

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

Ref- BCFRL/SE/2025-26/03

Date: August 23, 2025

To,

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

**Subject: Notice of the 29<sup>th</sup> Annual General Meeting ('AGM') of the Company for the financial year 2024-25.**

Dear Sir / Madam,

We hereby inform you that in continuation of our letter dated August 07, 2025 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 29<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on Tuesday, September 16, 2025 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 Annual Report 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**  
**Company Secretary & Compliance Officer**  
**Membership No- A38676**

## NOTICE OF THE 29 TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 29 TH ANNUAL GENERAL MEETING ("AGM") OF MEMBERS OF BELLA CASA FASHION & RETAIL LIMITED ("the Company") WILL BE HELD ON TUESDAY, SEPTEMBER 16, 2025 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, 2025 together with report of the Board of Directors and Auditors thereon.

#### ITEM NO. 2 - APPOINTMENT OF MR. HARISH KUMAR GUPTA (DIN: -01323944), AS WHOLE-TIME DIRECTOR, LIABLE TO RETIRE BY ROTATION

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.

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Harish Kumar Gupta (DIN: -01323944), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Whole-Time Director of the Company, liable to retire by rotation."

#### ITEM NO.3 - DECLARATION OF DIVIDEND

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.

### SPECIAL BUSINESS

#### ITEM NO.4 - TO APPOINT M/S CSM & CO., PRACTICING COMPANY SECRETARIES (FIRM REGISTRATION NO. P2025RJ105300) AS SECRETARIAL AUDITORS OF THE COMPANY FOR A PERIOD OF 5 YEARS

To consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, CSM & Co, Practising Company Secretaries (Firm Registration Number P2025RJ105300) be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.

#### ITEM NO.5 - RE-APPOINTMENT OF MR. PAWAN KUMAR GUPTA (DIN: 01543446) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS

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

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pawan Kumar Gupta (DIN: 01543446) be and is hereby re-appointed as the Managing Director of the Company for a period of five (5) years with effect from July 31 2025 i.e., from the expiry of his present term of office to July 30, 2030, not liable to retire by rotation, on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

**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 continuance of payment of remuneration to Executive Director of the Company Mr. Pawan Kumar Gupta (DIN: 01543446), who are also Promoters of the Company, notwithstanding that 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** in the event of absence or inadequacy of profits in any financial year, Mr. Pawan Kumar Gupta (DIN: 01543446) as the Managing Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution."

#### ITEM NO.6 - RE-APPOINTMENT OF MR. HARISH KUMAR GUPTA (DIN: 01323944) AS THE CHAIRMAN & WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS

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

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Harish Kumar Gupta (DIN: 01323944) be and is hereby re-appointed as the Chairman & Whole-Time Director of the Company for a period of five (5) years with effect from July 31 2025 i.e., from the expiry of his present term of office to July 30, 2030, liable to retire by rotation, on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

**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 Mr. Harish Kumar Gupta (DIN: 01323944), Chairman & Whole-Time Director, who are is Promoters of the Company, notwithstanding that 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 her tenure of appointment.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Mr. Harish Kumar Gupta (DIN: 01323944) as the Chairman & Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

**ITEM NO.7 - RE-APPOINTMENT OF MR. SAURAV GUPTA (DIN: 07106619) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution: “RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Saurav Gupta (DIN: 07106619) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from July 31 2025 i.e., from the expiry of his present term of office to July 30, 2030 liable to retire by rotation, on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

**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 Mr. Saurav Gupta (DIN: 07106619), Whole-Time Director, who are also Promoters of the Company, notwithstanding that 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** in the event of absence or inadequacy of profits in any financial year, Mr. Saurav Gupta (DIN: 07106619), as the Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

**ITEM NO.8 - RE-APPOINTMENT OF MR. GAURAV GUPTA (DIN-07106587) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS**

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

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Gaurav Gupta (DIN: 07106587) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from July 31 2025 i.e., from the expiry of his present term of office to July 30, 2030, liable to retire by rotation, on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

**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 Mr. Gaurav Gupta (DIN: 07106587), Whole-Time Director, who are also Promoters of the Company, notwithstanding that 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 her tenure of appointment.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year Mr. Gaurav Gupta (DIN: 07106587) as the Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

**ITEM NO.9 - APPOINTMENT OF MR. SURENDRA SINGH BHANDARI (DIN 00043525) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”), as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), Mr. Surendra Singh Bhandari (DIN 00043525), who has given his consent for the appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for appointment and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint the Directorship of Mr. Surendra Singh Bhandari (DIN 00043525), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from July 15, 2025, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from July 15, 2025 to July 14, 2030.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under including any statutory modification(s) or re-enactment thereof, consent of the members of the Company be and is hereby accorded for Directorship of Mr. Surendra Singh Bhandari (DIN 00043525) as Non-Executive Independent Director of the Company, who has attained 75 years of age.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

**ITEM NO. 10 - APPOINTMENT OF MR. GOVIND SABOO (DIN 06724172) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”), as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), Mr. Govind Saboo (DIN 06724172) , who has given his

consent for the appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for appointment and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint the Directorship of Mr. Govind Saboo (DIN 06724172), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from July 15, 2025, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from July 15, 2025 to July 14, 2030.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution."

**ITEM NO. 11 - APPOINTMENT OF MRS. NIVEDITA RAVINDRA SARDA (DIN 00938666) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS**

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act"), as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), Mrs. Nivedita Ravindra Sarma (DIN 00938666), who has given her consent for the appointment and has submitted a declaration that she meets the criteria for independence under Section 149(6) of the Act and the applicable regulation of **SEBI (LODR)** Regulations, 2015 and also declared that she has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for appointment and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint the Directorship of Mrs. Nivedita Ravindra Sarma (DIN 00938666), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from July 15, 2025, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from July 15, 2025 to July 14, 2030.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution."

**ITEM NO. 12 - APPOINTMENT OF MR. NITIN MATHUR (DIN: 11192873) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS**

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act"), as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), Mr. Nitin Mathur (DIN: 11192873) who has given her consent for the appointment and has submitted a declaration that she meets the criteria for independence under Section 149(6) of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that she has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for appointment and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the

members be and is hereby accorded to appoint the Directorship of Mr. Nitin Mathur (DIN: 11192873), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from July 15, 2025, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from July 15, 2025 to July 14, 2030.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution."

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 07, 2025**

**Place: Jaipur**

**Registered Office**

**E-102, 103, EPIP, Sitapura Industrial Area, Jaipur - 302022 (Rajasthan) | Tel No.-0141-2771844**  
**Website-www.bellacasa.in | Email- info@bellacasa.in | CIN-L17124RJ1996PLC011522**

**NOTES:**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 2/2022, 10/2022 and 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 and 25th September 2023, 19th September, 2024 respectively (collectively referred to as "MCA Circulars") permitted the holding of AGM's by Companies, through Video Conferencing / Other Audio-Visual facility (VC/OAVM), up to December 31, 2022 without the physical presence of the Members at a common venue. The 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 (collectively referred to as "SEBI Circulars"). In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI Listing Regulations, the AGM of the Company is being conducted through VC/OAVM Facility, which does not require the physical presence of members.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special businesses for Item No. 4 to 12, to be transacted at the Annual General Meeting ('AGM') is annexed to notice hereto. Further, the relevant details with respect to Item No. 5 to 12 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 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.bellacasa.in](http://www.bellacasa.in) and the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and AGM notice is also available on CDSL website i.e. [www.evotingindia.com](http://www.evotingindia.com)

5. Physical copy of the Integrated Annual Report for the FY 2024-25 (including the Notice of the 29th 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 2024-25, may write to the Company at [cs@bellacasa.in](mailto:cs@bellacasa.in) for the same by providing their holding details.

6. ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF, SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA CIRCULARS ON ACCOUNT OF THREAT POSED BY COVID-19, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.

7. 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.

8. Mr. Manish Sancheti of 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 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.

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

10. 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).

11. The Register of the Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 10, 2025 to Tuesday, September 16, 2025** (both days inclusive).

12. 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.

13. The dividend, as recommended by the Board of Directors of the Company, if declared at the AGM, will be paid within 30 days from the date of AGM to those Members, whose names stand registered as on book closure date i.e. **Tuesday, September 09, 2025** in the record of the Company/ RTA/Depositories.

14. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the shareholders from 1st April 2020 and the Company is required to deduct tax at source ("TDS") from the dividend paid to the Members at the prescribed rates in the Income Tax Act, 1961("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, and Category as per IT Act with their Depository Participants. The Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof for prescribed rates for various categories of Shareholders.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to the Company at [cs@bellacasa.in](mailto:cs@bellacasa.in) or to its RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) by **Tuesday, September 09, 2025**. The aforementioned documents can also be uploaded through the link <https://ris.kfintech.com/form15> Shareholders are requested to refer to communication on this subject sent by the Company to them through e-mail or may visit the Company website [www.bellacasa.in](http://www.bellacasa.in), for

further details and formats of declaration. Kindly note that the relevant documents should be emailed to KFin Technologies Limited, the Registrar and Transfer Agent ("KFin") of the Company, at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). You can also email the same to [cs@bellacasa.in](mailto:cs@bellacasa.in) No communication on the tax determination/deduction shall be entertained after **Tuesday, September 09, 2025**.

Shareholders, whose valid PAN is updated, will be able to see the credit of TDS in Form 26AS. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for taxes so deducted at higher rate.

Non-resident shareholders [including Foreign Institutional Investors ("FIIs")/Foreign Portfolio Investors ("FPIs")] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). You can also email the same to [cs@bellacasa.in](mailto:cs@bellacasa.in) The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. (IST) on Tuesday, September 02, 2025.

15. 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>

16. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be **Tuesday, September 09, 2025**.

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](mailto:man.sancheti@gmail.com) with a copy marked to the Company Secretary at [cs@bellacasa.in](mailto: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](mailto: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](http://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 2023-24 and updated up to the date of 28th AGM held on August 23, 2024 has been uploaded on the website of the Company [www.bellacasa.in](http://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](http://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 2023-24 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 2017-18 is due for deposit to the Investor Education and Protection Fund on or before November 01, 2025.

22. In case the Dividend has remained unclaimed in respect of financial years 2017-18 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](mailto: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 and proposed to be re-appointed 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 - 1 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. Harish Kumar Gupta (DIN: 01323944), Chairman & 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. A brief resume of Directors proposed to be re-appointed, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors' interest as stipulated, are provided as an annexure to the notice.

33. 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 at least 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 Committee and Stakeholders Relationship 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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 and 09/2024 dated 19th September, 2024.

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 after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 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 13, 2025 at 09:00 A.M. (IST) and ends on Monday, September 15, 2025 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 09, 2025** 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <b><a href="http://www.cdslindia.com">www.cdslindia.com</a></b> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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: <b><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></b> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <b><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></b>. Select "Register Online for IDeAS" "Portal or click at <b><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></b></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <b><a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></b> 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.</li> </ol>

	<p>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 &amp; voting during the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.

(iv) 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](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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](http://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.
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (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](http://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](mailto: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](mailto: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 (company email id). 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)**

**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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no.1800 21 09911.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014:**

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. 4**

Tenure of the Company's previous Secretarial Auditor, M Sancheti & Associates, Practicing Company Secretaries, who were appointed for the financial year 2024-25, has been completed on March 31, 2025. The Board places on record its sincere appreciation for the professional services rendered and valuable guidance provided by them during their association with the Company. Accordingly, the Board considered the appointment of CSM & Co., Practicing Company Secretaries, a peer-reviewed firm (Firm Registration Number: P2025RJ105300), as the Secretarial Auditors of the Company.

To appoint Secretarial Auditors of the Company The Board at its meeting held on May 08, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc.,

has approved the appointment of CSM & Co., Practising Company Secretaries, a peer reviewed firm (Firm Registration Number: P2025RJ105300) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members. The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CSM & Co. is a firm of Practising Company Secretaries based in Jaipur. Renowned for its commitment to quality and precision, the firm has been peer-reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. CSM & Co. has 3 partners and focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across sectors like banking, manufacturing, pharmaceuticals, and public utilities.

CSM & Co. has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations.

The services to be rendered by CSM & Co. as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and CSM & Co.

In addition to the secretarial audit, CSM & Co shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors.

The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Company has received consent and eligibility letter from the proposed auditor to act as the Secretarial Auditors of the Company, in accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 4 of this Notice.

## ITEM NO. 5

### RE-APPOINTMENT OF MR. PAWAN KUMAR GUPTA AS THE MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS

The Members of the Company in the 24th Annual General Meeting held September 30, 2020, had re-appointed Mr. Pawan Kumar Gupta (DIN:01543446) as the Managing Director of the Company for a tenure of five years from July 31, 2020 to July 30, 2025 and pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 ("Act"), the remuneration payable to Mr. Pawan Kumar Gupta was approved for a period of three years from July 31, 2020 to July 30, 2023.

Thereafter, the Members of the Company at their 27th Annual General Meeting held on September 27, 2024 approved the remuneration payable to Mr. Pawan Kumar Gupta, Managing Director for the remaining term of two years from 31st July 2023 to 30th July, 2025.

The Board of Directors of the Company at its meeting held on July 14, 2025, have approved the re-appointment of Mr. Pawan Kumar Gupta (DIN:01543446) as the Managing Director of the Company for a period of five years from July 31, 2025 to July 30, 2030 based on the recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of the Members of the Company, pursuant to the provisions of Section 196 of the Act and rules made thereunder.

Mr. Pawan Kumar Gupta is proposed to be appointed as the Managing Director of the Company pursuant to the provisions of Section 196 of the Companies Act, 2013. The Company has received relevant disclosures from Mr. Pawan Kumar Gupta for his re-appointment as the Managing Director of the Company.

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 remuneration payable to Mr. Pawan Kumar Gupta has been approved for a period of three years from July 31, 2025 to July 30, 2028 by the Board of Directors based on the recommendation and approval of the NRC and subject to the approval of the Members of the Company.

The details of the proposed remuneration are set out below:

## I. REMUNERATION

### A. Basic Salary

Rs. 4 Lakh per month, with such annual increments as may be determined by the Nomination & Remuneration Committee ("NRC") and/or the Board, subject to compliance with the provisions of the Act, Schedule V, and SEBI LODR.

### B. Perquisites and Allowances

In addition to the salary, the Managing Director shall be entitled to the following perquisites, allowances, and benefits, evaluated wherever applicable as per the provisions of the Income-tax Rules, 1962, or any statutory modification(s) thereof:

Accommodation / House Rent Allowance – Furnished accommodation with utilities or House Rent Allowance, as per Company policy.

Medical Reimbursement – Reimbursement of medical expenses for self and family and payment of health insurance premium, as per the rules of the Company.

Leave Travel Concession (LTC) – For self and family once in a year, in accordance with the rules of the Company.

Accidental Policy – Coverage under a personal accident insurance policy as per Company policy.

Company's Contribution to Provident Fund, Family Pension Fund, and Superannuation Fund – As per the rules of the Company and to the extent these are not taxable under the Income-tax Act, 1961.

Gratuity – As per the rules of the Company, but not exceeding half a month's salary for each completed year of service.

Leave Encashment – Encashment of leave at the end of the tenure in accordance with the rules of the Company.

Conveyance and Communication Facilities – Provision of a chauffeur-driven car and telephone at residence for official use; personal long-distance calls on telephone and use of car for private purposes shall be billed by the Company to the Managing Director.

### C. Performance-linked Bonus / Commission

Such percentage of the net profits of the Company for each financial year or such other amount as may be determined by the NRC and/or the Board, subject to the overall ceiling specified under the Act and in compliance with Regulation 17(6)(e) of SEBI LODR, wherever applicable.

## II. MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of the Managing Director, the remuneration set out above shall be paid as minimum remuneration in accordance with Part II, Section II of Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof.

## III. OTHER TERMS

(a) The Managing Director shall not be liable to retire by rotation during the tenure of appointment.

(b) The Managing Director shall devote such time and attention to the business of the Company as may be necessary for the proper performance of duties and shall not engage in any other business or employment without prior approval of the Board.

Relevant details relating to re-appointment of Mr. Pawan Kumar Gupta as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure-1 to this Notice.

The statement as required under Section II Part II of the Schedule V of the Act with reference to the Special Resolution as set out at Item No. 5 is annexed hereto as Annexure- 2.

The Resolution set out at Item No. 5 shall be considered as sufficient compliance for the purpose of Regulation 17(6)(e) of the Listing Regulations as amended from time to time.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Pawan Kumar Gupta (DIN: 01543446), Managing Director under Section 190 of the Act.

The approval of the Members of the Company by way of Special Resolution is being sought for re-appointment of Mr. Pawan Kumar Gupta (DIN:01543446) Managing Director of the Company for a period of five years from July 31, 2025 to July 30, 2030 and the remuneration payable to Mr. Pawan Kumar Gupta as the Managing Director of the Company for the period from July 31, 2025 to July 30, 2028.

The NRC and the Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval by the Members of the Company.

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.

#### ITEM NO. 6

##### **RE-APPOINTMENT OF MR. HARISH KUMAR GUPTA AS THE CHAIRMAN & WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS**

The Members of the Company in the 24th Annual General Meeting held September 30, 2020, had re-appointed Mr. Harish Kumar Gupta (DIN:01323944) as the Chairman & Whole-Time Director of the Company for a tenure of five years from July 31, 2020 to July 30, 2025 and pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 ("Act"), the remuneration payable to Mr. Harish Kumar Gupta was approved for a period of three years from July 31, 2020 to July 30, 2023.

Thereafter, the Members of the Company at their 27th Annual General Meeting held on September 27, 2024 approved the remuneration payable to Mr. Harish Kumar Gupta, Chairman & Whole-Time Director for the remaining term of two years from 31st July 2023 to 30th July, 2025.

The Board of Directors of the Company at its meeting held on July 14, 2025, have approved the re-appointment of Mr. Harish Kumar Gupta (DIN:01323944) as the Chairman & Whole-Time Director of the Company for a period of five years from July 31, 2025 to July 30, 2030 based on the recommendation of the Nomination and Remuneration Committee ("NRC") and subject to the approval of the Members of the Company, pursuant to the provisions of Section 196 of the Act and rules made thereunder.

Mr. Harish Kumar Gupta is proposed to be appointed as the Chairman & Whole-Time Director of the Company pursuant to the provisions of Section 196 of the Companies Act, 2013. The Company has received relevant disclosures from Mr. Harish Kumar Gupta for his re-appointment as the Chairman & Whole-Time Director of the Company. 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 remuneration payable to Mr. Harish Kumar Gupta has been approved for a period of three years from July 31, 2025 to July 30, 2028 by the Board of Directors based on the recommendation and approval of the NRC and subject to the approval of the Members of the Company.

The details of the proposed remuneration are set out below:

#### I. REMUNERATION

##### A. Basic Salary

Rs. 4 Lakh per month, with such annual increments as may be determined by the Nomination & Remuneration Committee ("NRC") and/or the Board, subject to compliance with the provisions of the Act, Schedule V, and SEBI LODR.

##### B. Perquisites and Allowances

In addition to the salary, the Managing Director shall be entitled to the following perquisites, allowances, and benefits, evaluated wherever applicable as per the provisions of the Income-tax Rules, 1962, or any statutory modification(s) thereof:

Accommodation / House Rent Allowance – Furnished accommodation with utilities or House Rent Allowance, as per Company policy.

Medical Reimbursement – Reimbursement of medical expenses for self and family and payment of health insurance premium, as per the rules of the Company.

Leave Travel Concession (LTC) – For self and family once in a year, in accordance with the rules of the Company.

Accidental Policy – Coverage under a personal accident insurance policy as per Company policy.

Company's Contribution to Provident Fund, Family Pension Fund, and Superannuation Fund – As per the rules of the Company and to the extent these are not taxable under the Income-tax Act, 1961.

Gratuity – As per the rules of the Company, but not exceeding half a month's salary for each completed year of service.

Leave Encashment – Encashment of leave at the end of the tenure in accordance with the rules of the Company.

Conveyance and Communication Facilities – Provision of a chauffeur-driven car and telephone at residence for official use; personal long-distance calls on telephone and use of car for private purposes shall be billed by the Company to the Managing Director.

##### C. Performance-linked Bonus / Commission

Such percentage of the net profits of the Company for each financial year or such other amount as may be determined by the NRC and/or the Board, subject to the overall ceiling specified under the Act and in compliance with Regulation 17(6)(e) of SEBI LODR, wherever applicable.

#### II. MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of the Managing Director, the remuneration set out above shall be paid as minimum remuneration in accordance with Part II, Section II of Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof.

#### III. OTHER TERMS

a) The Managing Director shall not be liable to retire by rotation during the tenure of appointment.

b) The Managing Director shall devote such time and attention to the business of the Company as may be necessary for the proper performance of duties and shall not engage in any other business or employment without prior approval of the Board.

Relevant details relating to re-appointment of Mr. Harish Kumar Gupta as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure- 1 to this Notice.

The statement as required under Section II Part II of the Schedule V of the Act with reference to the Special Resolution as set out at Item No.5 is annexed hereto as Annexure- 2.

The Resolution set out at Item No. 5 shall be considered as sufficient compliance for the purpose of Regulation 17(6)(e) of the Listing Regulations as amended from time to time.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Harish Kumar Gupta (DIN:01323944) Chairman & Whole-Time under Section 190 of the Act.

As per the proviso to Section 196(3)(a) of the Companies Act, 2013, since Mr. Harish Kumar Gupta will be attaining the age of 70 years during his tenure, the approval of the members is required to be obtained by way of a Special Resolution.”

The approval of the Members of the Company by way of Special Resolution is being sought for re-appointment of Mr. Harish Kumar Gupta (DIN:01323944) Chairman & Whole-Time Director of the Company for a period of five years from July 31, 2025 to July 30, 2030 and the remuneration payable to Mr. Harish Kumar Gupta as the Chairman & Whole-Time Director of the Company for the period from July 31, 2025 to July 30, 2028.

The NRC and the Board recommend the Special Resolution as set out at Item No. 5 of the Notice for approval by the Members of the Company.

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.

#### ITEM NO. 7

#### RE-APPOINTMENT OF AS SAURAV GUPTA THE WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS

The Members of the Company in the 24th Annual General Meeting held September 30, 2020, had re-appointed Mr. Saurav Gupta (DIN:07106619) as the Whole-Time Director of the Company for a tenure of five years from July 31, 2020 to July 30, 2025 and pursuant to Section II of Part II of Schedule V of the Companies

Act, 2013 (“Act”), the remuneration payable to Mr. Saurav Gupta was approved for a period of three years from July 31, 2020 to July 30, 2023.

There after, the Members of the Company at their 27th Annual General Meeting held on September 27, 2024 approved the remuneration payable to Mr. Saurav Gupta, Whole-Time Director for the remaining term of two years from 31st July 2023 to 30th July, 2025.

The Board of Directors of the Company at its meeting held on July 14, 2025, have approved the re-appointment of Mr. Saurav Gupta (DIN:07106619) as the Whole-Time Director of the Company for a period of five years from July 31, 2025 to July 30, 2030 based on the recommendation of the Nomination and Remuneration Committee (‘NRC’) and subject to the approval of the Members of the Company, pursuant to the provisions of Section 196 of the Act and rules made thereunder.

Mr. Saurav Gupta is proposed to be appointed as the Whole-Time Director of the Company pursuant to the provisions of Section 196 of the Companies Act, 2013. The Company has received relevant disclosures from Mr. Saurav Gupta for his re-appointment as the Whole-Time Director of the Company.

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 remuneration payable to Mr. Saurav Gupta has been approved for a period of three years from July 31, 2025 to July 30, 2028 by the Board of Directors based on the recommendation and approval of the NRC and subject to the approval of the Members of the Company.

The details of the proposed remuneration are set out below:

#### I. REMUNERATION

##### A. Basic Salary

Rs. 4 Lakh per month, with such annual increments as may be determined by the Nomination & Remuneration Committee (“NRC”) and/or the Board, subject to compliance with the provisions of the Act, Schedule V, and SEBI LODR.

##### B. Perquisites and Allowances

In addition to the salary, the Whole-Time Director shall be entitled to the following perquisites, allowances, and benefits, evaluated wherever applicable as per the provisions of the Income-tax Rules, 1962, or any statutory modification(s) there of:

Accommodation / House Rent Allowance – Furnished accommodation with utilities or House Rent Allowance, as per Company policy.

Medical Reimbursement – Reimbursement of medical expenses for self and family and payment of health insurance premium, as per the rules of the Company.

Leave Travel Concession (LTC) – For self and family once in a year, in accordance with the rules of the Company.  
Accidental Policy – Coverage under a personal accident insurance policy as per Company policy.

Company’s Contribution to Provident Fund, Family Pension Fund, and Superannuation Fund – As per the rules of the Company and to the extent these are not taxable under the Income-tax Act, 1961.

Gratuity – As per the rules of the Company, but not exceeding half a month’s salary for each completed year of service.

Leave Encashment – Encashment of leave at the end of the tenure in accordance with the rules of the Company.

Conveyance and Communication Facilities – Provision of a chauffeur-driven car and telephone at residence for official use; personal long-distance calls on telephone and use of car for private purposes shall be billed by the Company to the Whole-Time Director.

##### C. Performance-linked Bonus / Commission

Such percentage of the net profits of the Company for each financial year or such other amount as may be determined by the NRC and/or the Board, subject to the overall ceiling specified under the Act and in compliance with Regulation 17(6)(e) of SEBI LODR, wherever applicable.

#### II. MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of the Whole-Time Director, the remuneration set out above shall be paid as minimum remuneration in accordance with Part II, Section II of Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof.

#### III. OTHER TERMS

- (a) The Whole-Time Director shall be liable to retire by rotation during the tenure of appointment.
- (b) The Whole-Time Director shall devote such time and attention to the business of the Company as may be necessary for the proper performance of duties and shall not engage in any other business or employment without prior approval of the Board.

Relevant details relating to re-appointment of Mr. Saurav Gupta as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure-1 to this Notice.

The statement as required under Section II Part II of the Schedule V of the Act with reference to the Special Resolution as set out at Item No. 5 is annexed hereto as Annexure- 2.

The Resolution set out at Item No. 5 shall be considered as sufficient compliance for the purpose of Regulation 17(6)(e) of the Listing Regulations as amended from time to time.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Saurav Gupta (DIN:07106619) Whole-Time Director under Section 190 of the Act.

The approval of the Members of the Company by way of Special Resolution is being sought for re-appointment of Mr. Saurav Gupta (DIN:07106619) Whole-Time Director of the Company for a period of five years from July 31, 2025 to July 30, 2030 and the remuneration payable to Mr. Saurav Gupta as the Whole-Time Director of the Company for the period from July 31, 2025 to July 30, 2028.

The NRC and the Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval by the Members of the Company.

Mr. Pawan Kumar Gupta, Mr. Harish Kumar Gupta, Mr. Saurav Gupta and Mr. Gaurav Gupta are interested in the resolution. The relatives of Saurav 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.

#### **ITEM NO.8 - RE-APPOINTMENT OF AS GAURAV GUPTA THE WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS**

The Members of the Company in the 24th Annual General Meeting held September 30, 2020, had re-appointed Mr. Gaurav Gupta (DIN:07106587) as the Whole-Time Director of the Company for a tenure of five years from July 31, 2020 to July 30, 2025 and pursuant to Section II of Part II of Schedule V of the Companies

Act, 2013 ("Act"), the remuneration payable to Mr. Gaurav Gupta was approved for a period of three years from July 31, 2020 to July 30, 2023.

Thereafter, the Members of the Company at their 27th Annual General Meeting held on September 27, 2024 approved the remuneration payable to Mr. Gaurav Gupta, Whole-Time Director for the remaining term of two years from 31st July 2023 to 30th July, 2025.

The Board of Directors of the Company at its meeting held on July 14, 2025, have approved the re-appointment of Mr. Gaurav Gupta (DIN:07106587) as the Whole-Time Director of the Company for a period of five years from July 31, 2025 to July 30, 2030 based on the recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of the Members of the Company, pursuant to the provisions of Section 196 of the Act and rules made thereunder.

Mr. Gaurav Gupta is proposed to be appointed as the Whole-Time Director of the Company pursuant to the provisions of Section 196 of the Companies Act, 2013. The Company has received relevant disclosures from Mr. Gaurav Gupta for his re-appointment as the Whole-Time Director of the Company.

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 remuneration payable to Mr. Gaurav Gupta has been approved for a period of three years from July 31, 2025 to July 30, 2028 by the Board of Directors based on the recommendation and approval of the NRC and subject to the approval of the Members of the Company.

The details of the proposed remuneration are set out below:

#### **I. REMUNERATION**

##### **A. Basic Salary**

Rs. 4 Lakh per month, with such annual increments as may be determined by the Nomination & Remuneration Committee ("NRC") and/or the Board, subject to compliance with the provisions of the Act, Schedule V, and SEBI LODR.

##### **B. Perquisites and Allowances**

In addition to the salary, the Whole-Time Director shall be entitled to the following perquisites, allowances, and benefits, evaluated wherever applicable as per the provisions of the Income-tax Rules, 1962, or any statutory modification(s) thereof:

Accommodation / House Rent Allowance – Furnished accommodation with utilities or House Rent Allowance, as per Company policy.

Medical Reimbursement – Reimbursement of medical expenses for self and family and payment of health insurance premium, as per the rules of the Company.

Leave Travel Concession (LTC) – For self and family once in a year, in accordance with the rules of the Company.  
Accidental Policy – Coverage under a personal accident insurance policy as per Company policy.

Company's Contribution to Provident Fund, Family Pension Fund, and Superannuation Fund – As per the rules of the Company and to the extent these are not taxable under the Income-tax Act, 1961.

Gratuity – As per the rules of the Company, but not exceeding half a month's salary for each completed year of service.  
Leave Encashment – Encashment of leave at the end of the tenure in accordance with the rules of the Company.

Conveyance and Communication Facilities – Provision of a chauffeur-driven car and telephone at residence for official use; personal long-distance calls on telephone and use of car for private purposes shall be billed by the Company to the Whole-Time Director.

##### **C. Performance-linked Bonus / Commission**

Such percentage of the net profits of the Company for each financial year or such other amount as may be determined by the NRC and/or the Board, subject to the overall ceiling specified under the Act and in compliance with Regulation 17(6)(e) of SEBI LODR, wherever applicable.

#### **II. MINIMUM REMUNERATION**

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of the Whole-Time Director, the remuneration set out above shall be paid as minimum remuneration in accordance with Part II, Section II of Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof.

#### **III. OTHER TERMS**

- (a) The Whole-Time Director shall be liable to retire by rotation during the tenure of appointment.
- (b) The Whole-Time Director shall devote such time and attention to the business of the Company as may be necessary for the proper performance of duties and shall not engage in any other business or employment without prior approval of the Board.

Relevant details relating to re-appointment of Mr. Gaurav Gupta as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure-1 to this Notice.

The statement as required under Section II Part II of the Schedule V of the Act with reference to the Special Resolution as set out at Item No.5 is annexed hereto as Annexure- 2.

The Resolution set out at Item No. 5 shall be considered as sufficient compliance for the purpose of Regulation 17(6)(e) of the Listing Regulations as amended from time to time.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Saurav Gupta (DIN:07106619) Whole-Time Director under Section 190 of the Act.

The approval of the Members of the Company by way of Special Resolution is being sought for re-appointment of Mr. Gaurav Gupta (DIN:07106587) Whole-Time Director of the Company for a period of five years from July 31, 2025 to July 30, 2030 and the remuneration payable to Mr. Gaurav Gupta as the Whole-Time Director of the Company for the period from July 31, 2025 to July 30, 2028.

The NRC and the Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval by the Members of the Company.

Mr. Pawan Kumar Gupta, Mr. Harish Kumar Gupta, Mr. Saurav Gupta and Mr. Gaurav Gupta are interested in the resolution. The relatives of Gaurav 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

**ITEM NO.9 - APPOINTMENT OF MR. SURENDRA SINGH BHANDARI (DIN 00043525) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS**

The Nomination and Remuneration Committee has recommended and the Board of Directors at their meeting held on July 14, 2025 has appointed Mr. Surendra Singh Bhandari (DIN 00043525) as an Additional Director under the category of the Non-Executive Independent Director of the Company w.e.f. July 15, 2025 pursuant to Section 161 of the Companies Act, 2013; subject to the approval of Members at General Meeting.

Mr. Bhandari is seventy-seven years of age. As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from 1st April, 2019, no listed company shall appoint a person or continue the directorship of any person as a Non - Executive Director who has attained the age of seventy-five years, unless a Special Resolution is passed to that effect.

Mr. Bhandari is a Chartered Accountant since 1970 and a merit holder in both Inter and Final CA exams. He is the Founder Partner of M/s. S. Bhandari & Co. LLP, one of Rajasthan's largest CA firms with 14 partners, handling major audits of PSUs and nationalized banks. He has held board positions as Independent Director in Central Bank of India, Bank of Baroda, Reliance Capital Trustee (now Nippon Mutual Fund), and over 25 other companies. He also served as RBI nominee on Bank of Rajasthan. A former Central Council Member of ICAI, he has led large assignments in audits, M&As, restructuring, and infrastructure projects.

The Nomination and Remuneration Committee and the Board of Directors are of the opinion that Mr. Bhandari possesses the requisite qualifications, experience, and expertise to contribute meaningfully to the deliberations of the Board. Considering his experience and vast knowledge in the fields of Audit & Assurance, Banking, Finance, Corporate Governance, Mergers, Acquisitions & Corporate Restructuring, Policy & Regulation, and Management, he brings with him the skills, capabilities, and proficiency required for the role of an Independent Director. His appointment is expected to add significant value to the Company's governance and strategic direction. Accordingly, the Nomination and Remuneration Committee and the Board recommend his appointment as an Independent Director, considering it to be in the best interests of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board approved the appointment of Mr. Bhandari as an Independent Director of the Company, not being liable to retire by rotation, for a term of 5 (five) years commencing from July 15, 2025 and ending on July 14, 2030 (both days inclusive), subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Mr. Bhandari

fulfils the conditions specified in the Companies Act, 2013 ("the Act") read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for being appointed as an Independent Director of the Company and he is independent of the management.

Mr. Bhandari has provided his consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. Aforesaid independent director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his consent to act as a Director. The Company has also received declaration from him stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. The Company has also received declaration from him stating that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority. In the opinion of the Board, he fulfils the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

The resolution set out in Item No. 9 seeks the approval of members for the appointment of Mr. Bhandari (DIN 00043525) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. July 15, 2025 to July 14, 2030; pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office shall not be liable to retire by rotation. The brief profile of Mr. Bhandari (DIN 00043525) is given in the Notice of AGM with the details of the directors seeking appointment/ re-appointment.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Bhandari will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The aforesaid director may be considered as the financially interested in the resolution to the extent of the sitting fees as may be paid to him for attending the Board/committee meeting. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution. Mr. Bhandari (DIN 00043525) does not hold any shares in the Company.

The Board of directors recommend to pass necessary resolution as set out in Item No. 9 of the Notice by way of the Special Resolution.

**ITEM NO. 10 - APPOINTMENT OF MR. GOVIND SABOO (DIN 06724172) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS**

The Nomination and Remuneration Committee has recommended and the Board of Directors at their meeting held on July 14, 2025 has appointed Mr. Govind Saboo (DIN: 06724172) as an Additional Director under the category of the Non-Executive Independent Director of the Company w.e.f. July 15, 2025 pursuant to Section 161 of the Companies Act, 2013; subject to the approval of Members at General Meeting.

Considering his experience and vast knowledge in the field of Capital Markets & Investment Banking, Equity Research & Investment Advisory, Corporate Governance & Investor Relations, Finance, Audit, Management etc. the skills, capabilities and proficiency required for the role and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board approved the appointment of Mr. Govind Saboo as an Independent Director of the Company, not being liable to retire by rotation, for a term of 5 (five) years commencing from July 15, 2025 and ending on July 14, 2030 (both days inclusive), subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Mr. Govind Saboo Bhandari fulfils the conditions specified in the Companies Act, 2013 ("the Act") read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for being appointed as an Independent Director of the Company and he is independent of the management.

Mr. Govind Saboo has provided his consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. Aforesaid independent director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his

consent to act as a Director. The Company has also received declaration from him stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. The Company has also received declaration from him stating that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority. In the opinion of the Board, he fulfils the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

The resolution set out in Item No. 10 seeks the approval of members for the appointment of Mr. Govind Saboo (DIN: 06724172) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. July 15, 2025 to July 14, 2030; pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office shall not be liable to retire by rotation. The brief profile of Mr. Govind Saboo (DIN: 06724172) is given in the Notice of AGM with the details of the directors seeking appointment/re-appointment.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Govind Saboo will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The aforesaid director may be considered as the financially interested in the resolution to the extent of the sitting fees as may be paid to him for attending the Board/committee meeting. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution. Mr. Govind Saboo (DIN: 06724172) does not hold any shares in the Company.

The Board of directors recommend to pass necessary resolution as set out in Item No. 10 of the Notice by way of the Special Resolution.

**ITEM NO. 11 - APPOINTMENT OF MRS. NIVEDITA RAVINDRA SARDA (DIN 00938666) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS**

The Nomination and Remuneration Committee has recommended and the Board of Directors at their meeting held on July 14, 2025 has appointed Mrs. Nivedita Ravindra Sarda (DIN: 00938666) as an Additional Director under the category of the Non-Executive Independent Director of the Company w.e.f. July 15, 2025 pursuant to Section 161 of the Companies Act, 2013; subject to the approval of Members at General Meeting.

She is a Rank Holder Chartered Accountant, Certified Treasury Manager and Corporate Lawyer, she has an experience of over 25 years gained from prestigious law firms in India and financial institutions. Considering her experience and vast knowledge in the field of Corporate & Commercial Laws, Banking & Finance, Insolvency & Bankruptcy (IBC), Cross-Border Transactions & Foreign Collaborations, Taxation etc. the skills, capabilities and proficiency required for the role and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board approved the appointment of Mrs. Nivedita Ravindra Sarda as an Independent Director of the Company, not being liable to retire by rotation, for a term of 5 (five) years commencing from July 15, 2025 and ending on July 14, 2030 (both days inclusive), subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Mrs. Nivedita Ravindra Sarda fulfils the conditions specified in the Companies Act, 2013 ("the Act") read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for being appointed as an Independent Director of the Company and she is independent of the management.

Mrs. Nivedita Ravindra Sarda has provided her consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. Aforesaid independent director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given her consent to act as a Director. The Company has also received declaration from her stating that she meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. The Company has also received declaration from her stating that she is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority. In the opinion of the Board, she fulfils the criteria of independency and the conditions for her appointment as an Independent Director as specified in the Companies

Act, 2013 and the SEBI (LODR) Regulation, 2015 and further she has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

The resolution set out in Item No. 11 seeks the approval of members for the appointment of Mrs. Nivedita Ravindra Sarda (DIN: 00938666) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. July 15, 2025 to July 14, 2030; pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. Her office shall not be liable to retire by rotation. The brief profile of Mr. Mrs. Nivedita Ravindra Sarda (DIN: 00938666) is given in the Notice of AGM with the details of the directors seeking appointment/re-appointment.

In conformity with the Company's Nomination and Remuneration Policy, Mrs. Nivedita Ravindra Sarda will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by her, reimbursement of expenses for participation in the meetings, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The aforesaid director may be considered as the financially interested in the resolution to the extent of the sitting fees as may be paid to her for attending the Board/committee meeting. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution. Mrs. Nivedita Ravindra Sarda (DIN: 00938666) does not hold any shares in the Company.

The Board of directors recommend to pass necessary resolution as set out in Item No. 11 of the Notice by way of the Special Resolution.

**ITEM NO. 12 - APPOINTMENT OF MR. NITIN MATHUR (DIN: 11192873) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS**

The Nomination and Remuneration Committee has recommended and the Board of Directors at their meeting held on July 14, 2025 has appointed Mr. Nitin Mathur (DIN: 11192873) as an Additional Director under the category of the Non-Executive Independent Director of the Company w.e.f. July 15, 2025 pursuant to Section 161 of the Companies Act, 2013; subject to the approval of Members at General Meeting.

Considering his experience and vast knowledge in the field of Accounting Controls & Financial Risk Management, Internal Audits & Regulatory Compliance, Financial Data Analysis & Reporting, Strategic Risk Intelligence & Governance etc. the skills, capabilities and proficiency required for the role and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board approved the appointment of Mr. Nitin Mathur as an Independent Director of the Company, not being liable to retire by rotation, for a term of 5 (five) years commencing from July 15, 2025 and ending on July 14, 2030 (both days inclusive), subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Mr. Nitin Mathur fulfils the conditions specified in the Companies Act, 2013 ("the Act") read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for being appointed as an Independent Director of the Company and he is independent of the management.

Mr. Nitin Mathur has provided his consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. Aforesaid independent director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his consent to act as a Director. The Company has also received declaration from him stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. The Company has also received declaration from him stating that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority. In the opinion of the Board, he fulfils the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

The resolution set out in Item No. 12 seeks the approval of members for the appointment of Mr. Nitin Mathur (DIN: 11192873) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. July 15, 2025 to

July 14, 2030; pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office shall not be liable to retire by rotation. The brief profile of Mr. Nitin Mathur (DIN: 11192873) is given in the Notice of AGM with the details of the directors seeking appointment/re-appointment.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Nitin Mathur will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The aforesaid director may be considered as the financially interested in the resolution to the extent of the sitting fees as may be paid to him for attending the Board/committee meeting. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution. Mr. Nitin Mathur (DIN: 11192873) does not hold any shares in the Company.

The Board of directors recommend to pass necessary resolution as set out in Item No. 12 of the Notice by way of the Special Resolution.

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 07, 2025**

**Place: Jaipur**

**Registered Office**

E-102, 103, EPIP, Sitapura Industrial Area, Jaipur - 302022 (Rajasthan) | Tel No.-0141-2771844

Website-www.bellacasa.in | Email- info@bellacasa.in | CIN-L17124RJ1996PLC011522

## 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.5 TO 8 OF THE NOTICE

#### I. GENERAL INFORMATION

- Nature of industry:** Retailing & Manufacturing of Apparels, Bed sheets, Quilts, home furnishing textile items, printed/dyed furnishing fabrics.
- Date or Expected Date of Commencement of Commercial Production:** The Company started its commercial production in the year 1996.
- In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- Financial Performance based on given indicators:**

Particulars	2024-25	2023-24	2022-23
Paid up Capital	1,338.75	1,147.50	1,147.50
Reserve & Surplus	13,613.23	7,340.39	6,412.40
Gross Revenue	34,854.76	23,009.88	20,176.32
Profit before tax	2,128.92	1,357.39	1,033.15
Tax expenses	5,49.39	339.17	2,57.12
Profit after tax	1,584.53	1,020.55	7,80.70

- 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

Pawan Kumar Gupta aged approximately 62 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 30 Years of experience in textile Business and 23 of experience in textile retailing & manufacturing.

#### 2. Past Remuneration

Past remuneration of Harish Kumar Gupta for 3 preceding Financial Years.

Year	Remuneration in Rupees
2022-23	24,36,000 per annum
2023-24	24,36,000 per annum
2024-25	24,36,000 per annum
2025-26*	4,00,000 per month

\*The Board of Directors, in its meeting held on May 08, 2025, approved the remuneration of Rupees 4,00,000 per month payable with effect from the same date. The said remuneration was subsequently approved by the members of the Company through postal ballot on August 5, 2025.

### 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

There are no changes in the existing remuneration

### 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 67 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 Harish Kumar Gupta for 3 preceding Financial Years.

Year	Remuneration in Rupees
2022-23	24,36,000 per annum
2023-24	24,36,000 per annum
2024-25	24,36,000 per annum
2025-26*	4,00,000 per month

\*The Board of Directors, in its meeting held on May 08, 2025, approved the remuneration of Rupees 4,00,000 per month payable with effect from the same date. The said remuneration was subsequently approved by the members of the Company through postal ballot on August 5, 2025.

### 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 50 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

There are no changes in the existing remuneration

### 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.

## C. Mr. Saurav Gupta

### 1. Background Details

Mr. Saurav Gupta, approximately 43 years old, he holds an MBA from IIM Ahmedabad and a Post Graduate Diploma in Apparel Marketing & Merchandising from NIFT. For the past 21 years, he has been managing the marketing, merchandising, and product development functions of the company. His expertise has been pivotal in accelerating growth in the apparel sector of the company

### 2. Past Remuneration

Past remuneration of Harish Kumar Gupta for 3 preceding Financial Years.

Year	Remuneration in Rupees
2022-23	24,36,000 per annum
2023-24	24,36,000 per annum
2024-25	24,36,000 per annum
2025-26*	4,00,000 per month

\*The Board of Directors, in its meeting held on May 08, 2025, approved the remuneration of Rupees 4,00,000 per month payable with effect from the same date. The said remuneration was subsequently approved by the members of the Company through postal ballot on August 5, 2025.

### 3. Recognition or Awards

The Company has received various awards and recognition during his tenure.

### 4. Job Profile and Suitability

Under his leadership, the company has introduced innovative products and expanded its market reach. He has successfully implemented strategies that have improved brand visibility and customer engagement. His ability to identify market trends and adapt to changing consumer preferences has significantly contributed to the company's competitive edge.

In addition to his professional achievements, he is known for his strategic vision and commitment to fostering a culture of excellence within the organization. His dedication to continuous improvement and his collaborative approach has been instrumental in driving the company's success.

### 5. Remuneration Proposed

There are no changes in the existing remuneration

### 6. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The remuneration of Mr. Saurav 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. Saurav Gupta also holds 10,01,975 (7.48%) equity shares of the company. Mr. Saurav Gupta, Whole-Time Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mr. Harish Kumar Gupta, Pawan Kumar Gupta and Gaurav Gupta.

#### D. Mr. Gaurav Gupta

##### 1. Background Details

Mr. Gaurav Gupta, approximately 43 years old, is a Whole Time Director of our company. 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.

##### 2. Past Remuneration

Year	Remuneration in Rupees
2022-23	24,36,000 per annum
2023-24	24,36,000 per annum
2024-25	24,36,000 per annum
2025-26*	4,00,000 per month

\*The Board of Directors, in its meeting held on May 08, 2025, approved the remuneration of Rupees 4,00,000 per month payable with effect from the same date. The said remuneration was subsequently approved by the members of the Company through postal ballot on August 5, 2025.

### 3. Recognition or Awards

The Company has received various awards and recognition during his tenure.

### 4. Job Profile and Suitability

He 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. His strategic vision and hands-on approach have driven operational efficiencies and product innovation, setting new standards in quality and design.

Currently, Mr. Gupta is responsible for elevating the company's digital platforms and enhancing the digital experience for consumers across all channels to drive consumer acquisition, retention, value, and revenue. His leadership in digital marketing has resulted in improved online presence, increased customer engagement, and higher conversion rates. He is also focused on leveraging data analytics to understand consumer behavior better and to personalize marketing strategies effectively.

### 5. Remuneration Proposed

There are no changes in the existing remuneration

### 6. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The remuneration of Mr. Gaurav 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. Gaurav Gupta also holds 19,56,492 (14.61) equity shares of the company. Mr. Gaurav Gupta, Whole-Time Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mr. Harish Kumar Gupta, Pawan Kumar Gupta and Saurav 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 2024-25. 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 29TH 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. PAWAN KUMAR GUPTA	MR. HARISH KUMAR GUPTA
DIN	01543446	01323944
Designation	Managing Director	Chairman & Whole-Time Director
Date of Birth and Age	01/09/1961, 64 years	27/07/1957, 68 years
Date of the FIRST appointment on the Board	05/02/1996	05/02/1996
Qualifications	He holds a bachelor's degree in commerce.	He holds a bachelor's degree in commerce.
Experience and Expertise	He is the Managing Director of our company and has been a board member since its inception. As the founder and promoter, he brings over 32 years of experience in textile trading and 25 years in textile manufacturing. His dynamic leadership and extensive experience have been instrumental in delivering consistent value to our projects and expansion strategy.	Serves as the Chairman and Whole Time Director of our company. Over the years, Mr. Gupta has developed extensive expertise in manufacturing apparel and home furnishings. As the founder and promoter of the company, he has been instrumental in its growth and development from the beginning. With over 50 years of experience in the textile industry, Mr. Gupta plays a crucial role in shaping company policies and developmental activities.
Terms and conditions of re-appointment	As per Resolution No. 5 of the notice read with explanatory statement thereto.	As per Resolution No. 6 of the notice read with explanatory statement thereto.
Details of Remuneration sought to be paid	4,00,000 per month	4,00,000 per month
Last Remuneration Drawn (per month)	4,00,000 per month	4,00,000 per month
Number of Meetings of the Board attended during the year (2024-25)	Out of 6 meetings he attended 6 meeting	Out of 6 meetings he attended 5 meetings
DIRECTORSHIPS IN other LISTED/UNLISTED COMPANIES	None	None

Membership / Chairmanship of Committees of THE COMPANY	None	None
Membership / Chairmanship of Committees of other Board	None	None
Details of Listed Companies from which the Director resigned during FY 2022-23, FY 2023-24 and 2024-25	None	None
Shareholding in Bella casa fashion & retail Limited	11,32,064 Equity Shares	11,71,414 Equity Shares
Relationship with other directors, managers and other KeyManagerial Personnel of the Company	Brother of Mr. Harish Kumar Gupta, Chairman & Whole-Time Director, father of Mr. Saurav Gupta, Whole-Time Director of the Company and uncle of Mr. Gaurav Gupta, Whole-Time Director of the Company	Brother of Mr. Pawan Kumar Gupta, Managing Director, father of Mr. Gaurav Gupta, Whole-Time Director of the Company and uncle of Mr. Saurav Gupta, Whole-Time Director of the Company
Justification for choosing the appointees for appointment as Independent Directors	NA	NA

NAME OF THE DIRECTOR	MR. SAURAV GUPTA	MR. GAURAV GUPTA
DIN	07106619	07106587
Designation	Whole-Time Director	Whole-Time Director
Date of Birth and Age	02/07/1981, 43 years	20/07/1981, 43 years
Date of the FIRST appointment on the Board	20/03/2015	20/03/2015
Qualifications	He holds an MBA from IIM Ahmedabad and a Post Graduate Diploma in Apparel Marketing & Merchandising from NIFT.	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	For the past 21 years, he has been managing the marketing, merchandising, and product development functions of the company. His expertise has been pivotal in accelerating growth in the apparel sector of the company	Mr. Gaurav Gupta, is a Whole Time Director of our company. For the past 24 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
Terms and conditions of re-appointment	As per Resolution No. 7 of the notice read with explanatory statement thereto.	As per Resolution No. 8 of the notice read with explanatory statement thereto.
Details of Remuneration sought to be paid	4,00,000 per month	4,00,000 per month
Last Remuneration Drawn per month)	4,00,000 per month	4,00,000 per month
Number of Meetings of the Board attended during the year (2024-25)	out of 6 meetings he attended 6 meetings	out of 6 meetings he attended 6 meetings
DIRECTORSHIPS IN other LISTED/UNLISTED COMPANIES	Dynamic Cables Limited (Independent Director)	None
Membership / Chairmanship of Committees of THE COMPANY	Audit Committee- Member Shareholder's / Investors Grievance Committee-Member Corporate Social Responsibility Committee-Member	Member of: 1. Corporate Social Responsibility Committee.
Membership / Chairmanship of Committees of other Board	Dynamic Cables Limited Audit Committee-Member Nomination and remuneration Committee- Member Stakeholders Relationship Committee- Member	None
Details of Listed Companies from which the Director resigned during FY 2021-22, FY 2022-23 and 2024-25	None	None
Shareholding in Bella casa fashion & retail Limited	10,01,975 Equity Shares	19,56,492 Equity Shares
Relationship with other directors, managerS and other KeyManagerial Personnel of the Company	Son of Mr. Pawan Kumar Gupta, Managing Director, nephew of Mr. Harish Kumar Gupta, Chairman & Whole-Time Director and first cousin of Mr. Gaurav Gupta, Whole-Time Director.	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	NA	NA
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Name of the Director	MR. SURENDRA SINGH BHANDARI	Mr. GOVIND SABOO
DIN	00043525	06724172
Designation	Independent & Non-Executive Director	Independent & Non-Executive Director
Date of Birth and Age	20/01/1948,76 years	24/10/1983,42 years
Date of the FIRST appointment on the Board	15/07/2025	15/07/2025
Qualifications	FCA, B.COM GRADUATE	FCA, B.COM GRADUATE
Experience and Expertise	Mr. S.S. Bhandari is a Chartered Accountant since 1970 and a merit holder in both Inter and Final CA exams. He is the Founder Partner of M/s. S. Bhandari & Co. LLP, one of Rajasthan's largest CA firms with 14 partners, handling major audits of PSUs and nationalized banks. He has held board positions as an Independent Director in Central Bank of India, Bank of Baroda, Reliance Capital Trustee (now Nippon Mutual Fund), and over 25 other companies. He also served as RBI nominee on Bank of Rajasthan. A former Central Council Member of ICAI, he has led large assignments in audits, M&As, restructuring, and infrastructure	Mr. Govind Saboo is a Founding Partner of Srujan Alpha Capital Advisors LLP, a SEBI-registered Category-I Merchant Banker, advising on IPOs, rights issues, open offers, delistings, and more. Provides value creation, governance, and investor communication support to small-cap and IPO-bound companies. Formerly part of IndiaNivesh's investment team managing PE, public market, and ARC assets.
Terms and conditions of re-appointment	As per Resolution No. 9 of the notice read with explanatory statement thereto.	As per Resolution No. 10 of the notice read with explanatory statement thereto.
Details of Remuneration sought to be paid	Not applicable	Not applicable
Last Remuneration Drawn (per month)	Not applicable	Not applicable
Number of Meetings of the Board attended during the year	Not applicable	Not applicable
DIRECTORSHIPS IN other LISTED/UNLISTED COMPANIES	1. Danish Power Limited	1. Raghav Productivity Solutions Private Limited 2. Capital Trust Limited 3. Artha Sarathi India Private Limited 4. Raghav Productivity Enhancers Limited

Membership / Chairmanship of Committees of THE COMPANY	Audit Committee-Chairperson	Audit committee-Member, Nomination and Remuneration\ Compensation Committee-Member
Membership / Chairmanship of Committees of other Boards	Danish Power Limited- Audit committee-Chairman Nomination and Remuneration Committee-Member Shareholder Relationship Committee- Chairman CSR Committee- Member	Raghav Productivity Enhancers Limited Audit Committee- Chairman Nomination & Remuneration Committee-Chairman Stakeholder Relationship Committee-Chairman Risk Management Committee-Chairman Capital Trust Limited Audit committee- Chairman Stakeholders Relationship Committee- Chairman Risk Management Committee-Chairman CSR committee-Chairman Independent Directors' Committee-Chairman
Details of Listed Companies from which the Director resigned during FY 2022-23, FY 2023-24 and FY 2024-25	Not applicable	Not applicable
Shareholding in Bella casa fashion & retail Limited	NIL	8446 Shares (0.06%)
Relationship with other directors, managerS and other KeyManagerial Personnel of the Company	Not applicable	Not applicable
Justification for choosing the appointees for appointment as Independent Directors	He is a veteran Chartered Accountant with over five decades of experience, and has served on the boards of leading banks, financial institutions, and corporates. His deep knowledge of auditing, accounting, and financial management significantly enhances the Company's governance framework.	He brings extensive expertise in corporate finance, accounting, capital markets, and regulatory compliance. His leadership as Founding Partner of a SEBI-registered Merchant Banker adds strategic insight and strengthens the Board's financial oversight capabilities.

Name of the Director	MRS. NIVEDITA RAVINDRA SARDA	MR. NITIN MATHUR
DIN	00938666	11192873
designation	Independent & Non-Executive Director	Independent & Non-Executive Director
Date of Birth and Age	18/06/1977, 47 Year	14/10/1981, 42 Year
Date of the FIRST Appointment on the Board	15/07/2025	15/07/2025
Qualifications	B. Com, CTM, PGDBA, FCA, LL.M.	He holds Master's degree in Risk Management & Finance from National Institute of Management and a diploma in Software Engineering.
Experience and Expertise	Mrs. Nivedita Ravindra Sarada is a Chartered Accountant (Rank Holder), Certified Treasury Manager, and Corporate Lawyer, having 25+ years' experience in Law and Industry. Former Manager-Corporate Finance at IDBI, with expertise in debt restructuring and consortium financing. Founder of Vedanta Law Chambers, advising Indian and global clients on corporate law, restructuring, JVs, international finance, and regulatory compliance.	Mr. Nitin Mathur Banking and Finance professional with over 24 years of experience in fraud risk management, credit analysis, and lending. Currently DGM-II & Zonal Head (North) at Sammaan Capital Ltd. Formerly with ICICI, HDFC, and Kotak. Expertise in investigations, audits, and digital risk control. Credited with preventing frauds worth ₹1100+ Cr and leading major risk transformation projects.
Terms and conditions of re-appointment	As per Resolution No. 11 of the notice read with explanatory statement thereto.	As per Resolution No. 12 of the notice read with explanatory statement thereto.
Details of Remuneration sought to be paid	Not applicable	Not applicable
Last Remuneration Drawn (per month)	Not applicable	Not applicable
Number of Meetings of the Board attended during the year	Not applicable	Not applicable
DIRECTORSHIPS IN other LISTED/UNLISTED COMPANIES	1. Edge Warehousing III Private Limited 2. Edge Warehousing I Private Limited 3. Mayur Uniquoters Limited 4. Electrotherm (India) Limited 5. White Window Constructions Private Limited 6. White Window Consultancy Services Private	None
Membership / Chairmanship of Committees of THE COMPANY	Shareholder's / Investors Grievance Committee-Member	Audit Committee- Member Shareholder's / Investors Grievance Committee- Chairperson

	Nomination and Remuneration/Compensation Committee-Chairperson	Nomination and Remuneration/Compensation Committee-Member Corporate Social Responsibility Committee- Chairperson
Membership / Chairmanship of Committees of other Boards	<b>Mayur Uniquoters Limited</b> Audit Committee- Chairperson Nomination and Remuneration Committee- Member Stakeholders Relationship Committee-Member Corporate Social Responsibility Committee-Member Risk Management Committee-Member <b>Electrotherm (India) Limited</b> Audit Committee - Member Stakeholders Relationship Committee - Chairperson Nomination and Remuneration Committee - Member	NIL
Details of Listed Companies from which the Director resigned during FY 2022-23, FY 2023-24 and FY 2024-25	Resigned from Urja Global Limited in Financial Year 2024-25	NIL
Shareholding in Bella casa Fashion & Retail Limited	NIL	NIL
Relationship with other directors, managers and other Key Managerial Personnel of the Company	Not applicable	Not applicable
Justification for choosing the appointees for appointment as Independent Directors	She brings a unique blend of legal, accounting, and strategic advisory skills, strengthening the Board's capabilities in governance, compliance, and complex financial structuring.	He offers strong expertise in fraud risk management, accounting controls, and financial governance. His proven track record in preventing large-scale financial frauds and implementing internal control systems adds critical risk management strength to the Board.