



BELLA CASA FASHION & RETAIL LTD

(Formerly Known as Gupta Fabtex Pvt. Ltd.)
Importers, Manufacturer & Exporters of :
Home Furnishing, Garment & Fabrics

CIN-L17124RJ1996PLC011522

Ph. : 0141-6500271
E-mail : info@bellacasa.in
Website : www.bellacasa.in

CIN-L17124RJ1996PLC011522

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

Ref: BSE/2016-17/28

Date: 01.03.2017

To,

Head - Listing Operations,
BSE Limited,
P.J. Towers, Dalal Street, Fort,
Mumbai - 400 001

Sub: Notice of Extra Ordinary General Meeting of Shareholders of the Company.

Scrip Code: 539399

Dear Sir/Madam,

With reference to captioned matter, we are enclosing herewith the notice of the Extra Ordinary General Meeting of Members of the Company to be held on Tuesday, 28th March, 2017 at 12:00 P.M. at the Registered office of the Company at E-102, 103, EPIP, Sitapura Industrial Area, Jaipur- 302 022 (Rajasthan)

We request you to take the above on record.

Yours faithfully,

For Bella Casa Fashion & Retail Limited


Sonika Gupta
Company Secretary & Compliance Officer
M No. 38676





Bella Casa Fashion & Retail Limited
(Formerly known as Gupta Fabtex Private Limited)
Registered Office- E-102, 103, EPIP, Sitapura Industrial Area,
Jaipur- 302 022 (Rajasthan), Website-www.bellacasa.in,
CIN- L17124RJ1996PLC011522, E-mail-info@bellacasa.in, Tel No- 0141-2771844

Notice is hereby given that the Extra Ordinary General Meeting of Members of Bella Casa Fashion & Retail Limited (Formerly known as Gupta Fabtex Private Limited) will be held on Tuesday, 28th March, 2017 at 12:00 P.M. at the Registered office of the Company at E-102, 103, EPIP, Sitapura Industrial Area, Jaipur- 302 022 (Rajasthan) to transact the following business:

Special Business:-

Item No. 1

Increase in Authorized Share Capital

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

“RESOLVED that pursuant to the provision of section 13 and section 61 & 64 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and articles of association of the Company and including all other statutory amendment(s) or re-enactment(s) as may be in force for the time being, consent of the members of the company be and is hereby accorded to increase the existing Authorized share Capital of the Company from Rs. 10,00,00,000/- (Rupees ten crore only) divided into 1,00,00,000 (One crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each, to Rs. 11,75,00,000/- (Rupees Eleven Crore seventy Five Lacs only) divided into 1,17,50,000 (One Crore Seventeen Lacs Fifty Thousand) Equity Shares of Rs. 10 each (Rupees Ten Only) by creating further Equity Share capital of Rs 1,75,00,000/- (Rupees One Crore Seventy Five only) divided into 17,50,000 (Seventeen Lacs Fifty Thousand) equity shares of Rs. 10/- each and ranking parri passu with the existing equity shares of the company.”

“RESOLVED FURTHER THAT clause V of the Memorandum of association of the company be substituted with the following new clause V thereof:

V. The Authorized Share Capital Of the Company is 11,75,00,000/- (Rupees Eleven Crore seventy Five Lacs only) divided into 1,17,50,000 (One Crore Seventeen Lacs Fifty Thousand) Equity shares of Rs. 10/- each.”

“RESOLVED FURTHER THAT Mr. Harish Kumar Gupta, Chairman & Whole-Time Director of the Company be and is hereby authorized to file the necessary information with the Registrar of Companies in Form MGT-14 & SH-7 within the specified time period and do such things as may be necessary and expedient in the interest of the company. He is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretions deemed necessary and to pay the stamp duty and execute documents as required to give effect to this resolution.”

Item No: 2 –

Issue of Equity Shares on Preferential Basis:

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

“RESOLVED THAT in terms of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Chapter VII – “Preferential issue” of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, [hereinafter referred to as “SEBI (ICDR) Regulations”], (including any statutory modification(s) or re-enactment(s) thereof from time to time) and in accordance with all other applicable regulations/guidelines and clarifications thereon of SEBI, RBI and GOI or any other statutory /regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions the consent of the members of the company be and is hereby accorded to the Board (hereinafter referred to as “the Board” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) to create, offer, issue, and allot upto 7,90,000 equity shares of the Company of the face value of Rs, 10/- each fully paid up for cash to the to the below mentioned proposed allottees as detailed in the explanatory statement at an issue price of Rs/- 86 per equity share (including premium of Rs. 76 per equity share) on preferential allotment basis in accordance with the SEBI (ICDR) Regulation for Preferential Issues on such further terms and conditions, in such manner as the Board may in its discretion, think fit (“Preferential issue”)

| Sr.No. | Name of the proposed Allottees | PAN | Category | No. of Equity shares to be proposed |
|--------|--------------------------------|------------|----------------|-------------------------------------|
| 1 | HARISH KUMAR GUPTA | AACPH3652B | Promoter | 145000 |
| 2 | PAWAN KUMAR GUPTA | AASPG4855F | Promoter | 130000 |
| 3 | GAURAV GUPTA | AESPG0416J | Promoter | 15000 |
| 4 | SAURAV GUPTA | AEOPG4001R | Promoter | 55000 |
| 5 | ANITA GUPTA | AAYPG6773A | Promoter Group | 5000 |
| 6 | SUNITA GUPTA | ACNPG4888M | Promoter Group | 5000 |
| 7 | NEHA GUPTA | AGFPK6870P | Promoter Group | 5000 |
| 8 | SHIKHA GUPTA | AFQPC8771F | Promoter Group | 5000 |

| | | | | |
|----|--------------------------|------------|------------|--------|
| 9 | PREETI BHALOTIA | ACGPB4815J | Individual | 10000 |
| 10 | SURESH KUMAR AGARWAL | ABEPA9251C | Individual | 5000 |
| 11 | ARUN GUPTA & SONS HUF | AAHHA5621G | Individual | 5000 |
| 12 | ASHU CHOUDHARY | ARXPG5842Q | Individual | 10000 |
| 13 | VSR TRADELINKS LLP | AAHHA5621G | LLP | 250000 |
| 14 | PUJA SINGHAL | ANPPS5614J | Individual | 20000 |
| 15 | CHIDANSH CHOUDHARY | ARNPC1788R | Individual | 5000 |
| 16 | RAJKUMARI PATODIA | AAEPP9017G | Individual | 10000 |
| 17 | SUDHIR BAKLIWAL | ABDPB7742C | Individual | 10000 |
| 18 | SUNIL KUMAR MODI | AFMPM1544C | Individual | 40000 |
| 19 | JITENDAR MOHAN SHARMA | AGNPS4545B | Individual | 5000 |
| 20 | SNIGDHA MATHUR | DEOPM4605A | Individual | 5000 |
| 21 | NARESH MANWANI | ALSPM7768E | Individual | 5000 |
| 22 | DIKSHA KHANDELWAL | CSGPK1245M | Individual | 5000 |
| 23 | VIPUL KUMAR MODI | AECPM1845D | Individual | 40000 |

“RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the ‘Relevant Date’. The ‘Relevant Date’ for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be February 26, 2017, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on March 28, 2017.”

“RESOLVED FURTHER THAT the new equity shares issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such acts,

deeds, matters and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any one or more Directors or the Company Secretary of the Company.”

Item No: 3 –

Issue of Equity Warrants on Preferential Basis:

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

“RESOLVED THAT in terms of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Chapter VII – “Preferential issue” of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, [hereinafter referred to as “SEBI (ICDR) Regulations”], (including any statutory modification(s) or re-enactment(s) thereof from time to time) and in accordance with all other applicable regulations/guidelines and clarifications thereon of SEBI, RBI and GOI or any other statutory /regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions the consent of the members of the company be and is hereby accorded to the Board (hereinafter referred to as “the Board” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) to create, offer, issue, and allot from time to time in one or more tranches upto 1,74,5000 warrants (of the face value of Rs.10/- each for every warrant held by them to be convertible at the option of warrants holders in one or more tranches within 18 (eighteen) months from the date of allotment of warrants at Rs. 86 per Equity shares or such other higher price as may be arrived at in accordance with the SEBI ICDR Regulations and upon such other terms and conditions as may be deemed appropriate by the Board at its absolute discretion in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations or other applicable laws to certain persons/entities (hereinafter referred to as the “Proposed Allottees /Warrant holder”) whether they are Shareholders of the Company or not, more particularly mentioned in the table below, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit:

| Sr. No. | Name of the proposed Allottees | Pan | Category | No. Of warrants |
|---------|--------------------------------|------------|----------------|-----------------|
| 1. | Gaurav Gupta | AESPG0416J | Promoter | 110000 |
| 2. | Saurav Gupta | AEOPG4001R | Promoter | 70000 |
| 3. | Anita Gupta | AAYPG6773A | Promoter Group | 120000 |
| 4. | Sunita Gupta | ACNPG4888M | Promoter Group | 105,000 |
| 5. | Neha Gupta | AGFPK6870P | Promoter Group | 120000 |

| | | | | |
|----|------------------|------------|----------------|--------|
| 6. | Shikha Gupta | AFQPC8771F | Promoter Group | 120000 |
| 7. | Varun Daga | AHNPD2386C | Individual | 550000 |
| 8. | Charandeep Singh | BFBPS0639N | Individual | 550000 |

“RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the ‘Relevant Date’. The ‘Relevant Date’ for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be February 26, 2017, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on March 28, 2017.”

RESOLVED FURTHER THAT in accordance with the applicable provisions of SEBI ICDR Regulations, the Warrant holders shall pay an amount equivalent to at least 25% of the price fixed per Warrant on or before the allotment of the Warrants.

“RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:-

- a) The Warrant holder(s) shall have the option of applying for and being allotted equity shares of the Company of face value of Rs. 10/- each by paying the balance 75% of the consideration after adjusting the upfront payment made.
- b) In case the Warrant holder(s) do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- c) The said Warrants by itself do not give to the Warrant holder any rights of the Shareholders or Debenture holders of the Company

RESOLVED FURTHER THAT the Equity Shares to be allotted to the proposed allottee pursuant to the aforesaid preferential allotment upon conversion of Warrants shall rank pari passu in all respects including as to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company with the existing fully paid up Equity Shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”



Registered office-
E-102-103, EPIP, Sitapura Industrial Area,
Jaipur-302 022 (Rajasthan)

By Order of the Board
For Bella Casa Fashion & Retail Limited

Sd/
Sonika Gupta
Company Secretary
M. No. A38676
Date: 01.03.2017
Place: Jaipur

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIS/HER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. ‘

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extra-Ordinary General Meeting asset out in the Notice is annexed hereto.
3. The Proxy form must be deposited at the registered office of the Company not less than 48 hours before the scheduled hour of commencement of the meeting.
4. The Register of the Members and Share Transfer Books of the Company will remain closed from 18th March to 28th March, 2017 (both days inclusive).
5. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore Company is not providing e-voting facility to its shareholders.
6. The Notice of EGM is being sent in electronic mode to the members whose email address are registered with the Company or Depository Participant(s), unless the members have registered their request for the hard copy of the same. Physical copy of the Notice of is being sent to those members who have not registered their email addresses with the Company or Depository Participant(s).
7. In case of Joint holders, attending the Meeting, only such joint holder, who is higher in the names, will be entitled to attend the meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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
9. 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 for the purpose of registering complaints by investors. Investors are requested to send their communication on the designated email id cs@bellacasa.in

10. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by the Attendance Slip, which is enclosed with this Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the registration counter at the venue.
11. Queries proposed to be raised at the Extra-Ordinary general Meeting may be sent to the Company at its registered office at least ten days prior to the date of extra ordinary general meeting to enable to the management to compile the relevant information to reply the same in the meeting.
12. Documents referred to in the notice etc., are open for inspection at the Registered Office of the Company on all working days between 11 A.M. and 2 P.M. upto the date of Extra Ordinary General Meeting.
13. As a measure of austerity, copies of the Notice of EGM will not be distributed at the Extra-Ordinary General Meeting. Members are therefore, requested to bring their copies of the Notice of EGM to the Meeting.
14. Members are requested to quote Folio number in their correspondence.
15. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
16. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants
17. Corporate Members intending to send their authorized representatives to attend the EGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the EGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 - INCREASE IN AUTHORIZED SHARE CAPITAL

The Company proposes to raise funds up to Rs. 11,75,00,000 by issuing further equity shares and warrants on preferential basis . to increase the authorised share capital of the company from Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 each (Rupees Ten Only), to Rs. 11,75,00,000 (Rupees Eleven Crore Seventy Five Lacs .only) divided into 1,75,00,000 .(One Crore Seventy Five Lacs) Equity Shares of Rs. 10 each (Rupees Ten Only) by creating further Equity Share capital of Rs 1,75,00,000/- (Rupees One Crore Seventy Five only) divided into 17,50,000 (Seventeen Lacs Fifty Thousand) equity shares of Rs. 10/- each.

The Board of directors at their meeting held on 01st March, 2017, approved the proposal for increase in Authorised Share Capital of the Company and consequent amendment to the Memorandum and Article Association of the Company.

Increase in authorised share capital would necessitate amendment in the Clause V of the Memorandum of Association of the Company and would require member's approval by passing a special resolution.

The draft copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during business hours.

The Special Resolution is, therefore, recommended for approval of the shareholders.

Item No. 2&3- Preferential issue of Equity Shares and preferential issue of Equity Warrants of the Company:

Your Company proposes to issue:-

- a) 7,90,000 Equity Shares of Rs 6,79,40,000/- on preferential allotment basis at an issue price 86 per equity shares each and
- b) 17,45,000 warrants of Rs.15,00,70,000/- on preferential allotment basis at an issue price 86 per equity shares each

in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. Consent of the shareholders is sought for issuing the Equity Shares as stated in the resolution on a preferential basis.

Salient features of the preferential issue of Equity Shares and preferential issue of Warrants are as under:

The proposed issue and allotment of Equity Shares and Equity Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made there under. Without generality to the above, the salient features of the preferential issue of Equity Shares and Equity Warrants are:

- The Relevant Date shall be February 26, 2017 which is 30 days prior to the date of Shareholders Meeting for approval of the preferential issue of Equity Shares and Warrants.
- The equity shares and warrants will be allotted in accordance with the price determined in terms of Regulation 76(1) of the ICDR Regulations. The equity shares shall be allotted at a price not less than higher of the following:
 - (a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
 - (b) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

As per the calculations, 26 weeks and 2 weeks of the High and low of the Volume Weighted Average Price of the equity shares of the company quoted on Stock Exchanges preceding the Relevant Date stands at Rs. 45 and Rs. 86 respectively. However, the issue price has been fixed as Rs. 86 (including premium of Rs. 76/- each) per share. The total amount payable for preferential issue of Equity Shares and 25% of the amount for preferential issue of Warrants shall be received by the Company prior to the respective allotments.

- The Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- At the time of exercise, the Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Equity Warrants so being exercised.
- Post allotment, pursuant to preferential issue of Equity Shares, the increase in equity share capital would be Rs 1,00,00,50,000/- (Rupees Ten Crore Fifty Thousand Only) and the increase in securities premium, it would be Rs6,98,40,000/- (Rupees Six Crore Ninety lakhs Forty Thousand Only).
- Post conversion of the Warrants (assuming full conversion), the increase in warrants would be Rs. 15,00,70,000/- (Fifteen Crore Seventy Thousand Only) and the increase in securities premium, it would be Rs. 13,26,20,000/- (Thirteen Crore Twenty six lakh Twenty Thousand Only).

In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("Regulations") as amended, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

1. Object of the issue

The proceeds of the Preferential Issue of Equity Shares and warrants are proposed to be utilized to meet working capital, general corporate purpose and such other purpose as the Board may decide.

2. The total number of shares and warrants to be issued:

a) 7,90,000 Equity Shares of Rs 6,79,40,000/- on preferential allotment basis at an issue price Rs. 86 per equity shares each and

b) 17,45,000 warrants of Rs.15,00,70,000/- on preferential allotment basis at an issue price Rs. 86 per equity shares each

3. The price or price band at/within which the allotment is proposed:(for both equity and warrants)

The equity shares and warrants will be allotted in accordance with the price determined in terms of Regulation 76(1) of the ICDR Regulations. The equity shares shall be allotted at a price not less than higher of the following:

(a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or

(b) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

As per the calculations, 26 weeks and 2 weeks of the High and low of the Volume Weighted Average Price of the equity shares of the company quoted on Stock Exchanges preceding the Relevant Date stands at Rs. 45 and Rs. 86 respectively. However, the issue price has been fixed as Rs. 86 (including premium of Rs. 76/- each) per share The time within which the preferential issue shall be completed

As required under the ICDR Regulations, the preferential issue of Equity Shares and Equity Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

4. Basis of valuation of shares:

The Company is a listed company, hence the price of Equity share and warrants has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations and hence the price of the Equity share and warrants is not required to be determined by a registered valuer.

5. Relevant date with reference to which the price has been arrived at

- The Relevant Date shall be February 26, 2017 which is 30 days prior to the date of Shareholders Meeting for approval of the preferential issue of Equity Shares and Warrants.

6. The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. (6) below.

7. Intention of the Promoters/ Directors/Key Management personnel to subscribe to the offer

- Mr. Harish Kumar Gupta Promoter & Director, Mr. Pawan Kumar Gupta, Promoter & Director, Mr. Gaurav Gupta, Promoter & Director, Mr. Saurav Gupta, Promoter & Director, Mrs. Anita Gupta, Promoter Group, Mrs. Sunita Gupta, Promoter Group, Mrs. Shikha Gupta, Promoter Group, Mrs. Neha Gupta, Promoter Group Mr. Naresh Manwani CFO , will be subscribing to Equity Shares on Preferential Issue.

Except above mentioned above none of the promoters, directors or key management personnel of the Company intends to apply /subscribe to any of the Equity Shares.

- Mr. Gaurav Gupta, Promoter & Director, Mr. Saurav Gupta, Promoter & Director, Mrs. Anita Gupta, Promoter Group, Mrs. Sunita Gupta, Promoter Group, Mrs. Shikha Gupta, Promoter Group, Mrs. Neha Gupta, Promoter Group will be subscribing to warrants on Preferential Issue.

Except above mentioned above none of the promoters, directors or key management personnel of the Company intends to apply /subscribe to any of the Equity Shares.

6. (1) Identity of the proposed warrants allottees on preferential basis and percentage of post preferential issued capital

| Proposed Allottee | Class | PAN | Address | Pre-preferential issue holding | No. of Warrants proposed to be allotted | Post-preferential issue holding |
|-------------------|----------------|------------|---|--------------------------------|---|---------------------------------|
| Gaurav Gupta | Promoter | AESPG0416J | A-669, Shiv Marg,, Malviya Nagar, Jaipur, 302017, Rajasthan | 0 | 110000 | 110,000 |
| Saurav Gupta | Promoter | AEOPG4001R | 71, Vidyut Abhiyanta Colony,, Malviya Nagar,, Jaipur, 302017, Rajasthan | 0 | 70000 | 70,000 |
| Anita Gupta | Promoter Group | AAYPG6773A | 71, Vidyut Abhiyanta Colony,, Malviya Nagar,, Jaipur, 302017, Rajasthan | 0 | 120000 | 120,000 |
| Sunita Gupta | Promoter Group | ACNPG4888M | A-669, Shiv Marg,, Malviya Nagar,, Jaipur, 302017, Rajasthan | 0 | 105,000 | 105,000 |
| Neha Gupta | Promoter Group | AGFPK6870P | A-669, Shiv Marg,, Malviya Nagar,, Jaipur, 302017, Rajasthan | 0 | 120000 | 120,000 |
| Shikha Gupta | Promoter Group | AFQPC8771F | 71, Vidyut Abhiyanta Colony,, Malviya Nagar,, Jaipur, | 0 | 120000 | 120,000 |

| | | | | | | |
|------------------|------------|------------|---|---|---------|---------|
| | | | 302017, Rajasthan | | | |
| Varun Daga | Individual | AHNPD2386C | 207/208, Ashok Tower C, DR. S.S. Road, Opp M.G. Hospital, Parel Mumbai | 0 | 550000 | 550,000 |
| Charandeep Singh | Individual | BFBPS0639N | 6TH Floor, DEE Jay Apartments, 46, Bhulabhai Desai Road, Mumbai-400 026 | 0 | 550000 | 550,000 |
| Total: | | | | 0 | 1745000 | 1745000 |

6 (2) Identity of the proposed Equity Share allottees on preferential basis and percentage of post preferential issued capital

| S.No. | Name of Shareholders | PAN No. | Class | Address | Pre-preferential issue holding | No. of Shares proposed to be allotted | Post-preferential issue holding |
|-------|----------------------|------------|----------|---|--------------------------------|---------------------------------------|---------------------------------|
| 1 | HARISH KUMAR GUPTA | AACPH3652B | Promoter | A-669, Shiv Marg,, Malviya Nagar,, Jaipur, 302017, Rajasthan | 1,011,483 | 145000 | 1,156,483 |
| 2 | PAWAN KUMAR GUPTA | AASPG4855F | Promoter | 71, Aashiana, Vidyut Abhiyanta Colony,, Malviya Nagar,, Jaipur, 302017, Rajasthan | 990,033 | 130000 | 1,120,033 |
| 3 | GAURAV GUPTA | AESPG0416J | Promoter | A-669, Shiv Marg,, Malviya Nagar, Jaipur, 302017, Rajasthan | 924,000 | 15000 | 939,000 |
| 4 | SAURAV GUPTA | AEOPG4001R | Promoter | 71, Vidyut Abhiyanta Colony,, Malviya Nagar,, | 876,975 | 55000 | 931,975 |

| | | | | | | | |
|----|----------------------------|------------|-------------------|--|---------|-------|---------|
| | | | | Jaipur, 302017, Rajasthan | | | |
| 5 | ANITA GUPTA | AAYPG6773A | Promoter Group | 71, Vidyut Abhiyanta Colony,, Malviya Nagar,, Jaipur, 302017, Rajasthan | 855,492 | 5000 | 860,492 |
| 6 | SUNITA GUPTA | ACNPG4888M | Promoter Group | A-669, Shiv Marg,, Malviya Nagar,, Jaipur, 302017, Rajasthan | 789,492 | 5000 | 794,492 |
| 7 | NEHA GUPTA | AGFPK6870P | Promoter Group | A-669, Shiv Marg,, Malviya Nagar,, Jaipur, 302017, Rajasthan | 657,525 | 5000 | 662,525 |
| 8 | SHIKHA GUPTA | AFQPC8771F | Promoter Group | 71, Vidyut Abhiyanta Colony,, Malviya Nagar,, Jaipur, 302017, Rajasthan | 577,500 | 5000 | 582,500 |
| 9 | PREETI BHALOTIA | ACGPB4815J | Individual | 600, AB KINGS ROAD, NIRMAN NAGAR JAIPUR 302019 | 50000 | 10000 | 60000 |
| 10 | SURESH KUMAR AGARWAL | ABEPA9251C | Individual | 94 DOCTORS COLONY NEAR DCM AJMER ROAD JAIPUR 302024 | 0 | 5000 | 5000 |
| 11 | ARUN GUPTA & SONS HUF | AAHHA5621G | Individual | 643/3 MALERKOTIA HOUSE CIVIL LINES LUDHIANA 141001 | 0 | 5000 | 5000 |
| 12 | ASHU CHOUDHARY | ARXPG5842Q | Individual | 101 HEERA NAGAR NEAR DCM SHOPS, AJMER ROAD JAIPUR 302019 | 20000 | 10000 | 30000 |

| | | | | | | | |
|----|-----------------------------|------------|------------|---|-------|--------|--------|
| 13 | VSR TRADELINKS LLP | AAHHA5621G | LLP | F-30 B, LAL BAHADUR NAGAR JLN MARG JAIPUR 302017 | 0 | 250000 | 250000 |
| 14 | PUJA SINGHAL | ANPPS5614J | Individual | CC-229, GOLE MARKET, JAWAHAR NAGAR JAIPUR 302004 | 0 | 20000 | 20000 |
| 15 | CHIDANSH CHOUDHARY | ARNPC1788R | Individual | H.N. 156 , MAHATMA GANDHI NAGAR, DCM AJMER ROAD, JAIPUR PIN 302021 | 0 | 5000 | 5000 |
| 16 | RAJKUMARI PATODIA | AAEPP9017G | Individual | 63, 06TH FLOOR , KALPATARU PINNACLE, OPP INORBIT MALL , GOREGAON MULUND LINK ROAD, GOREGAON WEST, MUMBAI 400104 | 10000 | 10000 | 20000 |
| 17 | SUDHIR BAKLIWAL | ABDPB7742C | Individual | B-103, UNIVERSITY MARG BAPU NAGAR JAIPUR 302015 | 80000 | 10000 | 90000 |
| 18 | SUNIL KUMAR MODI | AFMPM1544C | Individual | NEMI SAGAR COLONY BEHIND JAIN TEMPLE VAISHALI NAGAR JAIPUR- 302024 | 0 | 40000 | 40000 |
| 19 | JITENDAR MOHAN SHARMA | AGNPS4545B | Individual | P.NO 80, F.NO.B , F1 DOCTORS'S COLONY, BUDHSINGH | 0 | 5000 | 5000 |

| | | | | | | | |
|----|----------------------|------------|------------|--|-----------|--------|-----------|
| | | | | PURA , SANGANER , JAIPUR,302029 | | | |
| 20 | SNIGDHA MATHUR | DEOPM4605A | Individual | 65/103, PRATAP NAGAR, SANGANER, SHYOPUR ROAD, JAIPUR 302033 | 0 | 5000 | 5000 |
| 21 | NARESH MANWANI | ALSPM7768E | Individual | 12/232, Malviya Nagar, jaipur-302017 | 15000 | 5000 | 20000 |
| 22 | DIKSHA KHANDELWAL | CSGPK1245M | Individual | 191/202, Sector 19, Pratap Nagar, Sanganer, Jaipur- 302033 | 10000 | 5000 | 15000 |
| 23 | VIPUL KUMAR MODI | AECPM1845D | Individual | NEAR LAXMINATH JI KA TEMPLE, SUJANGARH , DISTT.-- CHURU - 331507 | 0 | 40000 | 40000 |
| | Total | | | | 6,867,500 | 790000 | 7,657,500 |

7. The change in control, if any, in the company that would occur consequent to the preferential offer

As a result of the proposed preferential issue of Equity Shares and Preferential Issue of Warrants, and upon conversion of the Equity Warrants, there will be no change in the control of the Company.

8. Earlier allotment on preferential basis of Equity shares and Warrants:

During the Financial Year 2016-17, the Company has not offered, issued and allot any equity shares and warrants on preferential basis.

9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Not Applicable

10. (a) The shareholding pattern of the issuer of the equity shares before and after the preferential issue

| Sr. No. | Categories | Pre Issue | | Post Preferential Issue of Equity Shares | |
|---------|--|-------------------|-------------------|--|-------------------|
| | | No. of Share Held | % of Shareholding | No. of Share Held | % of Shareholding |
| A. | Promoters and Promoter Group Holding: | | | | |
| 1. | Indian: | | | | |
| | Individual | 6765000 | 73.41 | 7130000 | 71.26 |
| | Body Corporate | 0 | 0 | 0 | 0 |
| | Sub – Total (A1) | 6765000 | 73.41 | 7130000 | 71.26 |
| 2. | Foreign Promoters | 0 | 0 | 0 | 0 |
| | Sub – Total (A2) | 0 | 0 | 0 | 0 |
| | Sub – Total A (A1+A2) | 6765000 | 73.41 | 7130000 | 71.26 |
| B. | Non- Promoter's Holding: | | | | |
| 1. | Institutional Investors | | | | |
| | Mutual Funds /UTI | | | | |
| | Financial Institutions /Banks | | | | |
| | Central Government /State Government(s) | | | | |
| | Venture Capital Funds | | | | |
| | Insurance Companies | | | | |
| | Foreign Institutional Investors | | | | |
| | Foreign Venture Capital Investors | | | | |
| | Qualified Foreign | | | | |

| | | | | | |
|----|-------------------------|---------|--------|----------|--------|
| | Investor | | | | |
| | Sub - Total (B1) | | | | |
| 2. | Non-Institution: | | | | |
| | Body Corporate | 145330 | 1.09 | 145330 | 1.45 |
| | Indian Public | 1839670 | 19.96 | 2259670 | 22.59 |
| | Others (Including NRIs) | 465000 | 5.05 | 470000 | 4.70 |
| | Sub - Total (B2) | 2450000 | 26.10 | 2875000 | 28.74 |
| | Sub - Total B (B1+B2) | 2450000 | 26.10 | 2875000 | 28.74 |
| | Grand Total | 9215000 | 100.00 | 10005000 | 100.00 |

11. (a) The shareholding pattern of the issuer of the warrants before and after the preferential issue

| Sr. No. | Categories | Pre Issue | | Post Preferential Issue of Warrants | |
|---------|--------------------------|-------------------|-------------------|-------------------------------------|-------------------|
| | | No. of Share Held | % of Shareholding | No. of Share Held | % of Shareholding |
| A. | Promoters Holding: | | | | |
| 1. | Indian: | | | | |
| | Individual | 0.00 | 0.00 | 645000 | 36.96 |
| | Body Corporate | 0.00 | 0.00 | 0.00 | 0.00 |
| | Sub - Total (A1) | 0.00 | 0.00 | 645000 | 36.96 |
| 2. | Foreign Promoters | | | | |
| | Sub - Total (A2) | 0.00 | 0.00 | 0.00 | 0.00 |
| | Sub - Total A (A1+A2) | 0.00 | 0.00 | 645000 | 36.96 |
| B. | Non- Promoter's Holding: | | | | |

| | | | | | |
|----|---|------|------|---------|--------|
| 1. | Institutional Investors | | | | |
| | Mutual Funds /UTI | 0.00 | 0.00 | 0.00 | 0.00 |
| | Financial Institutions /Banks | 0.00 | 0.00 | 0.00 | 0.00 |
| | Central Government /State Government(s) | 0.00 | 0.00 | 0.00 | 0.00 |
| | Venture Capital Funds | 0.00 | 0.00 | 0.00 | 0.00 |
| | Insurance Companies | 0.00 | 0.00 | 0.00 | 0.00 |
| | Foreign Institutional Investors | 0.00 | 0.00 | 0.00 | 0.00 |
| | Foreign Venture Capital Investors | 0.00 | 0.00 | 0.00 | 0.00 |
| | Qualified Foreign Investor | 0.00 | 0.00 | 0.00 | 0.00 |
| | Sub – Total (B1) | | | | |
| 2. | Non-Institution: | 0.00 | 0.00 | 0.00 | 0.00 |
| | Body Corporate | 0.00 | 0.00 | 0.00 | 0.00 |
| | Indian Public | 0.00 | 0.00 | 1100000 | 63.04 |
| | Others (Including NRIs) | 0.00 | 0.00 | 0.00 | 0.00 |
| | Sub – Total (B2) | 0.00 | 0.00 | 1100000 | 63.04 |
| | Sub – Total B (B1+B2) | 0.00 | 0.00 | 1100000 | 63.04 |
| | Grand Total | 0.00 | 0.00 | 1745000 | 100.00 |

12. Holding of shares in demat form, non disposal of existing shares by the proposed allottees and lock-in period of prior-holding of shares of proposed allottees:

The entire shareholding of the proposed allottees in the company is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of six months from the date of trading approval from all the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares

during the six months period prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed shareholders have Permanent Account Number.

13. Undertaking to re-compute the price, if required:

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, in case it is required to do so.

14. Undertaking to put Equity Shares under lock-in till the re-computed price is paid, if required:

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time such amount is paid by the allottees.

15. Lock In

The Issue shares to be allotted on preferential basis shall be locked-in as prescribed under the provisions of Chapter VII of the SEBI ICDR Regulations.

16. Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

17. Auditor's Certificate

The Company is in the process of obtaining a certificate from M/s. Kalani & Company, Statutory Auditors of the Company, certifying that the issue of the Equity Shares and Equity warrants is being made in accordance with requirements of SEBI (ICDR) Regulations, 2009. A copy of this certificate shall be placed before the shareholders at the Extra-Ordinary General Meeting and the same will also be made available for inspection at the registered office of the Company between 11.00 a.m. to 2.00 p.m. on any working day upto the date of the meeting.

Further, under section 62 of the Companies Act, 2013, approval of the members is required for allotment of securities on preferential basis. Accordingly, the consent of the shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013, and SEBI (ICDR) Regulations, 2009 to issue and allot equity shares and equity warrants on preferential basis as stated in the resolutions. The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investor who may or may not be an existing shareholder of the Company.

Promoters and Promoter Group are interested in this resolution. The Board of Directors of the Company recommends passing of the resolution as special Resolution.



Form No. MGT-11
PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014)

CIN : L17124RJ1996PLC011522
Name of the Company : Bella Casa Fashion & Retail Limited
Registered Office- : E-102, 103, EPIP, Sitapura Industrial Area, Jaipur – 302 022 (Rajasthan)

| |
|-------------------------|
| Name of the shareholder |
| Registered address |
| E-mail ID |
| Folio No. / Client ID |
| DP ID |

I/We, being the member(s) of _____ shares of the above named company hereby appoint:

| | |
|--------------------------|------------|
| Name | E-mail Id: |
| Address: | |
| Signature or failing him | |

| | |
|----------------------------|------------|
| Name | E-mail Id: |
| Address: | |
| Signature , or failing him | |

| | |
|----------------------------|------------|
| Name | E-mail Id: |
| Address: | |
| Signature , or failing him | |

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01st Extra Ordinary General Meeting of the company, to be held on the Tuesday 28th day of March, 2017 at 12:00 P.M. at E -102, 103, EPIP, Sitapura Industrial Area, Jaipur – 302022 (Rajasthan) and/or at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No. | Resolution(s) | Vote |
|---------|---------------|------|
|---------|---------------|------|

| | | For | Against |
|----|---|-----|---------|
| | Special Business | | |
| 1. | To Increase Authorised share Capital | | |
| 2. | To Issue Equity Shares on Preferential basis. | | |

Signed this Tuesday 28th day of March, 2017

Signature of Shareholder

Signature of Proxy holder

| |
|-----------------------------------|
| Affix Revenue Stamp here |
|-----------------------------------|

Notes:

1. A Proxy need not be a member of the Company.
2. This form of Proxy must be deposited at the Registered Office of the Company E-102, 103, EPIP, Sitapura Industrial Area, Jaipur (Raj) -302 022, not less than 48 hours before the commencement of the Meeting.
3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



BELLA CASA FASHION & RETAIL LTD
(Formerly Known as Gupta Fabtex Pvt. Ltd.)
Importers, Manufacturer & Exporters of :
Home Furnishing, Garment & Fabrics

Ph. : 0141-6500271
E-mail : info@bellacasa.in
Website : www.bellacasa.in

CIN : L17124RJ1996PLC011522

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

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the members attending

(In block capitals)

Ledger Folio No./DP ID No. _____ Client ID No. _____

Name of Proxy holder _____

(To be filled in, if the proxy attends instead of the member)

I certify that I am a member /proxy for the members of the Company

I hereby record my presence at the Extra-ordinary General Meeting of the Company held on
Tuesday 28th day of March, 2017, at 12.00 p.m. at E-102, 103, EPIP, Sitapura Industrial Area, Jaipur
- 302 022 (Rajasthan)

(Member's /Proxy's Signature)

Note:

1. Only Members/Proxy holders can attend the Meeting.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

Route Map to EGM Venue
Bella Casa Fashion & Retail Limited
E-102, 103, EPIP, Sitapura Industrial Area, Jaipur-302 022

