



Celebrity Fashions Limited

07th April 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400001

National Stock Exchange of India Limited

Exchange Plaza, 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 Extraordinary General Meeting

Further to our communication dated 04th April 2023 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the Extra-ordinary General Meeting (**EGM**) of the members of the Company will be held on **Saturday, 29th April 2023 at 10.30 A.M. IST** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, to seek the approval of the members on the proposal as provided in the enclosed Notice of the EGM.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The voting through remote e-voting shall commence at 9 a.m. on Wednesday, 26th April 2023 and will end at 5 p.m. on Friday, 28th April 2023.

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

This is for your information and records.

Thanking you,

Yours faithfully,

For CELEBRITY FASHIONS LIMITED

A. Rishi Kumar

Company Secretary & Compliance Officer

Encl.: As above



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 EXTRAORDINARY GENERAL MEETING

Dear Member(s),

NOTICE is hereby given to the Shareholders (the “Shareholders” or the “Members”) of Celebrity Fashions Limited (“Company”) that the Extra-Ordinary General Meeting of the Company will be held on Saturday, April 29, 2023, at 10.30 a.m. through Video Conferencing/ Other Audio-Visual Means to transact the following special business:

SPECIAL BUSINESS

1. To reconsider and approve the Issue of Equity shares to Citrine Fund Limited on preferential basis:

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

RESOLVED THAT pursuant to Regulation 170(2) and other applicable provisions of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the Companies Act, 2013 (“the Act”), and other applicable laws, and pursuant to the special resolution passed by the shareholders of the Company by way of postal ballot on 15th March, 2023, a fresh approval of the shareholders be and is hereby accorded for allotment of 23,81,832 (Twenty Three Lakhs Eighty One Thousand Eight Hundred and Thirty Two) fully paid-up equity shares at a price of Rs.21.08/- per Equity Share (at a premium of Rs. 11.08/- per Equity Share) aggregating up to Rs. 5,02,09,019 made to Citrine Fund Limited, Foreign Portfolio Investor (Corporate), Public Category (“**Allottee(s)**”) by way of preferential issue on a private placement basis on 31st March 2023 (“**Preferential Issue**”) and on such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of SEBI (ICDR) Regulations and other applicable laws in this respect.

RESOLVED FURTHER THAT the new Relevant Date for the purpose of determining the floor price of the Equity Shares in terms of Regulation 161 read with Regulation 170(2) of SEBI (ICDR) Regulations shall be 29th March 2023 (30th March 2023 being a holiday), being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of equity shares shall be subject to the following terms and conditions:

- I. The Company shall procure the listing and trading approvals for the equity shares proposed to be issued and allotted to the Allottee - Citrine Fund Limited from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- II. The equity shares to be offered, issued and allotted to the Allottee will be listed on Stock Exchanges, where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- III. The equity shares shall be allotted to the Allottee in dematerialized form only within a maximum period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of the equity shares is subject to receipt of any approval or permission from any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- IV. The equity shares to be offered, issued and allotted to the Allottee shall be subject to the provisions of applicable law and the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects, including with respect to dividend and voting powers, with the existing equity shares of the Company.



- V. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity shares, subject to the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable to give effect to the above resolution, including without limitation to issue and allot equity shares, to issue certificates/ clarifications on the issue and allotment of equity shares, effecting any modifications to the foregoing (including modifications to the terms of the issue), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolution above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of and listing and trading of Equity Shares), making applications to Stock Exchanges for obtaining of in-principle, listing and trading approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other statutory or non-statutory authorities or entities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the equity shares with the depositories, viz. NSDL and CDSL and for the credit of such equity shares to the respective dematerialized securities account of the Proposed Allottee and to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard without the necessity of any further approval(s) of the shareholders of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) /Company Secretary/ Key Managerial Personnel of the Company to give effect to the aforesaid resolution.”

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

Date: 07th April 2023
Place: Chennai

A Rishi Kumar
Company Secretary & Compliance Officer
(M. No. A42884)

Registered Office:
SDF – IV & C2, 3rd Main Road,
MEPZ-SEZ, Tambaram,
Chennai - 600 045.
Phone: +91-44-4343 2120
E-mail: investorservices@celebritygroup.co.in
CIN: L17121TN1988PLC015655
Website: www.celebritygroup.com

**NOTES:**

1. Pursuant to the Circular No. 11/2022 dated December 28, 2022, read with Circular No(s). 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 along with other applicable circulars issued by the Securities and Exchange Board of India (SEBI), the EGM of the Company shall be conducted through VC/OAVM.
2. 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 Notice (“**Notice**”).
3. In terms of the provisions of Section 108 of the Companies Act, 2013 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 (as amended) and MCA Circulars dated December 28, 2022 read with other applicable Circulars issued by MCA in this regard, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting service provider. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM (‘Venue Voting’) will be provided by CDSL.
4. This Meeting is being convened through electronic means, in accordance with the Circulars issued by the Ministry of Corporate Affairs from time to time. As per the applicable MCA Circular, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Hence, Proxy form, attendance slip do not form part of this Notice. However, pursuant to the Section(s) 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
5. The Notice calling the EGM has been uploaded on the website of the Company at www.celebritygroup.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
6. The ‘Deemed Venue’ for the EGM shall be the Registered Office of the Company.
7. As per the MCA Circular No. 17/2020 dated 13 April 2020, the Notice calling EGM will not be sent in physical form. The EGM Notice will be sent in electronic mode vide e-mail to those Members who have registered their e-mail ID either with the Company or the Registrar & Share Transfer Agent (R&STA) or their respective Depository Participants.
8. The Members can join the EGM through VC/OAVM, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the EGM Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis.

This will however not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder’s Relationship Committee, Auditors, who are allowed to attend the EGM without restriction on account of first come first served basis.
10. No physical attendance is allowed at the EGM. The attendance of the Members attending the EGM through VC/OAVM shall only be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection electronically up to the date of EGM. The relevant Registers maintained under the Act and required to be placed at the EGM will be available electronically for inspection by the members during the EGM. Members seeking to inspect such documents can send an email to investorservices@celebritygroup.com.



12. As per the SEBI requirements, Members holding shares in Demat form are requested to submit PAN details to their depository participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to RTA.

13. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, w.e.f. April 1, 2019, transfer of securities of the company shall not be processed unless the securities are held in the dematerialised form with a depository. Accordingly, shareholders holding equity shares in physical form are requested to have their shares dematerialized.

14. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Saturday, April 22, 2023), shall be entitled to cast their vote either through remote e-voting or through venue voting through VC/OAVM at the EGM, as the case may be. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.

15. The shareholders can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the EGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at EGM will not be considered.

16. The Board of Directors of the Company (“the Board”) has appointed M/s. BP & Associates, Practising Company Secretaries, Chennai as Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner and to submit report thereon.

17. The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the EGM, and shall make, not later than two working days from the conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer’s decision on the validity of the votes shall be final.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- A. The remote e-voting period begins on Wednesday, April 26, 2023, at 09:00 A.M. (IST) and ends on Friday, April 28, 2023, at 05:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date i.e. Saturday, April 22, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- B. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- C. 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 eVoting facility.
- D. Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL’s 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 URLs 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>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' 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.nsdl.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.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.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.nsdl.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 provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their DPs	<p>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 or joining virtual meeting & voting during the meeting.</p>

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

F. Login method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders & for 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 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 –For Remote eVoting only**
- 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; investorservies@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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING (‘VENUE VOTING’) ARE AS UNDER:

1. The procedure for attending meeting & E-Voting on the day of the EGM is same as per the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops/iPad for better experience.



5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the EGM may register themselves as a speaker by sending their request in advance at-least 7 days prior to EGM mentioning their name, Demat account number/folio number, email id, mobile number at investorservices@celebritygroup.com
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM, provided time permits.
9. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to EGM mentioning their name, Demat account number/folio number, email id, mobile number at investorservices@celebritygroup.com. These queries will be replied to by the Company by email, as considered necessary.
10. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
11. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the EGM through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the EGM is available only to the shareholders attending the EGM.

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)

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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & 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, Senior 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

The Board of Directors of the Company (“Board”) at its meeting held on 13th February 2023 has, subject to the approval of the Members and such other approvals as may be required, approved raising funds through issuance of up to 47,63,664 (Forty Seven Lakhs Sixty Three Thousand Six Hundred and Sixty Four) fully paid-up equity shares of face value of Rs. 10/- each at a price of Rs.21.08/- (Including a premium of Rs.11.08) per share aggregating up to Rs.10,04,18,038 to the proposed allottees, for cash consideration, by way of a preferential issue on a private placement basis.

Company has received the approval of the shareholders and In-principle approval of the Stock Exchanges viz BSE and NSE on 15th March 2023 for issue of 47,63,664 Equity shares to non-promoters on preferential basis.

The Company was in receipt of application money from Citrine Fund Limited on 31st March 2023 and pursuant to the same the Company by way of a Circular Resolution passed on 31st March 2023 had allotted 23,81,832 Equity Shares on Preferential basis.

Arial Holdings 1, one of the allottees was issued 23,81,832 Equity Shares of Rs.10/- each at a price of Rs.21.08/- per share, however the allottee has not subscribed to the Equity shares of the Company. Accordingly, the Company will not proceed with the preferential allotment of the above said equity shares.

As per Regulation 170(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the company was supposed to allot the equity shares within a period of fifteen days from the date of passing of such resolution or within fifteen days from the receipt of approval from the Regulatory authority whichever is later. Accordingly, there was a delay of two days in allotment of equity shares by the Company.

Regulation 170(2) of the SEBI ICDR Regulations provides that if the allotment of the specified securities is not completed within fifteen days from the date of special resolution, a fresh special resolution shall be passed and the relevant date for determining the price of specified securities under this Chapter shall be taken with reference to the date of the latter special resolution.

Pursuant to Regulation 170(2) of the SEBI ICDR Regulations, it is now proposed to take fresh consent of the shareholders for 23,81,832 Equity Shares allotted to Citrine Fund Limited, FPI, Non-Promoter and hereby rectifying the delay in allotment of equity shares.

Accordingly, the approval of the members of the Company (“**Members**”) is being sought, by way of a special resolution, to issue and allot, equity shares, by way of Preferential Issue to the Allottee as stated hereinabove.

The equity shares issued pursuant to the abovementioned resolution shall be subject to lock-in, in accordance with Regulations 167 and 168 of the SEBI ICDR Regulations.

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

a) Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors of the Company (“Board”) at its meeting held on 13th February 2023 has, subject to the approval of the Members and such other approvals as may be required, approved raising funds through issuance of up to 23,81,832 (Twenty Three Lakhs Eighty One Thousand Eight Hundred and Thirty Two) fully paid-up equity shares of face value of Rs. 10/- each to Citrine Fund Limited at a price of Rs.21.08/- (Including a premium of Rs.11.08) per share aggregating up to Rs.5,02,09,019 to the proposed allottee, for cash consideration, by way of a preferential issue on a private placement basis.

b) Object(s) of the preferential issue and aggregate amount proposed to be raised:

The proceeds from the issue will be utilised towards redemption of 50,20,900 1% Cumulative Redeemable Preference Shares (CRPS) of Rs.10/- each fully paid-up aggregating to Rs. 5,02,09,000 issued to State Bank of India, lenders of the Company as part of the Restructuring Package sanctioned to the Company.

**c) Maximum number of specified securities to be issued:**

The Board at its meeting held on 13th February 2023 had approved raising funds through issuance of up to 23,81,832 (Twenty Three Lakhs Eighty One Thousand Eight Hundred and Thirty Two) fully paid-up Equity Shares of face value of Rs. 10/- each at a price of Rs.21.08 (Including a premium of Rs.11.08) per share aggregating up to Rs.5,02,09,019 such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

d) Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the revised relevant date for determining the floor price for the Preferential Issue is 29th March 2023 (30th March 2023 being a holiday), being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

e) The class or classes of persons to whom the allotment is proposed to be made

Allotment has been made to Citrine Fund Limited, Foreign Portfolio Investor (FPI – Non-Promoter) on 31st March 2023.

f) Intent of the Promoters, Directors and Key Management Personnel of the Company to subscribe to the preferential issue:

None of the Promoters, Directors or Key Managerial Personnel or their relatives intends to subscribe to any of the Equity shares proposed to be issued under the preferential issue.

g) Identity of the natural persons who are the ultimate beneficial owners of the Equity shares allotted and/or who ultimately control the allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential issue

The details of the allottee are as per the below table. No change in control or management is contemplated consequent to the preferential issue of Equity shares. The percentage of post preferential issue capital that will be held by the Investor shall be 4.41 %.

Name of the Allottee	Category & PAN of the Allottee	Name of the Natural persons who are the ultimate beneficial owners	Pre - Preferential issue holding		Proposed Preferential issue	Post - Preferential issue holding	
			No. of Equity shares	% of holding	Equity shares up to	No. of Equity shares	% of holding
Citrine Fund Limited (SEBI Registration No. INMUF101215)	Public – Foreign Portfolio Investor (Corporate) (AAFCC9596B)	Citrine Fund Limited is a Category I FPI owned and controlled by Mr. Manish Savla Gangji.	NIL	NIL	23,81,832	23,81,832	4.41 %

h) Proposed time frame within which the Preferential Issue shall be completed:

The Company has completed the allotment of 23,81,832 Equity Shares of Rs.10/- each at a price of Rs.21.08/- per equity share on 31st March 2023. It is now proposed to obtain fresh approval of the shareholders pursuant to Regulation 170(2) of SEBI ICDR.

i) Shareholding Pattern of the Company before and after the Preferential Issue:

Please refer the “Annexure - I” for the consolidated shareholding pattern given at the end of this Notice.

**j) Pricing of the preferential issue:**

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”).

In terms of the ICDR Regulations, the floor price at which the Shares can be issued is ₹ 17.19 per Share, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue and is the highest of the following:

- i. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. ₹ 17.19 per Equity Share;
- ii. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. ₹ 13.71 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.

The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 21.08 per share, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

Since the issue price per share arrived in accordance with the Original relevant date viz. 13th February 2023 and the price fixed based on the revised relevant date viz. 29th March 2023 (30th March 2023 being a holiday) remains the same. The Allottee is not required to bring in any additional fund for the aforesaid issue.

k) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price

During the year, no preferential allotment has been made to any person as of the date of this Notice.

l) Material terms of raising such securities

The equity shares allotted shall rank pari passu inter-se and with the existing equity shares of the Company in all respects, including in relation to dividend and voting rights.

m) Practicing Company Secretary Certificate:

A certificate from M/s. BP & Associates, Practicing Company Secretaries, Chennai certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations.

Members seeking to inspect this Certificate can send an e-mail at investorservices@celebritygroup.com. The Certificate is also available on the website of the Company i.e. www.celebritygroup.com in compliance with the explanation to Regulation 163(2) of the ICDR Regulations.

n) Lock in Period:

The Equity Shares allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

o) Principal terms of assets charged as securities: Not Applicable**p) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter**

The current and proposed status of the allottee(s) post the preferential issue is FPI - Non Promoter.

q) Valuation and Justification for the allotment proposed to be made for consideration other than cash: Not Applicable



r) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

s) Undertakings

In terms of SEBI (ICDR) Regulations, the Company hereby undertakes that:

- i. The Company is eligible to make the Preferential Issue to its Investors under Chapter V of the SEBI ICDR Regulations.
- ii. Neither the Company, its Directors or Promoters have been declared as wilful defaulter or a fugitive economic offender or a fraudulent borrower under the SEBI ICDR Regulations.
- iii. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing the re-computation of the price of shares shall not be applicable.
- iv. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity shares to be allotted under the Preferential Issue shall continue to be locked- in till the time such amount is paid by the allottees.
- v. The Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the relevant date.
- vi. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

t) Other disclosures

- During the period from 01st April 2022 until the date of this Notice of EGM, the Company has not made any preferential issue of Equity Shares other than the current issuance.
- Since the Equity Shares of the Company are listed on the stock exchanges and the Preferential Issue is not more than 5% , the report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and under applicable provisions of SEBI ICDR Regulations for the proposed Preferential Issue.
- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.
- The Company does not have any outstanding dues to SEBI, stock exchanges or depositories.

The Board recommends the resolution as set out at Item No. 1 for approval of the shareholders as a Special Resolution.

None of the Directors and/or Key Managerial Personnel(s) of the Company and/or their relatives are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

Date: 07th April 2023

Place: Chennai

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

**A Rishi Kumar
Company Secretary & Compliance Officer
(M. No. A42884)**

**Annexure - I**

Consolidated Shareholding Pattern of the Company before and after the Preferential Issue

Category	Pre-issue		Issue (Equity Shares)	Post Issue	
	Total No. of shares	% of Holding		Total No. of shares	% of Holding
Shareholding of Promoter and Promoter Group (A)					
Indian					
Individuals:					
Venkatesh Rajagopal	1,09,57,617	21.21	-	1,09,57,617	20.27
Rama Rajagopal	89,85,962	17.39	-	89,85,962	16.62
Vidyuth Rajagopal	32,000	0.06	-	32,000	0.06
Rajagopalan K A	646	0.00	-	646	0.00
Anjali Rajagopal	100	0.00	-	100	0.00
Total Shareholding of Promoter and Promoter Group (A)	1,99,76,325	38.66	-	1,99,76,325	36.96
Public Shareholding (B)					
Institutions					
Foreign Portfolio Investors	84,69,776	16.39	23,81,832	1,08,51,608	20.08
Sub Total	84,69,776	16.39	23,81,832	1,08,51,608	20.08
Non-Institutions					
Individuals (Public)	1,99,21,011	38.55	-	1,99,21,011	36.85
Clearing Members	9,117	0.02	-	9,117	0.02
HUF	7,02,654	1.36	-	7,02,654	1.30
Non-Resident Indians	2,49,952	0.48	-	2,49,952	0.46
Bodies Corporate	23,43,411	4.54	-	23,43,411	4.34
Trusts	35	0.00	-	35	0.00
Sub Total	2,32,26,180	44.95	-	2,32,26,180	42.97
Total Public Shareholding (B)	3,16,95,956	61.34	23,81,832	3,40,77,788	63.04
Total Shareholding (A) + (B)	5,16,72,281	100.00	23,81,832	5,40,54,113	100.00

Note: The pre-issue shareholding pattern has been prepared based on the shareholding pattern of the Company as on 31st December 2022.

The % of post issue capital is arrived after considering the preferential issue of up to 23,81,832 Equity Shares.