



# Celebrity Fashions Limited

04<sup>th</sup> March 2024

To

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

**Scrip Code - 532695**

**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.

**NSE Symbol: CELEBRITY**

Dear Sir/Madam,

**Sub: Corrigendum to the Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").**

This is with reference to the captioned subject and in continuation to the Notice of Postal Ballot dated 05<sup>th</sup> February 2024 issued by Celebrity Fashions Limited ("the Company"), inter alia, for the purpose of seeking members' approval by way of Special Resolution for issuance of up to 24,97,961 (Twenty-Four Lakhs Ninety-Seven Thousand Nine Hundred and Sixty one only) fully paid-up equity shares of face value of Rs. 10/- each on Preferential basis in such proportion and on such terms and conditions as set out in the Notice of Postal Ballot which was already sent to the Shareholders of the Company on 09<sup>th</sup> February 2024.

All other contents of the Postal Ballot Notice, save and except as amended / clarified by this Corrigendum, shall remain unchanged.

This corrigendum is available on the website of the Company at [www.celebritygroup.com](http://www.celebritygroup.com).

This is for your information and records.

Thanking you,

Sincerely,

For **CELEBRITY FASHIONS LIMITED**

**S. VENKATARAGHAVAN**  
**CHIEF FINANCIAL OFFICER**



# Celebrity Fashions Limited

## CORRIGENDUM TO NOTICE OF POSTAL BALLOT

**Dear Member(s)**

Celebrity Fashions Limited (“Company”) has circulated Postal Ballot Notice on 09<sup>th</sup> February, 2024 together with Explanatory Statement to the members of the Company, pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“SS-2”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws and regulations, for seeking approval of members of the Company by way of Special resolutions through remote e-voting by way of postal ballot process.

We draw the attention of all the members of the Company towards the Postal Ballot Notice dated 05<sup>th</sup> February, 2024 and Circulated to the Shareholders on 09<sup>th</sup> February, 2024 inter-alia, for revision of Relevant date as 09<sup>th</sup> February, 2024 and fixing the price as Rs. 20.43/- as approved by the Board of Directors on 04<sup>th</sup> March, 2024 and Changes are as below;

<b>Sr. No</b>	<b>Content of Notice of Postal Ballot and Explanatory Statement.</b>	<b>Modification/ Clarifications Made</b>
1.	<b>Item No: 1 Approval for Issue of equity shares through preferential issue.</b> <b>Resolution:</b> <b>Resolution under 1<sup>st</sup> Para in Row no 20:</b> up to 24,97,961 (Twenty-Four Lakhs Ninety Seven Thousand Nine Hundred and Sixty one) fully paid-up equity shares of face value of Rs. 10/- each of the company at a price of Rs. 20.10 /- per	<b>Item No: 1 Approval for Issue of equity shares through preferential issue.</b> <b>Resolution under 1<sup>st</sup> Para in Row no 20:</b> up to 24,97,961 (Twenty-Four Lakhs Ninety Seven Thousand Nine Hundred and Sixty one) fully paid-up equity shares of face value of Rs. 10/- each of



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	<p>Equity Share (at a premium of Rs. 10.10 /- per Equity Share) aggregating up to Rs. 5,02,09,016.10/-</p> <p><b>Resolution under 2<sup>nd</sup> Para :</b> <b>RESOLVED FURTHER THAT</b> the Relevant Date for the purpose of determining the floor price of the Equity Shares under SEBI (ICDR) Regulations shall be 06<sup>th</sup> February 2024, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for Postal Ballot (E-Voting).</p>	<p>the company at a price of Rs. 20.43 /- per Equity Share (at a premium of Rs. 10.43 /- per Equity Share) aggregating up to Rs. 5,10,33,343.23/-</p> <p><b>Resolution under 2<sup>nd</sup> Para :</b> <b>RESOLVED FURTHER THAT</b> the Relevant Date for the purpose of determining the floor price of the Equity Shares under SEBI (ICDR) Regulations shall be 09<sup>th</sup> February 2024, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for Postal Ballot (E-Voting).</p>
2.	<p><b>In Explanatory Statement item No.1</b> To expedite the above, the Board of Directors of the Company (“Board”) at its meeting held on 05<sup>th</sup> February 2024 has, subject to the approval of the Members and such other approvals as may be required, approved raising funds through issuance of up to 24,97,961(Twenty Four Lakhs Ninety Seven Thousand Nine Hundred and Sixty one only ) fully paid-up equity shares of face value of Rs. 10/- each of the company at a price of Rs. 20.10 /- per Equity Share (at a premium of Rs. 10.10 /- per Equity Share)</p>	<p><b>In Explanatory Statement item No.1</b> To expedite the above, the Board of Directors of the Company (“Board”) at its meeting held on 05<sup>th</sup> February 2024 has, subject to the approval of the Members and such other approvals as may be required, approved raising funds through issuance of up to 24,97,961 (Twenty Four Lakhs Ninety Seven Thousand Nine Hundred and Sixty one only) fully paid-up equity shares of face value of Rs. 10/- each of the company at a price of Rs. 20.43 /- per Equity Share (at a premium of Rs.</p>



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	aggregating up to Rs. 5,02,09,016.10/- to the proposed allottee, for cash consideration, by way of a preferential issue on a private placement basis.	10.43 /- per Equity Share) aggregating up to Rs. 5,10,33,343.23/- to the proposed allottee, for cash consideration, by way of a preferential issue on a private placement basis.
3.	<p><b>a) Particulars of the Preferential Issue including date of passing of Board resolution:</b></p> <p>The Board of Directors of the Company ("Board") at its meeting held on 05<sup>th</sup> February 2024 , subject to the approval of the Members and such other approvals as may be required, approved raising funds through issuance of up to 24,97,961(Twenty Four Lakhs Ninety Seven Thousand Nine Hundred and Sixty one) fully paid-up equity shares of face value of Rs. 10/- each of the company at a price of Rs. 20.10 /- per Equity Share (at a premium of Rs. 10.10 /- per Equity Share) aggregating up to Rs. 5,02,09,016.10 to the proposed allottee, for cash consideration, by way of a preferential issue on a private placement basis.</p>	<p><b>a) Particulars of the Preferential Issue including date of passing of Board resolution:</b></p> <p>The Board of Directors of the Company ("Board") at its meeting held on 05<sup>th</sup> February 2024, subject to the approval of the Members and such other approvals as may be required, approved raising funds through issuance of up to 24,97,961 (Twenty Four Lakhs Ninety Seven Thousand Nine Hundred and Sixty one) fully paid-up equity shares of face value of Rs. 10/- each of the Company at a price of Rs. 20.43 /- per Equity Share (at a premium of Rs. 10.43 /- per Equity Share) aggregating up to Rs. 5,10,33,343.23/- to the proposed allottee, for cash consideration, by way of a preferential issue on a private placement basis.</p>



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4.	<p><b>c) Maximum number of specified securities to be issued</b></p> <p>The Board at its meeting held on 05<sup>th</sup> February 2024 had approved raising funds through issuance of up to 24,97,961(Twenty Four Lakhs Ninety Seven Thousand Nine Hundred and Sixty one ) fully paid-up equity shares of face value of Rs. 10/- each of the company at a price of Rs. 20.10 /- per Equity Share (at a premium of Rs. 10.10 /- per Equity Share) aggregating up to Rs. 5,02,09,016.10 such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.</p>	<p><b>c) Maximum number of specified securities to be issued</b></p> <p>The Board at its meeting held on 05<sup>th</sup> February 2024 had approved raising funds through issuance of up to 24,97,961(Twenty Four Lakhs Ninety Seven Thousand Nine Hundred and Sixty one ) fully paid-up equity shares of face value of Rs. 10/- each of the company at a price of Rs. 20.43 /- per Equity Share (at a premium of Rs. 10.43 /- per Equity Share) aggregating up to Rs. 5,10,33,343.23/- such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.</p>
5.	<p><b>d) Relevant Date</b></p> <p>In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 06<sup>th</sup> February 2024, being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for Postal Ballot (E-Voting).</p>	<p><b>d) Relevant Date</b></p> <p>In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 09<sup>th</sup> February 2024 , being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for Postal Ballot (E-Voting).</p>



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6.	<p><b>j) Shareholding Pattern of the Company before and after the Preferential Issue:</b> Please refer the “Annexure - I” for the consolidated shareholding pattern given at the end of this Notice.</p>	<p><b>j) Shareholding Pattern of the Company before and after the Preferential Issue:</b> Please refer the “Annexure - I” for the consolidated shareholding pattern given at the end of this Notice.  The total number of shares and percentage of the Promoter Shareholding in Pre issue segment, signifying the Sub-Total (A) in is stated as 38.66% (Pre), which is in fact 36.96% (Pre) and Promoter Holding Rama Rajagopal stated as 17.39% (Pre), which is in fact 16.62% (Pre).</p>
7.	<p><b>k) Pricing of the preferential issue</b> The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). BSE, being the Stock Exchange where the shares are frequently traded with higher trading volumes has been considered for determining the price in terms of the ICDR Regulations (“ICDR Regulations”).</p>	<p><b>k) Pricing of the preferential issue</b> The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). NSE, being the Stock Exchange where the shares are frequently traded with higher trading volumes has been considered for determining the price in terms of the ICDR Regulations (“ICDR Regulations”).</p>



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	<p>In terms of the ICDR Regulations, the floor price at which the Shares can be issued is Rs. 20.10 per Share, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue and is the highest of the following:</p> <p>iii. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. Rs. 19.17/- per Equity Share;</p> <p>iv. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. Rs. 20.10/- per Equity Share; or The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue.</p>	<p>In terms of the ICDR Regulations, the floor price at which the Shares can be issued is Rs. 20.43 per Share, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue and is the highest of the following:</p> <p>iii. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. Rs. 19.16/- per Equity Share;</p> <p>iv. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. Rs. 20.43/- per Equity Share; or The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue.</p>
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All other particulars and details remain unchanged. The corrigendum shall be read in conjunction with the Notice dated 05<sup>th</sup> February 2024 together with the explanatory statement.

This corrigendum is also available on the company's website viz. [www.celebritygroup.com](http://www.celebritygroup.com) and websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

This Corrigendum has been sent electronically to all the registered shareholders as on the cut-off date, i.e. Friday, 02<sup>nd</sup> February 2024.

We would like to inform all those shareholders, who have already casted their votes in the ongoing postal ballot i.e. after the start of e-Voting towards the postal ballot but prior to receiving the corrigendum to postal ballot dated 04<sup>th</sup> March, 2024, and this addendum to corrigendum, that if they wish to modify their votes in light of the information provided in the corrigendum's; They can do so by writing an email to the scrutinizer at the following email address: [chandramouli@bpcorpadvisors.com](mailto:chandramouli@bpcorpadvisors.com) On or before 10<sup>th</sup> March, 2024 The scrutinizer will ensure that any modifications to the votes are duly recorded and taken into consideration.

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

**Date: 04<sup>th</sup> March, 2024**  
**Place: Chennai**

**S. VENKATARAGHAVAN**  
**CHIEF FINANCIAL OFFICER**