

CONSOLIDATED SCRUTINIZERS' REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
 The Chairman of
 29th Annual General Meeting of the
 Members of **Bella Casa Fashion & Retail Limited**
 E-102, 103 EPIP, Sitapura Industrial Area
 Jaipur, Rajasthan - 302022

Sub: - Consolidated Report of the Scrutinizer on Remote e-voting and e-voting facility provided to the shareholders during the Annual General Meeting (AGM) of Bella Casa Fashion & Retail Limited held on Tuesday, September 16, 2025 at 01:00 P.M. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

Dear Sir,

1. I, Manish Sancheti, Practicing Company Secretary & proprietor of M Sancheti & Associates, (Membership No. 7972, C.P. No. 8997) has been appointed as Scrutinizer by the Board of Directors of **Bella Casa Fashion & Retail Limited** (the Company) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended for the purpose of scrutinizing the process of voting through electronic means ("remote e-voting") and e-voting at the Annual general meeting in a fair and transparent manner on all the resolutions contained in the Notice dated Thursday, August 07, 2025 ("Notice") issued by the Company in accordance with General Circular No. 20/2020 dated May 5, 2020, 2/2022 dated May 5, 2022, 10/2022 dated, December 28, 2022, 9/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 issued by Ministry of Corporate affairs and in accordance with the 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 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") commonly referred to as "MCA & SEBI CIRCULARS" for convening the Annual general meeting of its members through VC/OAVM on Tuesday, September 16, 2025 at 01:00 P.M.
2. The management of the Company is responsible to ensure compliance with the requirements of the Act, and Rules made thereunder, MCA circulars and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended relating to remote e-voting and e-

voting at the AGM on the resolutions contained in the Notice of the 29th Annual general meeting. Our responsibility as Scrutinizer is restricted to ensure that the voting is conducted in a fair and transparent manner, ascertaining requisite majority on the proposed resolutions and making a Scrutinizer's Report in respect of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facility and e-voting at the AGM.

3. Since this AGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members were also dispensed with.
4. The Shareholder of the Company holding Shares as on the "cut-off date" i.e. Tuesday, September 09, 2025 were entitled to vote on the proposed resolution as contained in the Notice of the Annual general meeting.
5. The remote e-voting period commenced at 09:00 A.M on Saturday, September 13, 2025 and ended on Monday, September 15, 2025 at 05:00 P.M.
6. Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
7. The remote e-voting facility was in operation during the Annual general meeting and till after 15 minutes conclusion of Meeting and was used for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting prior to the Annual general meeting.
8. The votes cast through remote e-voting and e-voting at the Annual general meeting were unblocked on Tuesday, September 16, 2025 after 15 minutes of the conclusion of the Annual general meeting. Thereafter, the voting summary statement was downloaded from the CDSL e-voting system.
9. The results of remote e-voting and e-voting at the Annual general meeting, are enclosed as Annexure – A to this Report.
10. Based on the above results of e-voting, all the resolutions contained in the Notice of the annual general meeting were carried out with the requisite majority.
11. The electronic data and all other relevant records relating to remote e-voting and voting at the Annual general meeting through, shall remain under our safe custody until the Chairman

considers, approves and signs the minutes of the Annual general meeting and the same shall be handed over to the Company Secretary for safe keeping.

Thanking You,
Yours Faithfully

For Bella Casa Fashion & Retail Limited

Manish Sancheti
M Sancheti & Associates
FCS No.: 7972
CP No.: 8997
UDIN: F007972G001276118
Date: September 18, 2025
Place: Jaipur

Harish Kumar Gupta
Whole-Time Director
DIN: 01323944
(Chairman of the Meeting)
Date: September 18, 2025
Place: Jaipur

Annexure – A

Resolution 1: Ordinary Resolution

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:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	68,67,485	99.99991

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	6	0.00009

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

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:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	68,67,485	99.99991

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	6	0.00009

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

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:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	68,67,485	99.99991

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	6	0.00009

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 4: Ordinary Resolution

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:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
29	68,67,285	99.99700

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	206	0.00300

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 5: Special Resolution

Re-appointment of Mr. Pawan Kumar Gupta (DIN: 01543446) as Managing Director of the Company for a period of five (5) years:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
23	38,015	99.98422

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	6	0.01578

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 6: Special Resolution

Re-appointment of Mr. Harish Kumar Gupta (DIN: 01323944) as Chairman & Whole-time Director of the Company for a period of five (5) years:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	37,815	99.45819

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	206	0.54181

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 7: Special Resolution

Re-appointment of Mr. Saurav Gupta (DIN: 07106619) as Whole-time Director of the Company for a period of five (5) years:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	37,815	99.45819

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	206	0.54181

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 8: Special Resolution

Re-appointment of Mr. Gaurav Gupta (DIN: 07106587) as Whole-time Director of the Company for a period of five (5) years:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	37,815	99.45819

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	206	0.54181

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 9: Special Resolution

Appointment of Mr. Surendra Singh Bhandari (DIN: 00043525) as an Independent Director of the Company for a period of five (5) years:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
29	68,67,285	99.99700

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	206	0.00300

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 10: Special Resolution

Appointment of Mr. Govind Saboo (DIN: 06724172) as an Independent Director of the Company for a period of five (5) years:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	68,58,839	99.99700

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	206	0.00300

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 11: Special Resolution

Appointment of Mrs. Nivedita Ravindra Sarda (DIN: 00938666) as an Independent Director of the company for a period of five (5) years:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
29	68,67,285	99.99700

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	206	0.00300

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 12: Special Resolution

Appointment of Mr. Nitin Mathur (DIN: 11192873) as an Independent Director of the Company for a period of five (5) years:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
29	68,67,285	99.99700

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	206	0.00300

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL