



Celebrity Fashions Limited

23rd May 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400051.

Scrip Code - 532695

NSE Symbol: CELEBRITY

Dear Sir/Madam,

Sub: Notice of Postal Ballot-Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI LODR")

In line with requirement to Regulation 30 of SEBI LODR, we enclose herewith a copy of the Notice of the Postal Ballot along with the statement of material facts, seeking approval of the Members of the Company on the resolution forming part of the Notice.

In accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Postal Ballot Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members/list of Beneficial Owners as on Friday, 17th May 2024 (cut-off date) and whose e-mail addresses are registered with the Company/Depositories.

The Company is providing its members with the facility to cast their votes only through the remote electronic voting process ("remote e-Voting"), on all resolutions set forth in the Notice and the Company has engaged the services of Central Depository Services (India) Limited ('CDSL') in this regard



Celebrity Fashions Limited

The voting through remote e-voting will commence at 09:00 AM (IST) on Friday, 24th May 2024 and shall end at 05:00 PM (IST) on Saturday, 22nd June 2024. The results of postal ballot will be declared on or before 25th June 2024.

The said Notice of the Postal Ballot shall also be available on the website of the Company at www.celebritygroup.com.

This is for your confirmation and records.

Thanking you,

Sincerely,

For **CELEBRITY FASHIONS LIMITED**

S. VENKATARAGHAVAN
CHIEF FINANCIAL OFFICER



CELEBRITY FASHIONS LIMITED

CIN: L17121TN1988PLC015655

Registered Office: SDF IV & C2, 3rd Main Road, MEPZ - SEZ, Tambaram, Chennai - 600 045

Email: investorservices@celebritygroup.com **Website:** www.celebritygroup.com

Phone No: 044 - 4343 2200

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice of Postal Ballot (**'Notice'**) is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings (**"SS-2"**), (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**"MCA"**) for conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 08th April, 2020, No. 3/2022 dated 05th May 2022, No.11/2022 dated 28th December 2022 and No. 09/2023 dated 25th September 2023 (**"MCA Circulars"**), that the resolutions appended below is proposed by the Board of Directors of the Company to be passed by the Members of Celebrity Fashions Limited (**"the Company"**) through postal ballot by way of remote electronic voting (**"Postal Ballot"**).

Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members.



In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.celebritygroup.com.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolutions, setting out material facts and the reasons for the Resolutions, is also annexed. You are requested to peruse the proposed resolutions, along with the Explanatory Statements, and thereafter record your assent or dissent by remote e-voting facility only provided by the Company.

The Board of Directors of the Company ("**the Board**") has appointed BP & Associates, Practising Company Secretaries, Chennai as the Scrutinizer for conducting the postal ballot (e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting from **09:00 AM (IST) on 24th May 2024, Friday to 05:00 PM (IST) on 22nd June 2024, Saturday**. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of Central Depository Services Limited ("**CDSL**") for the purpose of providing remote e-voting facility to its Members. After completion of scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him.

The results of the voting conducted by Postal Ballot (through remote e-voting process) along with the Scrutinizer's Report will be made available on the website of the Company at www.celebritygroup.com and intimated to the Stock Exchanges, where the shares of the Company are listed, on or before **Tuesday, 25th June 2024**. Additionally, the results will also be uploaded on the website of CDSL at www.evotingindia.com. The resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., **Saturday, 22nd June 2024**.

**SPECIAL BUSINESS****Item No: 1**

Re-appointment of Mr. Vidyuth Rajagopal (DIN: 07578471) as a Managing Director of the Company for a period of 3 years form 08th August 2024 to 07th August 2027.

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of the Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 (“the act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereto, and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to the such approval as may be necessary, the approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Vidyuth Rajagopal (DIN:07578471) as a Managing Director for a period of 3 years with effect from 08th August 2024 to 07th August 2027 on terms of the remuneration as given below

S.No	Particulars	Details
1.	Salary	Fixed Amount CTC of Rs. 84 lakhs Per Annum and Variable Bonus of Rs. 26 Lakhs Per Annum.
2.	Medical Benefits	Suitable Mediclaim Policy for hospitalization for himself and family. Reimbursement of all actual medical expenses for himself and family to the extent not reimbursed under Mediclaim Policy.
3.	Telephone	Telephone, Tele fax and other communications facilities at residence at Company’s cost.



4.	Automobile	He shall be entitled to fully maintained Company car with driver for Company's business.
5.	Residential Accommodation	The Company shall provide rent free furnished accommodation.
6.	Reimbursement of Expenses	He shall be entitled to the reimbursement of all actual expenses or charges, including travel, entertainment and other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and object.
7.	Sitting Fees	He will not be entitled for any sitting fees for attending the meeting of the Board or any of the Committee thereof.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company may revise the remuneration payable to the Managing Director, in any financial year during the tenure of office, in such manner as may be agreed to between the Board of Directors and the Managing Director subject to the condition that the total remuneration by way of salary, perquisites, other allowances and other benefits, shall be within the aforesaid limits as determined under the provisions of the Companies Act 2013 read with provisions of Income Act 1961.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for terms of remuneration payable to Mr. Vidyuth Rajagopal, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him as set out herein above from 08th August 2024 to 07th August 2027 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement, with liberty to the Directors / Nomination and Remuneration Committee and Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Vidyuth Rajagopal, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 in case of in adequacy



or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

RESOLVED FURTHER THAT any Director, or CFO and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

Item No: 2

Regularization of Additional Independent Director, Mr. Sanjiv Dewan (DIN: 01160371) by appointing him as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sanjiv Dewan (DIN: 01160371), (Registration Number IDDB-DI-202402-055604) who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from 30th March 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, approval of shareholders be and is hereby accorded for appointment as an Independent Director (Non-Executive) of the Company, to hold office for a term of five consecutive years i.e., from 30th March 2024 till 29th March 2029 and not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulation 2018, Mr. Sanjiv Dewan (DIN: 01160371) be continued as an



CELEBRITY FASHIONS LIMITED

Independent Director (Non-Executive) of the Company for a said term of 5 years, notwithstanding that on 08th February 2026, Mr. Sanjiv Dewan attains the age of 75 years during the aforesaid tenure.

RESOLVED FURTHER THAT any Director, CFO and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

By Order of the Board
For **CELEBRITY FASHIONS LIMITED**

H. NARAYANARAO
COMPANY SECRETARY
M. No: A47309

Date: 17th May 2024

Place: Chennai

Registered Office: SDF IV & C2, 3rd Main Road, MEPZ - SEZ,
Tambaram, Chennai - 600 045

Email: investorservices@celebritygroup.com

Website: www.celebritygroup.com

Phone No: 044 - 4343 2200



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), each as amended, and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out the material facts relating to the proposed resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. As per the MCA Circulars, physical copies of this Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e- Voting only.
3. This notice is being sent electronically only to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on **Friday, 17th May 2024 (“Cut-off Date”)**. The voting rights of Members shall be in proportion to their shares of the paid-up Equity share capital of the Company as on the Cut-off Date. A person who is not a Member as on the Cut- off date should treat this Notice for information purpose only.
4. It is however, clarified that all members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.
5. It is clarified that if a Member fails to provide or update the relevant email ID to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company’s website at www.celebritygroup.com and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
6. In accordance with the provision of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The Company has engaged the services of Central Depository Services Limited (“**CDSL**”) to provide e-voting facility to its members. The instructions for e-voting are given below.
7. Shareholders may please note that this Notice will also be available on the Company’s website at www.celebritygroup.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of CDSL at www.evotingindia.com.



8. The e-voting period shall commence from **09:00 AM (IST) on 24th May 2024, Friday to 05:00 PM (IST) on 22nd June 2024, Saturday**. Please note that the E-voting module will be disabled for voting by CDSL after the said date and time. Once the vote on a resolution is cast by Members, it cannot be changed subsequently.

9. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Chennai (in vernacular language i.e., Tamil) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company's website at www.celebritygroup.com. The said public notice shall also mention the process for registration of email IDs by those Shareholders who have not yet registered their email IDs with the Company.

10. In terms of the General Circulars No. 14/2020 dated 08th April 2020, No. 17/2020 dated 13th April 2020, No. 22/2020 dated 15th June 2020, No. 33/2020 dated 28th September 2020, No. 39/2020 dated 31st December 2020, No. 10/2021 dated 23rd June 2021, 20/2021 dated 08th December 2021, 3/2022 dated 05th May 2022, 11/2022 dated 28th December 2022 and 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies.

VOTING THROUGH ELECTRONIC MEANS:

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting/e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company is utilising the e-voting services provided by Central Depository Services (India) Limited (CDSL).
- B. The facility for remote e-voting shall remain open from **09:00 AM (IST) on 24th May 2024, Friday to 05:00 PM (IST) on 22nd June 2024, Saturday**. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. Friday, the 17th May 2024, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Friday, 21st May 2024
- C. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process

Step : 1 Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in Demat mode.

- D. 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 facilit

Pursuant to aforesaid 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
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL, so that the user can visit the e-Voting service providers'</p>



	<p>website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 e-Voting 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	<p>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.nsd.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.</p>
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 holding with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service</p>



	provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP 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.

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.

E. 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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

F. Login method for e-Voting shareholders other than individual shareholders holding in Demat form & physical shareholders.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” module.
- (iii) 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.



- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 as mentioned in instruction (F)

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- G.** 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.
- H.** For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- I.** Click on the **EVSN 240521002** of Celebrity Fashions Limited.
- J.** 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.
- K.** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- L. 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.
- M. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- N. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- O. 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.
- P. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Q. Additional Facility for Non – Individual Shareholders and Custodians

- 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required 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 at chandramouli@bpcorpadvisors.com and to the Company at the email address viz; investorservices@celebritygroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



R. Process for those shareholders whose E-mail/Mobile no. are not registered with the Company/Depositories.

1. **For Physical shareholders**, please provide your E-mail ID/Mobile Number along with necessary details like Folio No., Name of shareholder, scanned copy of share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) by E-mail to the Company/RTA.

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 e-mail id and mobile no. with your respective Depository Participant (DP) which is mandatory while E-voting 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 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

**EXPLANATORY STATEMENT**

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item No.1

Re-appointment of Mr. Vidyuth Rajagopal (DIN: 07578471) as a Managing Director of the Company for a period of 3 years from 08th August 2024 to 07th August 2027.

The Company had re-appointed Mr. Vidyuth Rajagopal as Managing Director of the Company for a period of three years from 08th August 2021 to 07th August 2024. The Members had subsequently approved the said reappointment and terms of his remuneration at the 32nd Annual General Meeting held on 16th September 2021.

His current term of Re-appointment as Managing Director of the Company expires on 07th August 2024. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Vidyuth Rajagopal should be available to the Company for a further period of 3 (Three) years with effect from 08th August 2024.

In terms of the provisions of the act and the Articles of Association of the Company, the Nomination and remuneration Committee and the Board of Directors at their meeting held on 14th February 2024 had recommended to the shareholders for the re-appointment of Mr. Vidyuth Rajagopal as a Managing Director for term of three (3) years with effect from 08th August 2024 to 07th August 2027.

In view of the Company's level of profitability, the remuneration payable to him will be in the scenario of the inadequate of profits within the limits prescribed under schedule V of the Act.

In the event of inadequacy of profits, the maximum remuneration payable as per the present provisions of Schedule V (Part II Section II Para A Sl. No. (ii)) of the Act will be Rs.84 lakhs per annum, considering that the Company's effective capital is below Rs.100 crores. Remuneration in excess of this limit can be paid if the resolution passed by the shareholders is a special resolution.

Further, where there is inadequacy of profits during any financial year during the tenure of a managerial personnel, the remuneration under Schedule V of the Act can be fixed only for a maximum of three years, namely from 08th August 2024 to 07th August 2027.



The valuation of the remuneration including salary, variable bonus, allowance and perquisites which forms part of the resolution is determined as per the provisions of the Companies Act 2013 read with provisions of Income Act 1961 which is treated as an abstract of the terms of re-appointment & memorandum of concern or interest, pursuant to Section 190 of the Companies Act 2013.

The statement containing the information specified under sub-clause (iv) of the third proviso to Para A Section II Part II of Schedule V of the Act is provided hereunder in respect of the payment of remuneration to as Mr. Vidyuth Rajagopal, Managing Director forms part of the notice.

STATEMENT OF PARTICULARS (Pursuant to Schedule-V of the Companies Act, 2013) is given below:

I. General Information

1. Nature of the Industry	Manufacture & Export of all type of textile garments and clothing's accessories		
2. Date of Commencement of commercial production	The Company is in operation since 1988		
3. In Case of new companies, expected date of commencement of activities as per projects approved by financial institution appearing in the prospects	Not Applicable		
4. Financial Performance of the Company	Rs. In Crores		
Financial Parameters	FY 2022-2023	FY 2022-2023	FY 2020-2021
Total Income	364.34	327.97	233.65
Profit / Loss Before Tax	6.15	8.78	(5.57)
Profit/ Loss After Tax	6.15	8.78	(5.57)
5. Foreign Investment or collaborations.	Nil		

**II. Information about appointee:**

1. Background Details	Mr. Vidyuth Rajagopal is serving as the Managing Director of the Company effective 08 th August 2018. He has had significant experience over the years working across all areas of the organization. He holds a bachelor's degree in Economics from Loyola College, Chennai and Master of Business Administration from ISB, Hyderabad.
2. Past Remuneration (In lakhs)	Rs. 110/-
3. Recognition or awards	Not Applicable
4. Job Profile and his suitability	Job requires strong knowledge and experience in garments industry. Mr. Vidyuth Rajagopal is eminently suitable given his background.
5. Remuneration Proposed	As set out in the item No. 1 of the notice of the postal ballot
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration (duly recommended by the Nomination & Remuneration committee and approved by the Board) is in the line with the industry standards.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Vidyuth Rajagopal is the son of Mr. Venkatesh Rajagopal and Mrs. Rama Rajagopal, the promoter Cum Directors of the Company.

III. Other Information:

1. Reasons of Loss or inadequate profit	Industry trend and increase in operating standards
2. Steps taken or proposed to be taken for improvement	The Company is on a growth path and is expected to make higher profits in future.
3. Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.



Your directors recommend the Special Resolution as set out in Item No.1 of the accompanying Notice for the approval for the members in the best interest of the Company.

Mr Vidyuth Rajagopal is deemed to be concerned / interested in this resolution, since it relates to his re-appointment as MD. Mr Venkatesh Rajagopal, Chairman and Mrs Rama Rajagopal, Director are also deemed to be interested, being his relative.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in item no.1 of this Notice. The board, therefore, recommends the special resolution, as set out in item no.1, for approval by the shareholders of the Company.

Item No: 2

Regularization of Additional Independent Director, Mr. Sanjiv Dewan (DIN: 01160371) by appointing him as an Independent Director of the Company.

The Board of Directors (the Board), at its meeting held on 30th March 2024, on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Sanjiv Dewan (DIN: 01160371), as an Independent Director on the Board for a term of 5 (five) consecutive years from 30th March 2024 to 29th March 2029.

He has enrolled himself in the database for Independent Director as required under Section 150 of the Companies Act 2013.

Further, Mr. Sanjiv Dewan has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company and his continuation on the Board of the Company as an Independent Director even after attaining the age of 75 years will be in the interest of the Company and he has given his consent to act as a Director of the Company.



Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy-five) years unless it is approved by the members by passing a special resolution to that effect Mr. Sanjiv Dewan will attain the age of 75 years on 08th February 2026 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

Mr. Sanjiv Dewan does not hold any shares in the Company (including shareholding as a beneficial owner)

Except Mr. Sanjiv Dewan, none of the Directors or any Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in item no 2 of this notice. He is not related to any Director of the Company. The Board, therefore, recommends the Resolution as set out in Item no. 2 of this Notice for approval of the shareholders as a special resolution.

**PARTICULARS AND ADDITIONAL INFORMATION OF THE DIRECTORS SEEKING RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATION AND IN TERMS OF SECRETARIAL STANDARDS ON THE GENERAL MEETINGS (SS-2):**

Name of Director	Mr. Vidyuth Rajagopal
Nationality	Indian
Category and Designation	Managing Director
Director Identification Number	07578471
Age	37
Educational Qualification	Bachelor's Degree in Economics – Loyola College, Chennai Master's in Business Administration – Indian School of Business, Hyderabad.
Experience & Expertise	Business Development, Merchandising, Product Development, Retail Operations, Cluster Management and factory operations in Apparel manufacturing industry.
Directorships held in other companies and excluding foreign companies as of the date of this Notice.	Nil
Memberships/ Chairmanships of Committees across companies	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Mr. Venkatesh Rajagopal and Mrs. Rama Rajagopal.
Shareholding (%) in the Company	19.38 % as on 31 st March 2024
Remuneration last drawn (FY 23-24)	110 Lakhs/-
Terms and Conditions of appointment	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Number of Board meeting attended during the FY 2023-24	7 (Seven) meetings attended during the financial year 2023-2024 out of 7 (Seven) meetings held / conducted.
During FY 2024-25 (up to Circulating Postal Ballot Notice)	Nil
Name of the listed entities from which the	Indian Terrain Fashions Limited



director has resigned in the past three years	
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PARTICULARS AND ADDITIONAL INFORMATION OF THE DIRECTORS SEEKING APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATION AND IN TERMS OF SECRETARIAL STANDARDS ON THE GENERAL MEETINGS (SS-2):

Name of Director	Mr. Sanjiv Dewan
Nationality	Indian
Category and Designation	Independent Director
Director Identification Number	01160371
Independent Directors Data Bank Registration Number	IDDB-DI-202402-055604
Age	Age 73
Educational Qualification	BA, from National Defense Academy, Pune
Experience, Skill & Expertise	Sanjiv Dewan has been the driving force behind S.D. Apparel Consultants Private Limited since 1989, leveraging his vast experience to cement the company's stature as a leader in the apparel sector, with a particular focus on woven garments for men and children. His exceptional track record in business services is marked by transformative growth and enhanced profitability, showcasing his ability to rejuvenate underperforming segments through strategic innovation and rigorous execution. As a new director on our board, Dewan brings a wealth of knowledge in business operations, coupled with a visionary approach to corporate governance and strategic planning. His multifaceted expertise encompasses the full spectrum of apparel services, strategy development, business transformation, and performance management. Dewan is also deeply versed in enhancing systems and processes, ensuring robust compliance, and fostering a culture of governance aligned with the highest standards expected by financial exchanges and regulatory bodies. Dewan's appointment underscores our commitment to excellence and strategic



	leadership, aligning with our objective to navigate the company towards sustainable growth and market leadership. His blend of creative vision, entrepreneurial spirit, and proven governance capabilities will be instrumental in steering our company through the evolving challenges and opportunities of the global market.
Directorships held in other companies and excluding foreign companies as of the date of this Notice.	S. D. Apparel Consultants Private Limited
Memberships/ Chairmanships of Committees across companies	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Shareholding (%) in the Company, including shareholding as a beneficial owner.	Nil
Remuneration last drawn (FY 23-24)	Nil
Terms and Conditions of appointment	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.
Number of Board Meeting attended for the year 2023-2024. During FY 2024-25 (up to Circulating Postal Ballot Notice).	NA Nil
Name of the listed entities from which the director has resigned in the past three years	Nil