



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/2025-26/05

Date: September 16, 2025

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- Proceedings of the 29th Annual General Meeting of Bella Casa Fashion & Retail Limited Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III

Scrip Code- 539399

Dear Sir/Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III (Part A) (13) and any other applicable provisions, we hereby submit proceedings of 29th Annual General Meeting held on Tuesday, September commenced at 01:00 P.M (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

The details of consolidated voting results of both the 'Venue E-Voting' and the 'Remote e-voting' by the shareholders on all the resolutions as set out in the Notice of the AGM will be intimated in the prescribed format under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, within the prescribed time limits.

The meeting was concluded at 02:06 PM (1ST) (including time allowed for e-voting at the AGM).

Kindly take this information on record.

For and on behalf of Bella Casa Fashion & Retail Limited

Sonika Gupta
Company Secretary & Compliance Officer
Membership No. A38676

Summary of Proceedings of 29th Annual General Meeting of Bella Casa Fashion & Retail Limited

The 29th Annual General Meeting (AGM) of the members of Bella Casa Fashion & Retail Limited ('the Company') held on Tuesday, September 16, 2025 commenced at 01.00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The meeting was held in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular Nos. 09/2024 dated September 19, 2024 and earlier circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular number SEBI/HO/CFD/CFD-PoD/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circulars") without the physical presence of the Members at a common venue.

Mr. Harish Kumar Gupta, Chairman, commenced the meeting by welcoming all shareholders, directors, auditors, scrutinizers and other invitees who have joined the meeting and informed them that the annual general meeting is being held through video conference / other audio-visual means in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI.

The requisite quorum was present and called the meeting to order. The Company Secretary, Mrs. Sonika Gupta, informed the members that the notice convening the 29th Annual General Meeting and Annual Report has been circulated to all the members electronically, whose email address is registered with the Company or the Depository Participants. She informed that a Letter providing the QR Code and the web-link, giving the exact path of the Notice of AGM and Integrated Annual Report 2024-25, was sent to those members who have not registered their email addresses. She further informed that with the permission of members, the same was taken as read.

It was also informed that the Statutory Auditors' Report for the financial year 2024-25 does not contain any qualification and the same shall be taken as read, and with regard to observations raised by Secretarial Auditors in their Report, suitable response and corrective measures have been provided in the board's report and taken as read with the permission of the chair.

The Company Secretary informed that the Register of Directors/KMP and their shareholding and the Register of Contracts with Related parties and Contracts and Bodies etc. in which Directors are interested, have been made available for inspection electronically by the members during the AGM on the website of the Company at the investor section.

The Company Secretary informed that the dividend would be payable to all shareholders whose names appear in the Register of Members as on the Record date i.e. Tuesday, September 09, 2025

Mr. Harish Kumar Gupta, Chairman, then proceeded with his speech & highlighted on the key developments and financial performance of the company for the financial year 2024-25

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Mrs. Sonika Gupta, Company Secretary of the Company informed that the Company had provided remote e-voting facility to members to cast votes on all resolutions set forth in the Notice of 29th AGM and that the remote e-voting commenced on **Saturday, September 13, 2025 at 09:00 A.M. (IST)** and ends on **Monday, September 15, 2025 at 5:00 P.M (IST)**. She further informed that members who had not cast their votes through remote e-voting and who participated in this meeting may cast their votes through the e-voting system provided by Central Depository Services (India) Limited. She further informed that Mr. Manish Sancheti has been appointed as the Scrutinizer for scrutiny of the votes cast through the remote e-voting platform and e-voting during the AGM.

Further with the permission of the Chairman meeting proceeded with the following resolutions, set out at Sr. No. 1 to 12 in the Notice of 29th AGM.

The following items of business, as per the Notice of the 29th AGM, were transacted at the Meeting.

Item No.	Resolution(s)	Resolution Type
Ordinary Business		
1.	TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 TOGETHER WITH REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.	Ordinary
2.	TO APPOINT A DIRECTOR IN PLACE OF MR. HARISH KUMAR GUPTA (DIN: -01323944), WHOLE-TIME DIRECTOR, LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152 (6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE OFFERS, HIMSELF FOR REAPPOINTMENT.	Ordinary
3.	TO DECLARE A FINAL DIVIDEND OF RS. 2.00 (TWO RUPEES ONLY) PER EQUITY SHARE OF THE FACE VALUE OF RS. 10 (TEN) EACH OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025.	Ordinary
SPECIAL BUSINESS		
4.	TO APPOINT M/S CSM & CO., PRACTICING COMPANY SECRETARIES, AS SECRETARIAL AUDITORS OF THE COMPANY FOR A PERIOD OF 5 YEARS	Ordinary
5.	TO RE-APPOINT MR. PAWAN KUMAR GUPTA (DIN: 01543446) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS	Special

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6.	TO RE-APPOINT MR. HARISH KUMAR GUPTA (DIN: 01323944) AS THE CHAIRMAN & WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS	Special
7.	TO RE-APPOINT MR. SAURAV GUPTA (DIN: 07106619) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS	Special
8.	TO RE-APPOINT MR. GAURAV GUPTA (DIN-07106587) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS	Special
9.	TO APPOINT MR. SURENDRA SINGH BHANDARI (DIN 00043525) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS	Special
10.	TO APPOINT MR. GOVIND SABOO (DIN 06724172) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS	Special
11.	TO APPOINT MRS. NIVEDITA RAVINDRA SARDA (DIN 00938666) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS	Special
12.	TO APPOINT MR. NITIN MATHUR (DIN: 11192873) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS	Special

A presentation was made outlining the Company's journey to date and providing an overview of its future direction.

Thereafter, on invitation, the registered shareholders who had enrolled as speakers sought clarifications and/or offered comments on the item of business put to vote, which were duly addressed and replied to satisfactorily by Mr. Saurav Gupta, Whole-Time Director.

Post the Q&A session Company Secretary informed that the voting for the members attending the AGM, who could not cast their vote by remote e-voting, was opened and remained open for 15 minutes after the conclusion of the Meeting. It was also informed that the results of voting shall be declared within two working days of the conclusion of the Meeting.

It was informed that the results shall be disseminated on the website of the company, and stock exchanges where the Company's shares are listed, namely BSE Limited at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com. The same shall also be made available on the Company's website at www.bellacasa.in as well as on the e-voting website of Central



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Depository Services (India) Limited (“CDSL”) at www.evotingindia.com. The resolutions shall be deemed to be passed in this AGM, subject to the receipt of the requisite votes.

The meeting was declared as closed after thanks to the members who attended the meeting. The Annual General Meeting commenced at 01.00 P.M. and concluded at 01:51 P.M. and the E-voting window was closed at 02:06 P.M.

For and on behalf of Bella Casa Fashion & Retail Limited

Sonika Gupta
Company Secretary & Compliance Officer
Membership No. A38676