

MSEI Symbol	
Scrip code	539399
NSE Symbol	
MSEI Symbol	
ISIN	INE344T01014
Name of the entity	Bella Casa Fashion & Retail Limited
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Harish Kumar Gupta	AACPH3652B	01323944	Executive Director	Chairperson		31-07-2015			1	1	0		
2	Mr	Pawan Kumar Gupta	AASPG4855F	01543446	Executive Director	Not Applicable	MD	31-07-2015			1	1	0		
3	Mr	Saurav Gupta	AEOPG4001R	07106619	Executive Director	Not Applicable		31-07-2015			1	0	0		
4	Mr	Gaurav Gupta	AESPG0416J	07106587	Executive Director	Not Applicable		31-07-2015			1	0	0		

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Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Sharad Mangal	ADEPM6862D	01127317	Non-Executive - Independent Director	Not Applicable		15-07-2015		60	1	2	1		
6	Mr	Gunjan Jain	ADQPJ4380H	07223400	Non-Executive - Independent Director	Not Applicable		15-07-2015		60	1	1	0		
7	Ms	Kalpana Juneja	AFUPJ7020G	07226135	Non-Executive - Independent Director	Not Applicable		15-07-2015		60	1	1	1		
8	Mr	Vikas Mathur	AMPPM6488F	07252879	Non-Executive - Independent Director	Not Applicable		31-07-2015		60	1	0	0		

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes

Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	01127317	Sharad Mangal	Non-Executive - Independent Director	Chairperson	
2	07223400	Gunjan Jain	Non-Executive - Independent Director	Member	
3	01323944	Harish Kumar Gupta	Executive Director	Member	

Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	07226135	Kalpna Juneja	Non-Executive - Independent Director	Chairperson	
2	01127317	Sharad Mangal	Non-Executive - Independent Director	Member	
3	07223400	Gunjan Jain	Non-Executive - Independent Director	Member	

Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	07226135	Kalpana Juneja	Non-Executive - Independent Director	Chairperson	
2	01127317	Sharad Mangal	Non-Executive - Independent Director	Member	
3	01543446	Pawan Kumar Gupta	Executive Director	Member	

Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	08-12-2017		
2		31-03-2018	112

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	01-02-2018	Yes		14-11-2017	78	
2	Stakeholders Relationship Committee	01-02-2018	Yes		05-10-2017	118	

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Sonika Gupta
2	Designation	Company Secretary and Compliance Office

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.bellacasa.in/wp-content/uploads/investor-relations/Corporate%20Information.pdf
2	Terms and conditions of appointment of independent directors	No	Company Migrated from SME Board to Bse Main Board on 08.03.2018. As per Regulation 15(2) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 ,the provisions of the regulations specified in this regulation becomes applicable to a listed entity at a later date, such listed entity shall comply with the requirements those regulations within six months from the date on which the provisions became applicable to the listed entity. Company will Comply with the Regulations within 6 months.	
3	Composition of various committees of board of directors	Yes		http://www.bellacasa.in/wp-content/uploads/investor-relations/Corporate%20Governance/Committees.pdf
4	Code of conduct of board of directors and senior management personnel	No	Company Migrated from SME Board to Bse Main Board on 08.03.2018. As per Regulation 15(2) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 ,the provisions of the regulations specified in this regulation becomes applicable to a listed entity at a later date, such listed entity shall comply with the requirements those regulations within six months from the date on which the provisions became applicable to the listed entity. Company will Comply with the Regulations within 6 months.	
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.bellacasa.in/wp-content/uploads/investor-relations/Vigil-mechanism.pdf
6	Criteria of making payments to non-executive directors	No	Company Migrated from SME Board to Bse Main Board on 08.03.2018. As per Regulation 15(2) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 ,the provisions of the regulations specified in this regulation becomes applicable to a listed entity at a later date, such listed entity shall comply with the requirements those regulations within six months from the date on which the provisions became applicable to the listed entity. Company will Comply with the Regulations within 6 months.	
7	Policy on dealing with related party transactions	No	Company Migrated from SME Board to Bse Main Board on 08.03.2018. As per Regulation 15(2) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 ,the provisions of the regulations specified in this regulation becomes applicable to a listed entity at a later date, such listed entity shall comply with the requirements those regulations within six months from the date on which the provisions became applicable to the listed entity.	

			Company will Comply with the Regulations within 6 months.	
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	No	Company Migrated from SME Board to Bse Main Board on 08.03.2018. As per Regulation 15(2) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 ,the provisions of the regulations specified in this regulation becomes applicable to a listed entity at a later date, such listed entity shall comply with the requirements those regulations within six months from the date on which the provisions became applicable to the listed entity. Company will Comply with the Regulations within 6 months.	

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.bellacasa.in/wp-content/uploads/investor-relations/Grievance%20Cell.pdf
11	email address for grievance redressal and other relevant details	Yes		http://www.bellacasa.in/wp-content/uploads/investor-relations/Grievance%20Cell.pdf
12	Financial results	Yes		http://www.bellacasa.in/investorrelations/
13	Shareholding pattern	Yes		http://www.bellacasa.in/investorrelations/
14	Details of agreements entered into with the media companies and/or their associates	Yes		http://www.bellacasa.in/investorrelations/
15	New name and the old name of the listed entity	Yes		http://www.bellacasa.in/company-overview/

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2), (3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5), (6),(7) & (8)	No	Company Migrated from SME Board to Bse Main Board on 08.03.2018. As per Regulation 15(2) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the provisions of the regulations specified in this regulation becomes applicable to a listed entity at a later date, such listed entity shall comply with the requirements those regulations within six months from the date on which the provisions became applicable to the listed entity. Company will Comply with the Regulations within 6 months.
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	No	Company Migrated from SME Board to Bse Main Board on 08.03.2018. As per Regulation 15(2) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the provisions of the regulations specified in this regulation becomes applicable to a listed entity at a later date, such listed entity shall comply with the requirements those regulations within six months from the date on which the provisions became applicable to the listed entity. Company will Comply with the Regulations within 6 months.
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	
2	Designation	

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	Sonika Gupta
2	Designation	Company Secretary and Compliance Office

Signatory Details

Name of signatory	Sonika Gupta
Designation of person	Company Secretary and Compliance Office
Place	Jaipur
Date	14-04-2018

