



# Celebrity Fashions Limited

30<sup>th</sup> May 2024

**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.

**Scrip Code - 532695**

**NSE Symbol: CELEBRITY**

Dear Sir/Madam,

**Sub: Submission of Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March 2024.**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February 2019, we enclose herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31<sup>st</sup> March 2024 issued by M/s. BP & Associates, Practicing Company Secretaries and Secretarial Auditors of the Company.

This is for your information and records.

Thanking you,

For **CELEBRITY FASHIONS LIMITED**

**S. Venkataraghavan**

Chief Financial Officer



**SECRETARIAL COMPLIANCE REPORT OF CELEBRITY FASHIONS LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024.**

***[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]***

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Celebrity Fashions limited (hereinafter referred as 'the listed entity'), having its Registered Office at SDF-IV & C2, 3<sup>rd</sup> Main Road, MEPZ/SEZ, Tambaram, Chennai 600045. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined:

- a) All the documents and records made available to us and explanations provided by **CELEBRITY FASHIONS LIMITED**.
- b) The filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,





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d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March 2024 ("Review Period") in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines issued thereunder;
- ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- iii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- iv. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period)
- v. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;; (Not applicable to the Company during the audit period)





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- vi. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;
- vii. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
- viii. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, we hereby report that, during the Review Period:

- I. a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

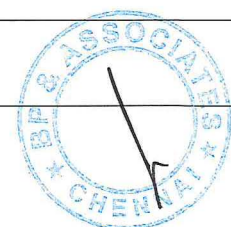
As given in the Annexure -A





II. We hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b><u>Secretarial Standards:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	<b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes	None
3.	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/ information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li></ul>	Yes	None
4.	<b><u>Disqualification of Director:</u></b> None of the director(s) of the		

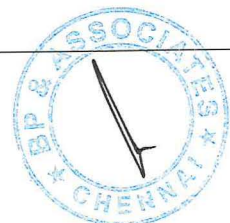




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	listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	<b><u>Details related to Subsidiaries of listed entities:</u></b>  (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	NA	NA
6.	<b><u>Preservation of Documents:</u></b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	<b><u>Related Party Transactions:</u></b>  a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.  (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes	None





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9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None.
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	None
12.	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on	NA	NA





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	compliance with the provisions of the LODR Regulations by listed entities .		
13.	<p><b><u>Additional Non-compliances, if any:</u></b></p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	Yes	None

### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 29<sup>th</sup> May, 2024  
Place: Chennai



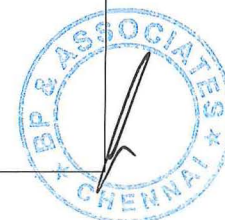
FOR BP & ASSOCIATES  
COMPANY SECRETARIES  
PEER REVIEW NO: P2015TN040200

K. J. CHANDRA MOULI  
PARTNER  
M NO: F11720 | CP NO: 15708  
UDIN: F011720F000476811

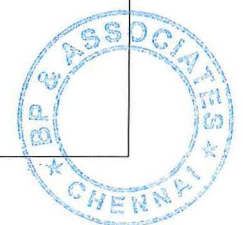


## Annexure -A

Sr. No	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended ..... (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Non-Compliance of Regulation 29(2) of SEBI(LODR) Regulations 2015	2022-23	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	BSE/NSE	Fine	The Company had communicated to the Stock exchange ON 13 <sup>th</sup> May 2022 about the Board meeting of the Company held on 18 <sup>th</sup> May 2022 to consider and approve the Audited financial statements of the Company for the quarter and financial year ended 31 <sup>st</sup> March 2022	The Company has intimated to stock exchange with a delay of one days about the Board meeting of the Company held on 18 <sup>th</sup> May 2022 which was Non-Compliance with Regulation 29(1)(a) of SEBI (LODR) Regulation 2015	Due to technical snag in our company network, we were facing difficulties to login the exchange portal.	The Company has paid fine of Rs. 11,800/- (Including GST) with respect to Non-Compliance with Regulation 29(2) of SEBI (LODR) Regulation 2015 on 23 <sup>rd</sup> June 2022 to BSE & NSE.



Sr. No	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended ..... (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
2	Non-Compliance of Regulation 170(1) of SEBI(ICDR) Regulations 2018	2022-23	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company had sought the approval of the Shareholders through a postal ballot dated 13 <sup>th</sup> February 2023. The preferential issue was approved by the shareholder of the Company on 15 <sup>th</sup>	Shareholder's approval in accordance with Regulation 170 (2) of the SEBI (ICDR) Regulation on 2018.	The Company has sought shareholder's approval in accordance with Regulation 170 (2) of the SEBI (ICDR) Regulation 2018, to rectify non-compliance of Regulation 170(1) of the SEBI (ICDR) 2018.	As per Regulation 170 (ICDR) Regulation 2018, the Company has failed to complete the allotment of Equity Shares within the period of from the date of passing the special resolution and subsequently, the allotment of Equity shares was made on 31 <sup>st</sup> March 2023	The Company has sought shareholder's approval in accordance with Regulation 170 (2) of the SEBI (ICDR) Regulation 2018, to rectify non-compli	-



				March 2023. However, the Company could not complete the allotment of equity shares within 15 days of the approval of the Shareholders. The allotment of equity shares was made on 31 <sup>st</sup> March 2023 with a delay of two days.		(with a two delay)	ance of Regulation 170(1) of the SEBI (ICDR) 2018	
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