/ Compensation Committee, the Board of Directors, at its meeting held on August 13, 2026, has approved an increase in the remuneration to be paid to him from Rs. 4,00,000/- (Rupees Four Lakhs Only) per month to Rs. 6,00,000/- (Rupees Six Lakhs Only) per month with effect from August 13, 2026 for a period of three (3) years, i.e., from August 13, 2026 to August 12, 2029, subject to the approval of members in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

The proposed remuneration increase aligns with the industry standards and takes into account the level of responsibility, market conditions and the specific requirements of the role. The Board has reviewed the market compensation for similar positions in comparable companies to ensure that the increase is fair and justifiable, considering the company's situation and the Director's role.

The Audit Committee of the Company, at its meeting held on August 13, 2026, has also approved the aforesaid increase in remuneration being a Related Party Transaction in terms of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Board seeks approval of the members by way of special resolution to approve the revised remuneration for Mr. Pawan Kumar Gupta, Managing Director, which is outlined in the resolution accompanying this Explanatory Statement.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditors.

Mr. Pawan Kumar Gupta, Mr. Harish Kumar Gupta, Mr. Saurav Gupta and Mr. Gaurav Gupta are interested in the resolution. The relatives of Pawan Kumar Gupta may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director, Key Managerial Personnel of the Company/their relatives are interested, financially or otherwise, in the resolution.

Details of Mr. Pawan Kumar Gupta have been provided in the “Annexure-I” to the Notice pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

ITEM NO. 4 - Approval of the remuneration of Mr. Harish Kumar Gupta (DIN: 01323944) as Chairman & Whole-Time Director

The Members, by way of a Special Resolution passed at the 29th Annual General Meeting, approved the appointment of Mr. Harish Kumar Gupta as the Chairman & Whole-Time Director of the Company for a period of five (5) years commencing from July 31, 2025 and ending on July 30, 2030. Pursuant to the provisions of Section 197 read with rules made thereunder and Section II of Part II of Schedule V to the Act, the Members also approved the payment of remuneration to Mr. Harish Kumar Gupta not exceeding Rs. 4,00,000 (Rupees Four Lakhs only) per month for a period of three (3) years from July 31, 2025 to July 30, 2028, upon the terms and conditions of his appointment.

Further, recognizing the contributions made by Mr. Harish Kumar Gupta, Chairman & Whole-Time Director of the Company, following the recommendation of the Nomination and Remuneration/ Compensation Committee, the Board of Directors, at its meeting held on August 13, 2026, has approved an increase in the remuneration to be paid to him from Rs. 4,00,000/- (Rupees Four Lakhs Only) per month to Rs. 6,00,000/- (Rupees Six Lakhs Only) per month with effect from August 13, 2026 for a period of three (3) years, i.e., from August 13, 2026 to August 12, 2029, subject to the approval of members in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

The proposed remuneration increase aligns with the industry standards and takes into account the level of responsibility, market conditions and the specific requirements of the role. The Board has reviewed the market compensation for similar positions in comparable companies to ensure that the increase is fair and justifiable, considering the company's situation and the Director's role.

The Audit Committee of the Company, at its meeting held on August 13, 2026, has also approved the aforesaid increase in remuneration being a Related Party Transaction in terms of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Board seeks approval of the members by way of special resolution to approve the revised remuneration for Mr. Harish Kumar Gupta, Chairman & Whole-Time Director, which is outlined in the resolution accompanying this Explanatory Statement. The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditors.

Mr. Pawan Kumar Gupta, Mr. Harish Kumar Gupta, Mr. Saurav Gupta and Mr. Gaurav Gupta are interested in the resolution. The relatives of Harish Kumar Gupta may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.Save and except the above, none of the other Director, Key Managerial Personnel of the Company/their relatives are interested, financially or otherwise, in the resolution.

Details of Mr. Harish Kumar Gupta have been provided in the “Annexure-I” to the Notice pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

By the order of Board **Bella Casa Fashion & Retail Limited**
Sd/-

Sonika Gupta
Company Secretary & Compliance Officer
Membership Number- A38676

Date- Thursday, August 13, 2026
Place- Jaipur

ANNEXURE-1

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD – 2 AND SEBI (LODR) REGULATIONS, 2015, AS APPLICABLE] IN RESPECTS OF ITEM NO. 3 TO 4 OF THE NOTICE

I. GENERAL INFORMATION

1. **Nature of industry:** Retailing & Manufacturing of Apparels, Bed sheets, Quilts, home furnishing textile items, printed/dyed furnishing fabrics.

2. **Date or Expected Date of Commencement of Commercial Production:** The Company started its commercial production in the year 1996.

3. **In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

4. **Financial Performance based on given indicators:**

(Rs. in Lakhs)

Particular	2025-26	2024-25	2023-24
Paid Up Capital	1,338.75	1,338.75	1,147.50
Reserve & Surplus	15,369.97	13,613.23	7,340.39
Gross Revenue	41,639.67	34,854.76	23,009.88
Profit Before tax	2,713.57	2,128.92	1,357.39
Tax Expenses	700.85	549.39	339.17
Profit After Tax	2,012.72	1,579.53	1,018.22

5. **Foreign investments or collaborations, if any**
The Company has not entered any foreign collaboration and no direct capital investment has been made in the company in the last three financial years.

II. INFORMATION ABOUT THE APPOINTEE

A. Mr. Pawan Kumar Gupta

1. **Background Details**
Mr. Pawan Kumar Gupta aged 63 years is the Managing Director of our company. He has been on the Board since incorporation. He is the founder promoter of the Company and has more than 31 Years of experience in textile Business and 24 years of experience in textile retailing & manufacturing.

2. **Past Remuneration**
Past remuneration of Mr. Pawan Kumar Gupta for 3 preceding Financial Years.

Year	Remuneration in Rupees
2023-24	24,36,000 per annum
2024-25	24,36,000 per annum
2025-26	45,90,839 per annum

3. **Recognition or Awards**
The Company has received various awards and recognition during his tenure.

4. **Job Profile and Suitability**
Pawan Kumar Gupta's comprehensive knowledge of the organization, gained from working in almost all areas, enables him to effectively manage key functions such as purchasing and resource management. He is responsible for building and maintaining client relationships and is actively involved in planning and organizing the company's activities. Additionally, he plays a crucial role in motivating and developing the company's management personnel. His varied experience and leadership help align our team towards achieving the vision set by the management.

5. **Remuneration Proposed**
The remuneration proposed to be increased from Rs. 4,00,000/- (Rupees Four Lakhs Only) per month to Rs. 6,00,000/- (Rupees Six Lakhs Only) per month with effect from August 13, 2026 for a period of three (3) years, i.e., from August 13, 2026 to August 12, 2029

6. **Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person**
The remuneration of Mr. Pawan Kumar Gupta is fully justifiable and comparable to the prevailing remuneration being paid in the industry, keeping in view his profile, enriched knowledge and vast experience.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**
Besides the remuneration proposed, Mr. Pawan Kumar Gupta also holds 11,32,064 (8.46%) equity shares of the company. Mr. Pawan Kumar Gupta, Managing Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mr. Harish Kumar Gupta, Saurav Gupta and Gaurav Gupta.

B. Mr. Harish Kumar Gupta

1. **Background Details**
Mr. Harish Kumar Gupta aged approximately 68 years is the Chairman and Whole Time Director of our Company. Over the years, Mr. Harish Kumar Gupta has acquired expertise in various areas of Retailing & 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.

2. **Past Remuneration**
Past remuneration of Mr. Harish Kumar Gupta for 3 preceding Financial Years.

Year	Remuneration in Rupees
2023-24	24,36,000 per annum
2024-25	24,36,000 per annum
2025-26	45,90,839 per annum

3. **Recognition or Awards**
The Company has received various awards and recognition during his tenure.

4. **Job Profile and Suitability**
Over the years, Mr. Gupta has developed extensive expertise in manufacturing apparel and home furnishings. With over 52 years of experience in the textile industry, Mr. Gupta plays a crucial role in shaping company policies and developmental activities. Mr. Gupta is deeply involved in identifying, developing, and directing the implementation of business strategies. He is responsible for creating business plans, preparing comprehensive business reports, and ensuring the improvement of profit margins while maintaining high-quality standards for clients. Additionally, he oversees the Company's health, legislative compliance, and maintains connections with other trade and professional associations. He also manages the company's budget, ensuring expenditures remain within limits.

5. **Remuneration Proposed**
The remuneration proposed to be increased from Rs. 4,00,000/- (Rupees Four Lakhs Only) per month to Rs. 6,00,000/- (Rupees Six Lakhs Only) per month with effect from August 13, 2026 for a period of three (3) years, i.e., from August 13, 2026 to August 12, 2029.

6. **Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person**
The remuneration of Mr. Harish Kumar Gupta is fully justifiable and comparable to the prevailing remuneration being paid in the industry, keeping in view his profile, enriched knowledge and vast experience.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**
Besides the remuneration proposed, Mr. Harish Kumar Gupta also holds 11,71,414 (8.75%) equity shares of the company. Mr. Harish Kumar Gupta, Chairman & Whole-Time Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mr. Pawan Kumar Gupta, Saurav Gupta and Gaurav Gupta.

III. OTHER INFORMATION

1. **Reason of loss or inadequate profits:**
Not Applicable, since the Company reported a profit in the current year and has been consistently earning profits since inception and has a strong net worth and effective capital. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.

2. **Steps taken or proposed to be taken for improvement:**
The Company is continuing making efforts for improvement of the financial results and create worth for the stakeholders and investors of the company. The Company is always looking forward to taking all such steps and measures including expansion, diversification, innovations which are in the best interest of the company.

3. **Expected increase in productivity and profits in measurable terms:**
N.A.

IV. Disclosures

The information, as required, is provided under Corporate Governance Section of the Annual Report 2025-26. The remuneration package proposed to be given to each managerial personnel is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

ANNEXURE – 2

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 30TH ANNUAL GENERAL MEETING [IN PURSUANCE OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)]

NAME OF THE DIRECTOR	MR. GAURAV GUPTA
DIN	07106587
DESIGNATION	Whole-Time Director
DATE OF BIRTH AND AGE	20/07/1981, 45 years
DATE OF THE FIRST APPOINTMENT ON THE BOARD	20/03/2015
QUALIFICATION	He holds a postgraduate diploma in International Trade from Bhartiya Vidya Bhawan, a diploma in Textile Design from NIFD, Jaipur, and an MBA in International Business.
EXPERIENCE AND EXPERTISE	Mr. Gaurav Gupta, is a Whole Time Director of our company. For the past 25 years, Mr. Gupta has been overseeing all production-related functions of the company. His expertise has significantly contributed to the company's expansion into home furnishings and exports.
TERMS AND CONDITIONS OF RE-APPOINTMENT	Re-appointment in terms of Section 152(6) of the Companies Act, 2013

DETAILS OF REMUNERATION SOUGHT TO BE PAID	NA (Since proposed for reappointment by virtue of retirement by rotation)
LAST REMUNERATION DRAWN (FOR FINANCIAL YEAR)	Rs. 45,90,839
NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR (2025-26)	Out of 7 meetings he attended 7 meetings
DIRECTORSHIPS IN OTHER LISTED/UNLISTED COMPANIES	None
MEMBERSHIP / CHAIRMANSHIP OF COMMITTEES OF THE COMPANY	Member of: 1. Corporate Social Responsibility Committee.
MEMBERSHIP / CHAIRMANSHIP OF COMMITTEES OF OTHER BOARD	None
DETAILS OF LISTED COMPANIES FROM WHICH THE DIRECTOR RESIGNED DURING FY 2023-24, FY 2024-25 AND FY 2025-26	None
SHAREHOLDING IN BELLA CASA FASHION & RETAIL LIMITED	19,56,492 Equity Shares
RELATIONSHIP WITH OTHER DIRECTORS, MANAGERS AND OTHER KEYMANAGERIAL PERSONNEL OF THE COMPANY	Son of Mr. Harish Kumar Gupta, Chairman & Whole-Time Director, nephew of Mr. Pawan Kumar Gupta, Managing Director and first cousin of Mr. Saurav Gupta, Whole-Time Director.
JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS	N/A