



Celebrity Fashions Limited

01st September 2018

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001.

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400 051.

Scrip Code : 532695

NSE Symbol: CELEBRITY

Dear Sir/Madam,

Sub.: Notice of 29th Annual General Meeting of the Company

Ref.: Regulation 30 and 47 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

This is to inform that the 29th Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, 25th September, 2018 at 02.30 p.m. at the Registered office of the Company at SDF - IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai - 600 045.

The Notice of 29th Annual General Meeting along with the attendance slip and proxy form is enclosed. The Annual Report along with the notice of AGM has been dispatched to all the eligible shareholders through e-mail and other permitted mode and also available on the website of the Company at www.celebritygroup.com.

In terms of Regulation 47 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby intimate that the notice informing the details of 29th Annual General Meeting will be published in Business Standard and Tamil Murasu newspapers.

This is for your information and records.

Thanking you,

Yours faithfully,

For **CELEBRITY FASHIONS LIMITED**

A. Rishi Kumar

A. Rishi Kumar
Company Secretary

Encl: As above



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting of CELEBRITY FASHIONS LIMITED will be held on Tuesday, 25th September, 2018 at 2.30 p.m. at the Registered Office of the Company at SDF IV & C2 , 3rd Main Road, MEPZ/SEZ, Tambaram, Chennai - 600 045 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Rama Rajagopal (DIN 00003565), who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Revision in remuneration of Mr. Vidyuth Rajagopal, Joint Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

"RESOLVED THAT in partial modification of the resolutions passed by the shareholders at the annual general meetings held on 30th September, 2016 and 25th September, 2017, and subject to the applicable provisions of Sections 196, 197 and 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act), and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee and the board of directors of the Company, approval and ratification of the members be and is hereby accorded for the revision in the terms of remuneration paid to Mr Vidyuth Rajagopal, (holding DIN 07578471) Joint Managing Director of the Company, effective 1st October 2017 upto 07th August, 2018, as stated in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER THAT all other terms and conditions of appointment, as approved earlier by the shareholders at the annual general meetings held on 30th September 2016 and 25th September 2017 and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Mr. A. Rishi Kumar, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

4. Appointment of Mr. Vidyuth Rajagopal as Managing 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 196, 197 and 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act), and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee and the board of directors of the Company, and subject to such other approvals as may be necessary, the approval of the Members of the Company, be and is hereby accorded for the appointment of Mr. Vidyuth Rajagopal (holding DIN 07578471), as the Managing Director of the Company for a period of 3 years effective 08th August, 2018 on terms and conditions including remuneration as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix and vary remuneration and perquisites including monetary value thereof to the extent the Board of Directors may consider appropriate and as may be considered and permitted or authorized in accordance with the provisions of the Companies Act, 2013 for the time being in force and any statutory modifications or reenactment thereof, and/ or any rules or regulations framed there under.

RESOLVED FURTHER THAT in the event of the Company incurring a loss or its profits are inadequate in any financial year during the currency of his tenure the Company shall pay to Mr. Vidyuth Rajagopal the above remuneration as a minimum remuneration by way of salary, perquisites

and allowances, in accordance with the provisions of Schedule V to the Companies Act, 2013 as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Mr. A. Rishi Kumar, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. Re-appointment of Mr. N. K. Ranganath (DIN: 00004044) as an Independent Director.

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 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. N K Ranganath (DIN: 00004044), Independent Director of the Company, whose period of office is liable to expire on 31st March, 2019 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company with effect from 01st April 2019 to 31st March 2024 and the term shall not be subject to retirement by rotation."

6. Re-appointment of Mr. P. S. Raman (DIN: 00003606) as an Independent Director.

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 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. P S Raman (DIN: 00003606), Independent Director of the Company, whose period of office is liable to expire on 31st March, 2019 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company with effect from 01st April 2019 to 31st March 2024 and the term shall not be subject to retirement by rotation."

7. Re-appointment of Mrs. Nidhi Reddy (DIN: 00004081) as an Independent Director.

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 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Nidhi Reddy (DIN: 00004081), Independent Director of the Company, whose period of office is liable to expire on 31st March, 2019 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company with effect from 01st April 2019 to 31st March 2024 and the term shall not be subject to retirement by rotation."

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

Place: Chennai
Date: 08th August, 2018

A Rishi Kumar
Company Secretary

NOTES:
1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The Instrument appointing proxies, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the Companies, Societies and Partnership firms etc must be supported by appropriate resolution/authority as applicable, issued on behalf of the nominating organization.

2. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
4. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect to the special business as set out in the Notice is annexed hereto.
5. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Members and the Share Transfer books of the Company will remain closed from 15th September, 2018 to 25th September, 2018. (both days inclusive) for the purpose of Annual General Meeting.
8. Members are requested to notify Change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares members are requested to advise any change of communication address immediately to the Registrar and Transfer Agent, Viz. Link Intime India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli (W), Mumbai - 400083.
9. Queries, on the Accounts and Operation of the Company, if any, may be sent to the Company at its Registered Office (marked for the attention of the CFO/CS) at least seven days in advance of the Meeting.
10. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the 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 instructions for e-voting are given in S No.15. The cut-off date for determining the eligibility to vote by electronic means or by ballot at the general meeting shall be 14th September, 2018.
11. The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting in terms of notification issued by the Ministry of Corporate Affairs dated 19.03.2015.
12. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
13. A route map showing directions to reach the venue of the 29th Annual General Meeting is given along with this notice.

14. IMPORTANT SHAREHOLDER COMMUNICATION:

The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular

No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors, Report etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders. In case you are desirous of having a complete text of Annual Report 2017-18, you may write to us at investorservices@celebritygroup.com or at the registered Office of the Company. The Annual report of the Company can be accessed at www.celebritygroup.com in the investor section.

Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2017-2018 is being sent in the permitted mode.

Electronic copy of the Notice of the 29th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.

The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all shareholders. All members holding shares in demat and physical form are therefore requested to submit their PAN and Bank Account details to Link Intime India Private Limited (RTA) by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque.

SEBI has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f 05th December, 2018. In view of the above and to avail various benefits of dematerialization, members are kindly advised to dematerialize the shares held by them in physical form by sending request to Link Intime India Private Limited (RTA).

15. E-Voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide its shareholders, facility to exercise their right to vote at the 29th AGM through electronic means and all the businesses may be transacted through the e-voting services provided by the Central Depository Services (India) Limited (CDSL). The facility for voting, through ballot/polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through polling paper in the Annual General Meeting.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY (REMOTE E-VOTING) ARE AS UNDER:

- (i) The voting period begins on Thursday, 20th September, 2018 at 9.00 A.M. and ends on Monday, 24th September, 2018 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14th September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification code as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (v)

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN of Celebrity Fashions Limited.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print out of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If 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.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- (xxii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 14th September 2018, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
- 17. The Company has appointed M/s. BP & Associates, Practising Company Secretaries as Scrutinizer to scrutinize the voting (at AGM Venue) and remote e-voting process in a fair and transparent manner.
- 18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- 19. The results of voting shall be declared by the Chairman or by any person authorized by him in this regard on or before 27th September 2018. The result declared along with the Scrutinizer's report shall be placed on the Company's website www.celebritygroup.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE & NSE Limited. The resolution, if approved will be taken as passed effectively on the date of declaration of the result, explained as above.
- 20. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 25th September, 2017.
- 21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.00 pm) on all working days except Saturdays & Sundays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 3

At the board meeting held on 1st August, 2016, Mr Vidyuth Rajagopal, was appointed as whole-time director of the Company for a period of three years from 1st August, 2016 on such remuneration within the limit prescribed under applicable provisions of the Companies Act, 2013. The shareholders approved his terms of appointment and remuneration payable to him at the 27th AGM held on 30th September, 2016.

Considering his increased responsibilities, the board, at its meeting held on 05th April, 2017, appointed him as Joint Managing Director (JMD), as recommended by the NRC, for the remaining period of his tenure up to 31st July, 2019, without any other change in his terms of appointment and remuneration. This was approved by the shareholders at the AGM held on 25th September 2017.

The board reviewed the remuneration payable to him after taking into consideration his active involvement in all spheres of management for exploring business opportunities both in India and abroad and felt that, JMD can be compensated by way of enhanced commission. The board was of the opinion that the existing remuneration was considerably inadequate, when compared with the industry norms and similarly placed senior management personnel of the Company. Therefore, the board, at its meeting held on 11th December 2017, proposed the following revision in the terms of remuneration payable to him effective 1st October 2017, as recommended by the NRC, subject to the approval of the shareholders in the ensuing AGM.

i) Salary

Basic salary Rs.2,50,000/- per month.

ii) 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.

iii) Telephone

Telephone, Tele fax and other communication facilities at residence at Company's cost.

iv) Automobile

He shall be entitled to a fully maintained Company car with driver for company's business.

v) 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 objects.

vi) Sitting Fees

He will not be entitled to any sitting fees for attending the meetings of the Board or of any committee thereof.

The valuation of perquisites will be as per the Income-Tax Rules in cases where the same is otherwise not possible to be valued.

It is therefore conceivable that such modification in the terms of remuneration will amount to revision in the overall remuneration payable to him, in terms of Sections 197 and 198 read with Schedule V to the Act and require approval of the shareholders.

The terms of remuneration payable to JMD as specified above are now being placed before the members for their approval by way of a special resolution, as set out in item no. 3 of this Notice, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act, as recommended by the NRC and by the board.

Mr Vidyuth Rajagopal is deemed to be concerned / interested in this resolution, since it relates to his remuneration as JMD. Mr Venkatesh Rajagopal, Chairman and Mrs Rama Rajagopal, Director are also deemed to be interested, being his relatives.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution as set out in item no.3 of this Notice. The board, therefore, recommends the special resolution, as set out in item no.3, for approval by the shareholders of the Company.

Item No. 4

In terms of Section 196, 197 read with Schedule V of the Act, a special resolution is proposed to be passed for payment of remuneration to Mr. Vidyuth Rajagopal for a period of 3 years with effect from 08th August, 2018. The Board of Directors of the Company and the Nomination & Remuneration Committee have recommended the appointment of Mr. Vidyuth Rajagopal for a period of 3 years effective 08th August 2018 to 07th August 2021 for a remuneration of Rs. 2,50,000/- per month plus applicable perquisites, with authority to the Board to sanction increment, subject to the provisions of the Companies Act, 2013.

The terms of the appointment and remuneration details are given below.

i) Tenure

For a period of 3 years with effect from 08th August 2018 to 07th August 2021

ii) Salary

Basic salary Rs.2,50,000/- per month.

iii) 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.

iv) Telephone

Telephone, Tele fax and other communication facilities at residence at Company's cost.

v) Automobile

He shall be entitled to a fully maintained Company car with driver for company's business.

vi) 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 objects.

vii) Sitting Fees

He will not be entitled to any sitting fees for attending the meetings of the Board or of any committee thereof.

The above may be treated as an abstract of the terms of appointment and Memorandum of concern or interest, pursuant to Section 190 of the Companies Act, 2013.

The valuation of perquisites will be as per the Income-Tax Rules in cases where the same is otherwise not possible to be valued.

The Board recommends Item No. 4 as special resolution for approval of Members.

Mr Vidyuth Rajagopal is deemed to be concerned / interested in this resolution, since it relates to his remuneration as JMD. Mr Venkatesh Rajagopal, Chairman and Mrs Rama Rajagopal, Director are also deemed to be interested, being his relatives.

None of the other Directors and/or Key Managerial Persons of the Company and their relatives except to the extent of their shareholding in the Company is in any way concerned or interested, financially or otherwise, in the Resolutions set out at Item No.4 of the Notice

The statement containing the information to be given to the members in terms of Schedule V of the Companies Act, 2013 is as under:

I. General Information

1	Nature of Industry	Manufacture & Export of all type of Textile garments and clothing accessories
2	Date or expected date of commencement of commercial production	N.A. since the Company has already commenced its business activities
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	The Company has made a net loss of Rs.1.30 Crs for the financial year ended 31 st March, 2018.
5	Foreign Investments or collaborations, if any	Not Applicable

II. Information about the appointee

1	Background details	Mr. Vidyuth Rajagopal holds a B.A. (Hons) Degree in Economics from Loyola College, Chennai. He has had significant experience over the years working across all areas of the organization. Further, he was serving as the Whole Time Director of the Company w.e.f 01 st August 2016 and elevated to the position of Joint Managing Director by the Board on 05 th April 2017.
2	Past remuneration (In lakhs)	19.60
3	Recognition or awards	NIL
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	Proposed Remuneration	As per resolution given above

6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The proposed remuneration is comparable and in line with the other companies of similar size and nature in the Industry.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Vidyuth Rajagopal, son of Mr. Venkatesh Rajagopal and Mrs. Rama Rajagopal, the promoter directors.

III. Other Information

1	Reasons of loss or inadequate profits	Industry trend and increase in operating cost.
2	Steps taken or proposed to be taken for improvement	The company is undertaking various strategic initiatives including improvement to productivity and rationalisation of costs.
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.

Item No.5

Mr. N.K. Ranganath was appointed as an Independent Director of the Company by the members at the 25th AGM of the Company held on 29th September, 2014 for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. N.K. Ranganath, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. N.K. Ranganath fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. N.K. Ranganath as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. N.K. Ranganath as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. N.K. Ranganath as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Save and except Mr. N.K. Ranganath, none of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends passing of the Resolution at Item No.5 of the Notice as a Special Resolution.

Item No.6

Mr. P.S. Raman was appointed as an Independent Director of the Company by the members at the 25th AGM of the Company held on 29th September, 2014 for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. P.S. Raman, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. P.S. Raman fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. P.S. Raman as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. P.S. Raman as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. P.S. Raman as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Save and except Mr. P.S. Raman, none of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends passing of the Resolution at Item No.6 of the Notice as a Special Resolution.

Item No.7

Mrs. Nidhi Reddy was appointed as an Independent Director of the Company by the members at the 25th AGM of the Company held on 29th September, 2014 for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Nidhi Reddy, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mrs. Nidhi Reddy fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Nidhi Reddy as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Nidhi Reddy as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mrs. Nidhi Reddy as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Save and except Mrs. Nidhi Reddy, none of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.7.

The Board recommends passing of the Resolution at Item No.7 of the Notice as a Special Resolution.

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

A. Rishi Kumar
Company Secretary

Place: Chennai

Date: 08th August, 2018

Details of the Directors retiring by rotation/ seeking re-appointment/ appointment at the 29th Annual General Meeting

(In pursuance of Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard -2 on General Meetings)

Name of Director	Mr. Vidyuth Rajagopal (DIN: 07578471)	Mrs. Rama Rajagopal (DIN: 00003565)
Date of Birth & Age	22 nd Sep 1986 & 32 Years	06 th Aug 1955 & 63 Years
Nationality	Indian	Indian
Qualification	Degree in Economics from Loyola College, Chennai	Post Graduate degree in economics from University of Bangalore
Nature of Expertise/ Experience	Marketing & Merchandising	General Management & Administration
Date of first appointment to the Board	01 st August, 2016	04 th January, 1994
Terms and Conditions of Appointment / Re- appointment	Re-appointment for 3 (three) years w.e.f 08 th August, 2018.	Being longest in office liable to retire by rotation and sought herself of reappointment.
Remuneration last drawn in the FY 2017-18	Rs. 19,60,000/-	Nil
Remuneration proposed to be paid.	Rs. 2,50,000/- per month	Nil
Shareholding in this company	32,000 Equity shares	67,94,902 Equity shares
Relationship with other Directors/KMP	Son of Mr. Venkatesh Rajagopal and Mrs. Rama Rajagopal, Promoter Directors of the Company	Spouse of Mr. Venkatesh Rajagopal (Chairman) and Mother of Mr. Vidyuth Rajagopal (Joint Managing Director)
No of Board Meetings attended and held during the year	6/6	3/6
Directorship of other Boards	Nil	Indian Terrain Fashions Limited
Chairpersonship/ Membership in committees of other Entities	Nil	Indian Terrain Fashions Limited • Chairperson - CSR Committee

Name of Director	Mr. N K Ranganath (DIN: 00004044)	Mr. P S Raman (DIN: 00003606)	Mrs. Nidhi Reddy (DIN: 00004081)
Date of Birth / Age	13 th Mar 1956 & 62 Years	07 th Nov 1960 & 57 Years	13 th April 1956 & 62 Years
Nationality	Indian	Indian	Indian
Qualification	Mr. N.K. Ranganath is a mechanical engineer and holds a post graduate degree in Business Management from XLRI. He is the Managing Director of Grundfos Pumps India Private Limited. He has acquired valuable knowledge, experience and expertise in sales, marketing, finance, production and human resource disciplines.	Mr. P.S. Raman holds a bachelor degree in Commerce and Law. He is a Senior Advocate with more than two decades of practice experience at Madras High Court and in the Supreme Court. During the years of practice, he has gained valuable knowledge, experience and expertise in the field of law.	Mrs. Nidhi Reddy holds a Master Degree in Economics from Delhi School of Economics and a Post Graduate Diploma in Personnel Management and Industrial Relations from XLRI. She specializes in the field of Human Resource Management, Behavioral Training and Recruitment.
Date of first appointment on the Board	06 th September 2005	10 th January 2013	06 th September 2005
Terms and Conditions of Re- appointment	Re-appointment for 5 (five) years w.e.f 01 st April, 2019	Re-appointment for 5 (five) years w.e.f 01 st April, 2019	Re-appointment for 5 (five) years w.e.f 01 st April, 2019
Remuneration last drawn in the FY 2017-18	Sitting Fees of Rs. 27,000/- paid for attending Board and Committee meetings.	Sitting Fees of Rs. 8,000/- paid for attending Board and Committee meetings.	Sitting Fees of Rs.6500/- paid for attending Board and Committee meetings.
Remuneration proposed to be paid.	Sitting Fees to be paid for attending Board, Committee and Independent Directors' meetings.	Sitting Fees to be paid for attending Board, Committee and Independent Directors' meetings.	Sitting Fees to be paid for attending Board, Committee and Independent Directors' meetings.

Shareholding in this company	Nil	Nil	Nil
Relationship	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
No of Board Meetings attended and held during the year	5/6	2/6	2/6
Directorship of other Boards	1.Indian Terrain Fashions Limited 2.Grundfos Pumps India Private Limited 3.L&T Valves Limited 4.Cura Healthcare Private Limited	1.Indian Terrain Fashions Limited 2.Sundaram Brake Linings Limited	Kalinga Consultancy and Construction Consortium Private Limited
Chairmanship/Membership in committees of other Entities	Indian Terrain Fashions Limited • Chairman - Audit Committee -Nomination and Remuneration Committee -Stakeholders relationship Committee • Member -Corporate Social Responsibility Committee	Indian Terrain Fashions Limited • Member - Audit Committee - Nomination and Remuneration Committee -Stakeholders relationship Committee Sundaram Brake Linings Limited • Member - Audit Committee	Nil

CELEBRITY FASHIONS LIMITED

(CIN: L17121TN1988PLC015655)
 Registered office: SDF IV & C2, 3RD MAIN ROAD, MEPZ/SEZ, Tambaram, Chennai - 600 045
 Phone No.91-44-43432200/43432300; email: investorservices@celebritygroup.com
 Fax No. +91-44-4343 2360; Website: www.celebritygroup.com

ATTENDANCE SLIP

Regd Folio No. /DP/ Client ID

No. of Shares held

I/We hereby record my/our presence at the 29th ANNUAL GENERAL MEETING of the Company at the Registered Office situated at SDF-IV & C2, 3rd Main Road, MEPZ- SEZ, Tambaram, Chennai-600 045 on Tuesday, the 25th day of September 2018 at 02.30 P.M.

 Signature of member / Proxy

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	L17121TN1988PLC015655
Name of the Company	CELEBRITY FASHIONS LIMITED
Registered Office	SDF – IV & C2, 3rd Main Road, MEPZ – SEZ, Tambaram, Chennai – 600 045
Name of the Member (s)	
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

1. Name :
 Address :
 Email Id :
 Signature : or failing him

as my / our proxy to attend and vote (on a poll) for me / us on my behalf at the 29th Annual General Meeting of the Company to be held on Tuesday, the 25th day of September 2018 at 02.30 P.M. at the Registered Office situated at SDF-IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai - 600 045 and at any adjournment thereof in respect of such resolutions are indicated below:

Resolution No.	Resolution	For	Against
1	Adoption of Audited Financial Statements for the year ended 31 st March, 2018 and the reports of the Board of Directors and the Statutory Auditors thereon.		
2	Re-appointment of Mrs. Rama Rajagopal (DIN: 00003565) who retires by rotation		
3	Revision in remuneration of Mr. Vidyuth Rajagopal, Joint Managing Director of the Company		
4	Appointment of Mr. Vidyuth Rajagopal as Managing Director of the Company		
5	Re-appointment of Mr. N. K. Ranganath (DIN: 00004044) as an Independent Director		
6	Re-appointment of Mr. P.S. Raman (DIN: 00003606) as an Independent Director		
7	Re-appointment of Mrs. Nidhi Reddy (DIN: 00004081) as an Independent Director		

Signed this..... day of 2018.

Signature of shareholder

Signature of Proxy holder(s)

 Affix
 Re. 1/-
 Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Route Map to the AGM Avenue

Venue: SDF - IV & C 2, THIRD MAIN ROAD, MEPZ – SEZ, CHENNAI-600045.

