

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

Ref- BCFRL/SE/2025-26/31

Date: March 24, 2026

To,

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

Sub: Notice of Postal Ballot (including remote e-voting) - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

Please find attached Postal Ballot Notice dated February 24, 2026, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process (“e-voting”) for:

1. Appointment of Mrs. Bharti Rastogi (DIN: 11535449) as an Independent Director of the Company for a period of five (5) years

Postal Ballot Notice is being sent only through electronic mode to all the members whose e-mail address is registered with the Company / Company’s Registrar and Transfer Agent / Depository Participants / Depositories as on the cut-off date of Friday, March 20, 2026.

The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the agency to provide the remote e-voting facility.

The remote e-voting facility will be available during the following period:

Commencement of e-voting:	9.00 a.m. (IST) on Friday, March 27, 2026
End of e-voting:	5.00 p.m. (IST) on Saturday, April 25, 2026

The Postal Ballot Notice is also available on the Company's website at https://bellacasa.in/postal_ballot_notice

This is for information and records.

Thanking you,
Yours faithfully,

For Bella Casa Fashion & Retail Limited
Sonika Gupta
Company Secretary & Compliance Officer
M. No. A38676

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

NOTICE OF POSTAL BALLOT

(Pursuant to Sections 108, 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

**To,
The Members of the Company,**

NOTICE IS HEREBY GIVEN THAT the Resolutions set out below are proposed to be passed by the Members of **BELLA CASA FASHION & RETAIL LIMITED** (“**the Company**”) by means of Postal Ballot by way of electronic voting (“**e-voting**”), “pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013” “pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013” pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013” (“**the Companies Act**” or “**the Act**”), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021, General Circular No. 03/2022 dated 5 May, 2022, General Circular No. 11/2022 dated September 28, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (the “**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force). The Explanatory Statement pursuant to Section 102(1) of the Act, setting out all the material facts relating to the Resolutions mentioned in this Postal Ballot Notice, is enclosed herewith for your consideration.

In compliance with the requirements of the MCA Circulars, the Postal Ballot Notice along with the Explanatory Statement will be sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or with the Depositories. / Depository Participants/ KFin Technologies Limited, the Company’s Registrar & Transfer Agent (hereinafter referred as “**RTA**”) and the communication of assent/dissent of the Members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will, therefore, **not** be sent to the Members for this Postal Ballot. However, in order to facilitate remote voting by Members who may not be able to access e-voting facilities, accordingly, the Company is providing only remote e-voting facility for casting votes by the Members in accordance with the provisions of the MCA Circulars, those Members who have not yet registered their e-mail addresses, are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Board of Directors of the Company, in their Board meeting held on Tuesday, February 24, 2026, has approved the businesses, as set out in this Notice, for approval by the Members of the Company through Postal Ballot. Accordingly, the proposed resolutions and the Explanatory Statement thereto, along with the Postal Ballot Form are

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annexed herewith for your consideration and you are requested to record your assent or dissent through Postal Ballot by remote e-voting provided by the Company.

Members may please note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (“CDSL”).

The remote e-voting facility will be available from 9.00 a.m. (IST) on Friday, March 27, 2026 upto 5.00 p.m. (IST) on Saturday, April 25, 2026. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, March 20, 2026 may cast their vote electronically. Please read and follow the instructions on e-voting listed in the Notes to this Notice. It is to be noted that A Member who does not cast vote during the e-voting period shall be deemed to have abstained from voting.

The Board of Directors has appointed Mr. Manish Sancheti of Practicing Company Secretary, having Membership No. F-7972 and CoP No. 8997, to act as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and who has consented to act as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman / any other Director / Key Managerial Personnel as may be authorized by the Chairman, after completion of the scrutiny of votes cast through remote e-voting. The results of Postal Ballot by way of e-voting will be declared within 2 (Two) working days at the Registered Office of the Company. The results of the Postal Ballot will be declared at the Registered Office of the Company and shall be deemed to have been declared at a General Meeting of the Members. The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company, viz., www.bellacasa.in immediately after the results are declared and will simultaneously be communicated to the Stock Exchanges, viz., BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed and to CDSL and shall also be displayed at the Registered Office of the Company.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for remote e-voting i.e. **Saturday, April 25, 2026 at 5.00 P.M. (IST).**

PROPOSED RESOLUTION:

SPECIAL BUSINESS: -

ITEM NO. 1 - APPOINTMENT OF MRS. BHARTI RASTOGI (DIN: 11535449) 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. Bharti Rastogi (DIN:

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11535449) who has given her consent for the appointment and who has a valid independent director's databank registration certificate issued by the Indian Institute of Corporate Affairs (IICA), who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations 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, consent of the Members be and is hereby accorded to appoint Mrs. Bharti Rastogi (DIN: 11535449) as an Independent Director of the Company , with effect from February 24, 2026, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from February 24, 2026 to February 23, 2031.

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 Directors
For BELLA CASA FASHION & RETAIL LIMITED**

Sd/-

Sonika Gupta

Company Secretary & Compliance Officer

Membership Number- A38676

Date- Tuesday, February 24, 2026

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

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Notes:

1. An explanatory statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the relevant rules, setting out all material facts relating to the resolution proposed in this Postal Ballot Notice is annexed hereto.
2. This Notice is being electronically sent to all the Members whose names appear in the Register of Members / List of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) on Friday, March 20, 2026 and who have registered their e-mail addresses with the Company and/or with the Depositories / Depository Participants/ RTA. It is however, clarified that all the persons who are Members of the Company as on Friday, March 20, 2026, including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants, shall be entitled to vote in relation to the Resolutions specified in this Notice.
3. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on Friday, March 20, 2026. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, i.e., Friday, March 20, 2026. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
4. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the relevant Circulars issued by the Ministry of Corporate Affairs (“the MCA Circulars”), the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services Limited (“CDSL”). The instructions for electronic voting are annexed to this Notice.
5. The remote e-voting facility will be available from **9.00 a.m. (IST) on Friday, March 27, 2026 upto 5.00 p.m. (IST) on Saturday, April 25, 2026**. The e-voting module shall be disabled by CDSL for voting after the above-mentioned time. Members are requested to refer to instructions for e-voting, appended to this Notice.
6. During the e-voting period, Members can login to e-voting platform in the manner and process as set out in the Postal Ballot Notice mentioned herein below. Once the vote on a Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the Members.
8. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members until the last date of the e-voting of this Postal Ballot. Members who wish to inspect the documents are requested to send an email to cs@bellacasa.in mentioning their Name, Client ID and DP ID.
9. Details of the directors seeking appointment in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial standard on General Meetings (SS-2) is annexed hereto as Annexure-1.

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10. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). The Postal Ballot Notice is also being uploaded on the website of the Company www.bellacasa.in and on the websites of the Stock Exchanges at BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com)
11. The result of voting on The result of E-voting along with Scrutinizer's Report shall be published on the website of the Company at www.bellacasa.in and on the website of the E-voting Agency at www.evotingindia.com within 2 (Two) working days from the last day of E-voting and the same shall also be simultaneously communicated to the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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 remote e-voting period begins on **9.00 a.m. (IST) on Friday, March 27, 2026 upto 5.00 p.m. (IST) on Saturday, April 25, 2026**. 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 Friday, March 20, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.

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.

- (iii) 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 for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful

	<p>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.</p> <p>4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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

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

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

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

- (iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - 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 and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant BELLA CASA FASHION & RETAIL LIMITED on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@bellacasa.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi (022-62343611), Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at 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. 1 - APPOINTMENT OF MRS. BHARTI RASTOGI (DIN: 11535449) 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 of the Company in their meeting held on February 24, 2026 has appointed Mrs. Bharti Rastogi (DIN: 11535449) as an Additional Director under the category of the Non-Executive Independent Director of the Company w.e.f. February 24, 2026 pursuant to Section 161 of the Companies Act, 2013; subject to the approval of Members of the Company.

Considering her extensive experience and strong expertise in Digital Business Transformation, Online Sales Strategy & Brand Positioning, Technology Integration, Operational Excellence, and Strategic Business Management, and taking into account the skills, capabilities, and proficiency required for the role, pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board approved the appointment of Mrs. Bharti Rastogi as an Independent Director of the Company, not being liable to retire by rotation, for a term of 5 (five) years commencing from February 24, 2026 and ending on February 23, 2031 (both days inclusive), subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Mrs. Bharti Rastogi 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. Bharti Rastogi 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. 1 seeks the approval of members for the appointment of Mrs. Bharti Rastogi(DIN: 11535449) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. February 24, 2026 to February 23, 2031; 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 Mrs. Bharti Rastogi (DIN: 11535449) is given in the Notice with the details of the directors seeking appointment/ re-appointment.

In conformity with the Company’s Nomination and Remuneration Policy, Mrs. Bharti Rastogi 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.

“Mrs. Bharti Rastogi may be deemed to be concerned or interested in the resolution to the extent of sitting fees payable to her.” as may be paid to her for attending the Board/committee meeting. Except that none of the Directors

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or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution. Mrs. Bharti Rastogi (DIN: 11535449) does not hold any shares in the Company.

The Board of Directors of the Company recommends the passing of the Resolution at Item No. 1 as a Special Resolution.

By the order of Board
Bella Casa Fashion & Retail Limited

Sd/-
Sonika Gupta
Company Secretary & Compliance Officer
Membership Number- A38676
Date- Tuesday, February 24, 2026
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**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT [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	Mrs. Bharti Rastogi
DIN	11535449
Designation	Independent & Non-Executive Director
Date of Birth and Age	16/05/1986, 39 years 10 months
Date of the FIRST appointment on the Board	24/02/2026
Qualifications	B.Tech in Electronics & Communication Engineering
Brief Profile and Experience, Expertise in specific functional areas	<p>Mrs. Bharti Rastogi is a dynamic professional with over a decade of experience across global IT consulting and business management. She blends technical engineering expertise with strategic sales leadership to drive sustainable growth. As Creative & Sales Head at Rastogi Steel Furniture for over six years, she has led the company's digital transformation, managing online sales, branding, and growth execution. She has successfully modernized traditional business models through strong digital positioning.</p> <p>Previously, she worked as a Software Engineer at Accenture, delivering high-impact international projects and earning the prestigious Gold Achiever's Award in her first year. Being B.Tech graduate in Electronics & Communication Engineering she is an academic scholarship recipient, she combines analytical thinking with operational excellence. Her global onshore experience further strengthens her strategic and leadership capabilities.</p>
Terms and conditions of appointment/ re-appointment	As detailed in the respective resolution read with explanatory statement forming part of the same.
Details of Remuneration sought to be paid	Mrs. Bharti Rastogi will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees
Last Remuneration Drawn (per month)	Not applicable
Number of Meetings of the Board attended during the year	Not applicable
Directorships in other Listed / Unlisted Companies	None
Membership / Chairmanship of Committees of THE COMPANY	<ol style="list-style-type: none"> 1. Shareholder's / Investors Grievance Committee- Member 2. Nomination and Remuneration/Compensation Committee- Chairperson

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Membership / Chairmanship of Committees of other Boards	None
Details of Listed Companies from which the Director resigned during FY 2022-23, FY 2023-24 and FY 2024-25	NIL
Shareholding in Bella Casa Fashion & Retail Limited	NIL
Relationship with other directors, managers and other Key Managerial Personnel of the Company	Not Related
Justification for choosing the appointee for appointment as Independent Directors	The Board believes that her engineering mindset, global exposure, and proven ability to drive progressive growth will add significant value to the Company's strategic deliberations, particularly in areas of digital expansion, operational efficiency, and business transformation. Her independent judgment and professional integrity will further strengthen the governance framework of the Company.
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018.	Mrs. Bharti Rastogi is not debarred from holding the office of director pursuant to any SEBI order or any other authority

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- Tuesday, February 24, 2026
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