

**VENKATESH RAJAGOPAL**  
10, Rajagopalan II Street, Valmiki Nagar, Thiruvanmiyur, Chennai – 600041

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**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G Block, Bandra - Kurla Complex,  
Bandra (East), Mumbai - 400051.

**CELEBRITY FASHIONS LIMITED**  
SDF-IV & C2, Third Main Road, MEPZ-SEZ,  
Tambaram Chennai - 600 045.

Dear Sir/ Madam,

**Sub: Disclosure under Regulation 31(1) of the SEBI (Substantial Acquisition of Shares & Takeovers] Regulation, 2011.**

**Ref.: Celebrity Fashions Limited - BSE Scrip Code : 532695**  
**NSE Symbol : CELEBRITY**

Pursuant to the provisions of Regulation 31(1) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulation, 2011, please find enclosed herewith the requisite disclosures in prescribed format relating to creation of pledge on 13,38,039 equity shares held by me in Celebrity Fashions Limited.

Request you to kindly take the same on record.

Thanking You,

Yours truly,

  
**Venkatesh Rajagopal on behalf of**  
**Promoter and Promoter group**

**Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company(TC)					Celebrity Fashions Limited								
Names of the stock exchanges where the shares of the target company are listed					BSE Limited National Stock Exchange of India Limited								
Date of reporting					22 <sup>nd</sup> July 2024								
Name of the promoter on whose shares encumbrance has been created					Venkatesh Rajagopal								
Details of the creation of encumbrance:													
Name of the promoter (s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}	
	No. of shares	% of Total share Capital	No. of shares	% of Total share Capital	Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance **	Number	% of share Capital	Name of the entity in whose favor shares encumbered ***	No. of shares	% of total Share Capital
Venkatesh Rajagopal	10957617	19.38	70,84,270	12.53	Creation	19-07-2024	Pledge	Further collateral for loans taken by the Company	1338039	2.37%	State Bank of India (Lender) & SBICAP Trustee Company Limited (Trustee)	84,22,309	14.89
Rama Rajagopal	8985962	15.89	70,84,270	12.52	-	-	-	-	-	-	-	70,84,270	12.52

Vidyuth Rajagopal	32000	0.06	-	-	-	-	-	-	-	-	-	-	-
Rajagopalan K.A.	646	0.00	-	-	-	-	-	-	-	-	-	-	-
Anjali Rajagopal	100	0.00	-	-	-	-	-	-	-	-	-	-	-

Place : Chennai

Date: 22-07-2024

Signature:



Name : Venkatesh Rajagopal

DIN : 00003625

\*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\* For Example, for the purpose of collateral for loans taken by the company, personal borrowing, third party, etc.

\*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

## Annexure – II

### Format for disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Celebrity Fashions Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Venkatesh Rajagopal
Total promoter shareholding in the listed company as on 30 <sup>th</sup> June 2024.	No. of shares – 1,99,76,325 % of total share capital – 35.32%
Encumbered shares as a % of promoters shareholding	No. of shares – 1,55,06,579 77.62%
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 1 (Date of creation of encumbrance: 26 <sup>th</sup> September 2013)	Encumbrance 2 (Date of creation of encumbrance: 21 <sup>st</sup> August 2017)	Encumbrance 3 (Date of creation of encumbrance: 05 <sup>th</sup> March 2019)	Encumbrance 4 (Date of creation of encumbrance: 10 <sup>th</sup> January 2023)	Encumbrance 5 (Date of creation of encumbrance: 18 <sup>th</sup> July 2024)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge	Pledge	Pledge	Pledge	Pledge
No. and % of shares encumbered		No. of shares: 53,52,516, 9.46%:	No. of shares: 61,83,421, 10.93%:	No. of shares: 15,62,050, 2.76%:	No. of shares: 10,70,553, 1.89%:	No. of shares: 13,38,039, 2.37%:
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	State Bank of India (Lender) & SBICAP Trustee Company Limited (Trustee)	State Bank of India (Lender) & SBICAP Trustee Company Limited (Trustee)	State Bank of India (Lender) & SBICAP Trustee Company Limited (Trustee)	State Bank of India (Lender) & SBICAP Trustee Company Limited (Trustee)	State Bank of India (Lender) & SBICAP Trustee Company Limited (Trustee)
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity	YES Schedule Commercial Bank State Bank of India	YES Schedule Commercial Bank State Bank of India	YES Schedule Commercial Bank State Bank of India	YES Schedule Commercial Bank State Bank of India	YES Schedule Commercial Bank State Bank of India

	Names of all other entities in the agreement	Listed company and its group companies (if any) – Nil Other entities (if any) – Nil	Listed company and its group companies (if any) – Nil Other entities (if any) – Nil	Listed company and its group companies (if any) – Nil Other entities (if any) – Nil	Listed company and its group companies (if any) – Nil Other entities (if any) – Nil	Listed company and its group companies (if any) – Nil Other entities (if any) – Nil
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	NO	NO	NO	NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	2.19 Crores	10.32 Crores	1.46 Crores	1.82 Crores	2.43 Crores
	Amount involved (against which shares have been encumbered) (B)	200.39 Crores	136.11 Crores	210.10 Crores	99.46 Crores	85.57 Crores
	Ratio of A / B	0.01:1	0.08:1	0.01:1	0.01:1	0.03:1
End use of money	Borrowed amount to be utilized for what purpose –	b) For the benefit of listed company.	b) For the benefit of listed company.	b) For the benefit of listed company.	b) For the benefit of listed company.	b) For the benefit of listed company.

	<p>(a) Personal use by promoters and PACs</p> <p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)</p>	<p>Total borrowing of Rs. 200.39 Crores includes term loans and working capital facility from State Bank of India.</p> <p>Repayable as per the Bank's sanctioned letter</p>	<p>Total borrowing of Rs. 136.11 Crores includes term loans and working capital facility from State Bank of India.</p> <p>Repayable as per the Bank's sanctioned letter</p>	<p>Total borrowing of Rs. 210.10 Crores includes term loans and working capital facility from State Bank of India.</p> <p>Repayable as per the Bank's sanctioned letter</p>	<p>Total borrowing of Rs. 99.46 Crores includes term loans and working capital facility from State Bank of India.</p> <p>Repayable as per the Bank's sanctioned letter</p>	<p>Total borrowing of Rs. 85.57 Crores includes term loans and working capital facility from State Bank of India.</p> <p>Repayable as per the Bank's sanctioned letter</p>
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**Venkatesh Rajagopal**

**(on behalf of Promoter and Promoter group)**

Place: *Chennai*

Date: *22-07-2024*