



Celebrity Fashions Limited

NOTICE TO THE MEMBERS

NOTICE is hereby given that an Extra-Ordinary General Meeting (**EGM No.01/2024-2025**) of the members of the **CELEBRITY FASHIONS LIMITED ("the Company")** will be held on **THURSDAY, 06TH MARCH 2025 AT 10:30 AM (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS | SPECIAL RESOLUTION

ITEM NO: 1

APPROVAL FOR ISSUE OF EQUITY SHARES THROUGH PREFERENTIAL ISSUE:

To consider passing the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23 (1) (b), 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 as amended read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (**"SEBI ICDR Regulations"**), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**"SEBI Takeover Regulations"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**the "Listing Regulations"**), each as amended from time to time, and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Ministry of Corporate Affairs, Government of India, the Securities and Exchange Board of India (**"SEBI"**) and the stock exchanges where the shares of the Company are listed (**"Stock Exchanges"**), or any other authority / body and enabling provisions of the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be imposed or prescribed by any of them while granting such approvals, sanctions, permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include any



committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company (“**Members**”) be and is hereby accorded to the Board, to create, offer, issue and allot, in one or more tranches, from time to time, up to 31,26,339 (Thirty One Lakhs Twenty Six Thousand Three Hundred and Thirty Nine) fully paid-up equity shares of face value of ₹ 10/- each of the company at a price of ₹ 16.06/- per Equity Share (at a premium of ₹ 6.06/- per Equity Share) aggregating up to ₹ 5,02,09,004.34/- to Paradisal Precision Private Limited (formally known as Ferari Investments And Trading Company Private Limited) (CIN:U65990MH1995PTC089484), a body corporate under Public Category (“**Proposed Allottee**”) by way of a preferential issue on a private placement basis (“**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 in accordance with the provisions of Section 61(1)(e) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder and subject to all the necessary approval, permission, consent and sanctions, if required of the concern authority and subject to such conditions and modification as may be prescribed by any of them while granting approval, permission, consent of the shareholder be and hereby accorded to cancel the above shares which have not taken by the proposed allottee above

RESOLVED FURTHER THAT the Relevant Date for the purpose of determining the floor price of the Equity Shares under SEBI (ICDR) Regulations 2018, shall be **04th February 2025**, being the date 30 days prior to the date on which this resolution is passed by the Shareholders on 06th March 2025. (E-Voting).

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name of the Proposed Allottee is recorded for the issue of invitation to subscribe to the equity shares and a private placement offer letter in Form No. PAS- 4 together with an application form be issued to the Proposed Allottee inviting it to subscribe to the equity shares, and consent of the Members is hereby accorded for the same.



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 proposed allottee of equity shares shall be required to bring in the entire consideration for the equity shares to be allotted, on or prior to the date of allotment thereof.

II. The consideration for allotment of equity shares shall be paid to the Company by the proposed allottee from their respective bank accounts.

III. The Company shall procure the listing and trading approvals for the equity shares proposed to be issued and allotted to the Proposed Allottee from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

IV. The equity shares to be offered, issued and allotted to the Proposed 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;

V. The equity shares shall be allotted to the Proposed 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.

VI. The equity shares to be offered, issued and allotted to the Proposed 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.

VII. 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, effecting any modifications to the foregoing (including modifications to the terms of the issue), entering into contracts, arrangements, agreements, 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)/ 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**

H.NARAYANARAO
COMPANY SECRETARY & COMPLIANCE OFFICER
M.NO:47309

Place: Chennai

Date: 04th February 2025

Registered Office: SDF - IV & C 2,

Third Main Road, MEPZ - SEZ,

Tambaram, Chennai,

Tamil Nadu 600045

Email ID: narayanarao.h@celebritygroup.com

Website: www.celebritygroup.com

CIN: L17121TN1988PLC015655



NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19th, 2024 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03rd, 2024 issued by SEBI read with the circulars issued earlier on the subject(collectively referred to as (“Circulars”)) has permitted the holding of the General Meeting through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Circulars, the Extra - Ordinary General Meeting (EGM) of the Company is being held through VC/OAVM means. The proceedings of the EGM deemed to be conducted at the Registered Office of the Company situated at SDF – IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai - 600 045.
2. In compliance with Sections 101 and 136 of the Companies Act, 2013 read with circulars, Notice of the EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Members may also note that the Notice along with the Explanatory Statement 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 and the EGM Notice is also available on the website of Central Depository Services (India) Limited (“CDSL”) (agency for providing the Remote e-voting facility) i.e. <https://www.evotingindia.com>.
3. As the Members can attend and participate in the EGM through VC/OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for this EGM, and hence the Proxy Form and Attendance Slip are not annexed to the Notice.



4. The Board of Directors have appointed Mr. K.J Chandra Mouli, (COP No:15708) Partner of M/s. BP & Associates, (Entity ID:83104) Practicing Company Secretaries, Chennai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Company has availed the services of CDSL for facilitating voting through electronic means.
6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will 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 Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
7. Institutional investors, who are Members of the Company, may attend the EGM of the Company through VC/ OAVM mode and vote electronically. Corporate members are required to send a scanned copy (in PDF/JPG Format) of the Board Resolution/ Power of Attorney authorising its representatives to attend and vote at the EGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to chandramouli@bpcorpadvisors.com.
8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The Members, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.



10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their demat accounts.
11. As per the provisions of Section 72 of the Act and SEBI Circular SEBI/HO/MIRSD/RTAMB/CIR/P/2021/601 dated July 23, 2021 as amended thereto the members holding shares in dematerialized form are requested to submit the Nomination details to their Depository Participants.
12. Members are requested to intimate to their Depository Participants the changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., for equity shares held in dematerialized form.
13. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above and to eliminate the risks associated with physical shares, Members are advised to maintain their shares in demat mode.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
15. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on **Friday, 31st January, 2025** have been considered for the purpose of sending the EGM Notice.



INSTRUCTIONS FOR E-VOTING AND JOINING THE Extra-Ordinary General Meeting (EGM):

1. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations and applicable MCA circulars, the Members are provided with the facility to cast their vote electronically (through remote e-Voting as well as the e-Voting on the date of the EGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.
2. The remote e-Voting period begins on **Wednesday, 26th February, 2025 (9.00 A.M. IST) and will end on Wednesday, 05th March, 2025 at (5.00 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 (**record date**) of **21st February 2025** may cast their vote electronically.
3. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as on the Cut-off date should treat Notice of this Meeting for information purposes only.

The procedure for members for voting electronically are as follows:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Note:

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) 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 e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none">1) Users who have opted for CDSL 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 URL 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.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 |



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| | the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <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 or joining virtual meeting & voting during the meeting.</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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site</p> |



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| | 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 or joining virtual meeting & voting during the meeting |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant 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. |

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.

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 |



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|---|--|
| 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 |
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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on **“Shareholders”** module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on **“Login”**.
- 5) 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.
- 6) 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 | <ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN |



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|---|---|
| | 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) | <ul style="list-style-type: none">• 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.• 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. |

- (v) After entering these details appropriately, click on **“SUBMIT”** tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN 250205004 of **“Celebrity Fashions Limited”** to vote.



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- (ix) 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.
- (x) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting 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.
- It is Mandatory that, 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 mandatory 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 and to the Company at the email address viz investorservices@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 ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for 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 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 / IPads 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 meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at www.celebritygroup.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted 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/AGM.
10. 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 meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



INSTRUCTIONS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. **For Demat shareholders -**, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** – Please update your email id & 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 may refer the Frequently Asked Questions and e-voting manual available at www.evotingindia.com under help section or contact 022-23058738, 022-23058542/43 or at toll free no. 1800 22 55 33 or write an email to helpdesk.evoting@cdslindia.com.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 by calling on 022-23058542/43 or sending an email to helpdesk.evoting@cdslindia.com.

Voting Results

- a) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast through remote E-voting and E-voting and make, not later than two working days of 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.
- b) The results will be announced within the time stipulated under the applicable laws. Once declared, the results along with the consolidated Scrutinizer's report shall be placed on



the Company's website www.celebritygroup.com and on the website of CDSL www.evotingindia.com. The Company shall also send the results to BSE Limited and the National Stock Exchange of India Limited, Depositories and the Registrar and Share Transfer Agent.

- c) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on **Thursday, 06th March 2025**, subject to receipt of the requisite number of votes in favour of the Resolutions.



EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

ITEM NO. 1

APPROVAL FOR ISSUE OF EQUITY SHARES THROUGH PREFERENTIAL ISSUE:

The Company had allotted 2,51,04,500 1% Cumulative Redeemable Preference Shares (CRPS) of face value of Rs.10/- each to State Bank of India (SBI) on 24th September 2013 as part of the Re-structuring Package sanctioned to the Company.

As per the terms of issue, the CRPS is redeemable in five equal instalments beginning from FY'22. The first, second and third instalment of CRPS redemption which was due in FY'22, FY'23 and FY'24 was redeemed out of the proceeds of fresh issue of equity shares.

In view of the carry forward losses, the Company is not in a position to redeem the fourth instalment of CRPS redemption due in FY'25 from its profits, hence it was resolved to redeem the CRPS from issue of fresh equity to public category, subject to necessary approvals as may be required.

To expedite the above, the Board of Directors of the Company ("Board") at its meeting held 04th February 2025 has, subject to the approval of the Members and such other approvals as may be required, approved raising funds through issuance of up to 31,26,339 (Thirty One Lakhs Twenty Six Thousand Three Hundred and Thirty Nine) fully paid-up equity shares of face value of ₹ 10/- each of the company at a price of ₹ 16.06/- per Equity Share (at a premium of ₹ 6.06/- per Equity Share) aggregating up to ₹ 5,02,09,004.34 to the proposed allottee, for cash consideration, by way of a preferential issue on a private placement basis.

As per Section 62(1)(c) of the Companies Act, 2013, read with Rule 13 & 14 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.



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

The equity shares issued pursuant to the abovementioned resolution shall be subject to lock-in, in accordance with Regulation 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 there under, 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 04th February 2025, subject to the approval of the Members and such other approvals as may be required, approved raising funds through issuance of up to 31,26,339 (Thirty One Lakhs Twenty Six Thousand Three Hundred and Thirty Nine) fully paid-up equity shares of face value of ₹ 10/- each of the company at a price of ₹ 16.06/- per Equity Share (at a premium of ₹ 6.06/- per Equity Share) aggregating up to ₹ 5,02,09,004.34/- 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 04th February 2025 had approved raising funds through issuance of up to 31,26,339 (Thirty One Lakhs Twenty Six Thousand Three Hundred and Thirty Nine) fully paid-up equity shares of face value of ₹ 10/- each of the company at a price of ₹ 16.06/- per Equity Share (at a premium of ₹ 6.06/- per Equity Share) aggregating up to ₹ 5,02,09,004.34/- 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.

d) Relevant Date:

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 **04th February 2025**, being the date 30 (thirty) days prior to the date on which this resolution is passed by the Shareholders in the EGM on 06th March 2025.

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

The allotment is proposed to be made to a body corporate incorporated under the erstwhile Companies Act, 1956. (Public Category - Non-Promoter).

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 proposed to be allotted and/or who ultimately control the proposed 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 proposed allottee are as per the below table. No change in control or management is contemplated consequent to the proposed preferential issue of Equity shares. The percentage of post preferential issue capital that will be held by the Investors shall be 5.24%



| Name of the Proposed Allottee | Category & PAN of the Proposed Allottees | Name of the Natural Person who are ultimate Beneficial Owner | Pre-Preferential Holding | | Proposed Preferential Issue | Post - Preferential issue holding | |
|---|---|---|--------------------------|--------------|-----------------------------|-----------------------------------|--------------|
| | | | No.of Equity Shares | % of Holding | Equity Shares Up to | No. of Equity shares | % of Holding |
| Paradisal Precision Private Limited (formally known as Ferari Investments And Trading Company Private Limited) (a body Corporate incorporated under erstwhile Companies Act 1956) | Public Category (Non-Promoter) PAN: AAACF2986P | 1. Sharique Ansari 2. Rukya Khalid Anasari 3. Tehzeep Khalid Anasari 4. Tarique Ansari | - | - | 31,26,339 | 31,26,339 | 5.24 |



h) Name and Identity of the allottees (including natural person who are the Ultimate Beneficial owners of the allottees and/ or who are ultimately control of allottees)

| Name of the Proposed Allottees | Name of the Natural persons who are the ultimate beneficial Owners |
|--|--|
| Paradisa Precision Private Limited (formally known as Ferari Investments And Trading Company Private Limited) (CIN:U65990MH1995PTC089484), (a body corporate incorporated under the erstwhile Companies Act, 1956.) | Paradisa Precision Private Limited (formally known as Ferari Investments And Trading Company Private Limited) (a body corporate incorporated under the erstwhile Companies Act, 1956). The natural Person who has ultimate beneficial owner of Paradisa Precision Private Limited is as follows. 1.Sharique Ansari - PAN : AEQPA5876G 2.Rukya Khalid Ansari – PAN : AABPA9724G 3.Tehzeep Khalid Ansari –PAN: ADIPA8252B 4.Tarique Ansari- PAN: AABPA9726E |

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

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.



j) 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.

k) 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 ₹ 16.06 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. ₹. 16.06/- 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. ₹ 13.80 /- 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.

Given that the Preferential Issue involves allotment of more than 5% of the post issue fully diluted share capital of the Company, the Company has obtained the valuation report issued by Mr. Jitendra Jain, Registered valuer, having IBBI Reg. No: IBBI/RV/06/2023/15357 having office at 302 Akash Ganga, 19 Flowers Road, Kilpauk, Chennai – 600010 under the provisions of SEBI (Issue of Capital and Disclosures Requirement) Regulations 2018 for the purposes of fixing of the floor price



as per the said SEBI Regulations 164 & 166A of SEBI (Issue of Capital and Disclosures Requirement) Regulations 2018, the fair value of equity shares is Rs.16.06 /- per equity share. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's Website: www.celebritygroup.com.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations

l) 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, the Board of Directors in their meeting on 08th January 2025 approved the issuance and allotment of equity shares via a preferential issue on a private placement basis. However, due to operational constraints and strategic considerations, the Board decided to withdraw the issue in their meeting held on January 28, 2025.

Hence During the year Company has not allotted any shares by way of Preferential Issue.

m) Material terms of raising such securities

The equity shares proposed to be issued / 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.

n) Practicing Company Secretary Certificate:

A certificate from Mr. K.J. Chandra Mouli (Membership No. FCS: F11720) 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 and will also be made 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.



o) Lock in Period:

The Equity Shares allotted shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the allottee, if any, shall be locked in as per Regulation 167 of the SEBI (ICDR) Regulations, 2018.

p) Principal terms of assets charged as securities: Not Applicable

q) 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 post the preferential issue is a body corporate incorporated under the Companies Act, 1956, under public - Category (Non-Promoter).

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

s) 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.

t) Other Disclosure/Undertakings:

- i. Neither the Company nor its Promoters or Directors of the Company has been identified as a willful defaulter or fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.
- ii. None of the Promoter or Directors of the Company has been declared as a fugitive economic offender.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;



-
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee.
 - v. The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;
 - vi. The Company is in compliance with the conditions for continuous listing;
 - vii. The proposed allottee has not sold any of the equity shares during the 90 trading days preceding the relevant date.
 - viii. The Equity Shares held by the proposed allottee in the Company are in dematerialized form only.
 - ix. The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.
 - x. This preferential issue is not ultra-vires to the provisions of the Articles of Association of the Company.
 - xi. The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

The Board recommends the resolution as set out at Item Nos. 1 for approval of the shareholders as a Special Resolution.

The Board at its meeting held on 04th February 2025 has approved the issue of Equity Shares on a Preferential Basis in the manner stated above subject to approval of the shareholders by way of 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.



Annexure - I

The Shareholding pattern of the Company before the proposed issue and after the proposed issue of Preferential issue:

| Category of Shareholder (s) | Pre-issue | | Post Issue | |
|---|--------------------|--------------------|--------------------|--------------------|
| | No. of Shares Held | % of share holding | No. of Shares Held | % of Share holding |
| A. Shareholding of Promoter and Promoter Group | | | | |
| Indian | | | | |
| Individuals/ Hindu Undivided Family | 1,99,76,325 | 35.32 | 1,99,76,325 | 33.47 |
| Bodies Corporate | - | - | - | - |
| Total promoters Holding (A) | 1,99,76,325 | 35.32 | 1,99,76,325 | 33.47 |
| B. Public Holdings | | | | |
| 1. Institution | | | | |
| Mutual Fund | - | - | - | - |
| Financial Institution | - | - | - | - |
| Foreign Portfolio Investors Category I | 87,84,069 | 15.53 | 87,84,069 | 14.72 |
| Foreign Portfolio Investors Category II | 4,415 | 0.01 | 4,415 | 0.01 |
| 2. Non-Institution | | | | |
| Resident Individuals holding nominal share capital up to ₹ 2 lakhs | 1,46,15,820 | 25.84 | 1,46,15,820 | 24.49 |
| Resident Individuals holding nominal share capital in excess of ₹ 2 lakhs | 92,72,651 | 16.40 | 92,72,651 | 15.54 |
| Non-Resident Indians (NRIs) | 5,53,427 | 0.98 | 5,53,427 | 0.93 |



| | | | | |
|---|--------------------|---------------|--------------------|---------------|
| Body Corporate | 22,34,512 | 3.95 | 53,60,851 | 8.98 |
| Any others: Clearing Members, HUF, Office Bearers, LLP, etc. | 11,10,855 | 1.96 | 11,10,855 | 1.86 |
| Sub Total (B) | 3,65,75,749 | 64.68 | 3,97,02,088 | 66.53 |
| Grand Total | 5,65,52,074 | 100.00 | 5,96,78,413 | 100.00 |

Assuming full subscription of Equity Shares.

Note: The pre-issue shareholding pattern has been prepared based on the shareholding pattern of the Company as on 31st December 2024.

The % of post issue capital has arrived after considering the proposed preferential issue of up 31,26,339 Equity Shares.