

# **Celebrity Fashions Limited**



**32<sup>nd</sup>**  
**ANNUAL REPORT 2020-2021**

**Contents**

	Page No
Notice	3
Board's Report	12
Management Discussion and Analysis	23
Report on corporate Governance	26
Independent Auditor's Report	35
Balance sheet	40
Statement of Profit & Loss	42
Cash Flow Statement	43

**BOARD OF DIRECTORS**

Mr. Venkatesh Rajagopal	Chairman
Mr. Vidyuth Rajagopal	Managing Director
Mrs. Rama Rajagopal	Director
Mr. N.K. Ranganath	Independent Director
Mrs. Nidhi Reddy	Independent Director
Mr. Manoj Mohanka	Independent Director
Mr. K. Sridhar	Independent Director

**Chief Financial Officer**

Mr. S. Venkataraghavan

**Company Secretary & Compliance Officer**

Mr. A. Rishi Kumar

**Registered Office**

SDF –IV & C2, 3rd Main Road,  
MEPZ – SEZ, Tambaram, Chennai – 600 045

**Banker**

State Bank of India, Overseas Branch  
Chennai – 600 001

**Statutory Auditors**

M/s. SRSV & Associates,  
T. Nagar, Chennai - 600017.

**Internal Auditors**

M/s RVKS & Associates,  
Raj Paris Trimeni Towers, 147, First Floor,  
G N Chetty Rd, T. Nagar, Chennai - 600 017.

**Secretarial Auditors**

M/s. BP & Associates  
Ashok Nagar, Chennai – 600 083

**MANUFACTURING FACILITIES**

SDF – IV, 3rd Main Road,  
MEPZ – SEZ, Tambaram,  
Chennai – 600 045.

No. 208, Velachery Tambaram Road,  
Narayanapuram, Pallikaranai, Chennai – 600 100.

**Warehouse**

No. 208, Velachery Tambaram Road,  
Narayanapuram, Pallikaranai,  
Chennai - 601 100.

**Washing Plant**

No. 70/2 & 3A, Selaiyur Agaram Road,  
Thiruvanchery, Chennai - 600 073.

SDF – IV, 3rd Main Road,

MEPZ – SEZ, Tambaram, Chennai – 600 045.

**Registrar and Share Transfer Agent**

Link Intime India Private Limited  
[www.linkintime.co.in](http://www.linkintime.co.in)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of Celebrity Fashions Limited will be held on Thursday, 16<sup>th</sup> September, 2021 at 2.30 P.M. IST through Video Conferencing/ Other Audio Visual Means to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mrs. Rama Rajagopal (DIN: 00003565), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

3. **Re-appointment of Mr. Vidyuth Rajagopal as Managing Director and payment of remuneration.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act), and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee and the board of directors of the Company, and subject to such other approvals as may be necessary, the approval of the Members of the Company, be and is hereby accorded for the re-appointment of Mr. Vidyuth Rajagopal (DIN 07578471), as the Managing Director of the Company for a period of 3 years effective 08<sup>th</sup> August, 2021 on terms and conditions including remuneration as set out in the explanatory statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to fix and vary remuneration and perquisites including monetary value thereof to the extent the Board of Directors may consider appropriate and as may be considered and permitted or authorized in accordance with the provisions of the Companies Act, 2013 for the time being in force and any statutory modifications or reenactment thereof, and/ or any rules or regulations framed there under".

**RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of the Company incurring a loss or its profits are inadequate in any financial year during the currency of his tenure the Company shall pay to Mr. Vidyuth Rajagopal the aforementioned remuneration as a minimum remuneration by way of salary, perquisites and allowances, in accordance with the provisions of Schedule V to the Companies Act, 2013 as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Mr. A. Rishi Kumar, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

4. **Re-appointment of Mr. K. Sridhar (DIN: 02916536) as an Independent Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. K Sridhar (DIN: 02916536), Independent Director of the Company, whose period of office is liable to expire on 31<sup>st</sup> July, 2021 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for

re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company with effect from 01<sup>st</sup> August 2021 to 31<sup>st</sup> July 2024 and the term shall not be subject to retirement by rotation."

### 5. **Issue of Equity shares to ARES DIVERSIFIED on preferential basis:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 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, (the "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 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 in 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 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 49,96,235 (Forty Nine lakhs ninety six thousand two hundred and thirty five only) fully paid-up equity shares of face value of Rs. 10/- each of the company to ARES DIVERSIFIED, Foreign Portfolio Investor (Corporate), Public Category ("Proposed Allottee(s)") by way of preferential allotment on a private placement basis ("Preferential Allotment") ranking pari-passu in all respects with the existing fully paid up equity shares of the Company in such manner and at such price as may be arrived at in accordance with the SEBI (ICDR) Regulations and 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 Relevant Date for the purpose of determining the minimum price of the Equity Shares under SEBI (ICDR) Regulations is 17<sup>th</sup> August, 2021, being the date 30 days prior to the date of this Annual General Meeting ("Relevant Date").

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the name of the Proposed Allottee be 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 100% of the 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 within a 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 issued as above shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time;

**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 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."

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

Place: Chennai  
Date: 13<sup>th</sup> August, 2021

A Rishi Kumar  
Company Secretary

**Registered Office:**  
SDF – IV & C2, 3<sup>rd</sup> 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:

- Explanatory Statements setting out the material facts concerning each item of Special Business to be transacted at the Annual General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in this Notice.
- The Ministry of Corporate Affairs (MCA) has vide its General Circular No. 2/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated 05th May, 2020, General Circular No. 14/2020 dated 08th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting (AGM) through VC/OAVM, without the physical presence of the Members at a common venue, due to the ongoing COVID-19 pandemic. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM mode only. In accordance with the MCA Circulars, Special Business under item no.3, 4 and 5 as set out in the Notice are considered unavoidable in nature by the Board of Directors of the Company.
- PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can write to the Registrar and Share Transfer Agent with their PAN details.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection.
- Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the notice.
- SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
- The Register of Members and Share Transfer Books will remain closed from Friday, September 10, 2021 to Thursday, September 16, 2021 (both days inclusive) for the purpose of the AGM.

10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
11. Pursuant to the Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021 [“MCA Circulars”], issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.celebritygroup.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- 13. Voting through electronic means:**
- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] the Company is providing members remote e-voting facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) and the business may be transacted through such voting, through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- B. The facility for remote e-voting shall remain open from 9.00 AM on Monday, the 13th September 2021 to 5.00 PM on Wednesday, the 15th September 2021. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. Thursday, the 09th September 2021, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Wednesday, the 15th September 2021.
- 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 (DP). Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- D. Pursuant to said SEBI Circular, Login method for e-Voting and joining the AGM through VC for Individual shareholders holding securities in Demat mode are given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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 the AGM through VC &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting</p>

	<p>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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a></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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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 <b>NSDL</b>	<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: <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a> 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 the AGM through VC &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/ IdeasDirect Reg.jsp">https://eservices.nsdl.com/SecureWeb/ IdeasDirect Reg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https:// www.evoting.nsdl.com/</a> 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 or joining the AGM through VC &amp; voting during the meeting</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 the AGM through VC &amp; 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 the AGM through VC for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below :

For Shareholders holding shares in Demat Form and Physical Form	
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"> <li>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.</li> </ul>
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"> <li>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.</li> </ul>

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 out 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. Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - 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@bpcorpadvors.com](mailto:chandramouli@bpcorpadvors.com) and to the Company at the email address [viz.investorservices@celebritygroup.com](mailto: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.
- Q. All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, CDSL, 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
14. Instructions for shareholders attending the AGM through VC and E-voting during meeting are as under:
- A. The Procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- B. The Members can join the Annual General Meeting in the Video Conference mode upto 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the Annual General Meeting through Video Conference will be made available to at least 1000 members on first come first served basis. This will not include Members 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 Annual General Meeting.
- C. Members are requested to join the Annual General Meeting through Laptops/ iPads for better experience and will be required to have webcam and use Internet with a good speed to avoid any disturbance during the meeting.
- D. Members are requested to use Stable Wi-Fi or LAN Connection to mitigate Audio/Video loss due to fluctuation in your network. Please avoid connecting through your Mobile Devices or Tablets or through Laptop via Mobile Hotspot.

- E. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at least 7 days prior to meeting mentioning your name, demat account number/ folio number, email id, mobile number (as registered with the DP/ Company) to the mail id: investorservices@celebritygroup.com Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- F. Members who do not wish to speak during the AGM but have queries may send your queries at least 3 days prior to meeting mentioning your name, demat account number/folio number, email id, mobile number to the mail id: investorservices@celebritygroup.com These queries will be replied to by the company suitably by email.
- G. Non-Individual members intending to authorise their representatives to attend the meeting are requested to send a scanned certified copy of the Board resolution authorising their representative to attend on their behalf at the meeting. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address with a copy marked to helpdesk.evoting@cdslindia.com
- H. The attendance of the Members attending the Annual General Meeting through Video Conference/ Other Audio Visual Means (VC) will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- I. The link for VC 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.
- J. 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 AGM.
- K. Only those shareholders, who are present in the AGM through VC 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 AGM.
- L. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- M. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Process for those shareholders whose E-mail/Mobile No. are not registered with the Company/DP:
- A. 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.
- B. For individual Demat shareholders, please update your e-mail id and mobile no. with your respective DP which is mandatory while E-voting and joining the AGM through VC through Depository.
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Thursday, 09th September 2021, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
17. The Company has appointed M/s. BP & Associates, Practising Company Secretaries as Scrutinizer to scrutinize the voting (at AGM Venue) and remote e-voting process in a fair and transparent manner.
18. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first scrutinise the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting and shall make not later than 48 hours of conclusion of the Meeting, a consolidated Scrutiniser'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.
19. The results along with the Scrutinizer's Report shall be placed on the Company's website [www.celebritygroup.com](http://www.celebritygroup.com) and on the website of CDSL

within 48 hours of conclusion of the 32nd AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.

20. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on Thursday, September 16, 2021, subject to receipt of the requisite number of votes in favour of the Resolutions.
21. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 25th September, 2017.
22. Queries, on the Accounts and Operation of the Company, if any, may be sent to the Company at its Registered Office (marked for the attention of the CFO/ CS) at least seven days in advance of the Meeting.
23. In keeping with the Green Initiative measures, the Company hereby requests members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars, etc. from the Company electronically

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

### **Item No. 3**

The Company had appointed Mr. Vidyuth Rajagopal as Managing Director of the Company for a period of three years from 08th August 2018. The Members had subsequently approved the said appointment and terms of his remuneration.

His current term of appointment as Managing Director of the Company expired on 07th August 2021. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Vidyuth Rajagopal should be available to the Company for a further period of 3 (Three) years with effect from 08th August 2021.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meetings held on 21st May 2021 re-appointed him as Managing Director of the Company for a further period of 3 (Three) years with effect from 08th August, 2021.

The main terms and conditions for the re-appointment of Mr. Vidyuth Rajagopal as Managing Director (MD), are as follows.

#### **i) Salary**

Fixed Annual CTC of Rs. 45 lakhs p.a. and variable bonus of Rs.15 lakhs p.a.

#### **ii) Medical Benefits**

Suitable Mediclaim Policy for hospitalization for himself and family. Reimbursement of all actual medical expenses for himself and family to the extent not reimbursed under Mediclaim Policy.

#### **iii) Telephone**

Telephone, Tele fax and other communication facilities at residence at Company's cost.

#### **iv) Automobile**

He shall be entitled to a fully maintained Company car with driver for company's business.

#### **v) Residential Accommodation**

The Company shall provide rent free furnished accommodation.

#### **vi) Reimbursement of expenses**

He shall be entitled to the reimbursement of all actual expenses or charges, including travel, entertainment and other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.

vii) Sitting Fees

He will not be entitled to any sitting fees for attending the meetings of the Board or of any committee thereof.

The valuation of perquisites will be as per the Income-Tax Rules in cases where the same is otherwise not possible to be valued.

The above may be treated as an abstract of the terms of re-appointment & Memorandum of concern or interest, pursuant to Section 190 of the Companies Act, 2013.

The terms of remuneration payable to MD as specified above are now being placed before the members for their approval by way of an ordinary resolution, as set out in item no. 3 of this Notice, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act, as recommended by the NRC and by the board.

Mr Vidyuth Rajagopal is deemed to be concerned / interested in this resolution, since it relates to his remuneration as MD. Mr Venkatesh Rajagopal, Chairman and Mrs Rama Rajagopal, Director are also deemed to be interested, being his relatives.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in item no.3 of this Notice. The board, therefore, recommends the ordinary resolution, as set out in item no.3, for approval by the shareholders of the Company.

**The statement containing the information to be given to the members in terms of Schedule V of the Companies Act, 2013 is as under:**

**I. General Information**

1	Nature of Industry	Manufacture & Export of all type of Textile garments and clothing accessories
2	Date of commencement of commercial production	Company is in operation since 1988
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	The Company has made a net loss of Rs.5.57 crs for the financial year ended 31st March, 2021.
5	Foreign Investments or collaborations, if any	Not Applicable

**II. Information about the appointee**

1	Background details	Mr. Vidyuth Rajagopal is serving as the Managing Director of the Company effective 08th August, 2018. He has had significant experience over the years working across all areas of the organization. He holds a bachelor's degree in Economics from Loyola College, Chennai and Master of Business Administration from ISB, Hyderabad..
2	Past remuneration (In lakhs)	45.65
3	Recognition or awards	Nil
4	Job profile and his suitability	Job requires strong knowledge and experience in garments industry. Mr. Vidyuth Rajagopal is eminently suitable given his background.
5	Proposed Remuneration	As per resolution given above
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The proposed remuneration is comparable and in line with the other companies of similar size and nature in the Industry.

7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Vidyuth Rajagopal is the son of Mr. Venkatesh Rajagopal and Mrs. Rama Rajagopal, the promoter directors.
---	--	--

**III. Other Information**

1	Reasons of loss or inadequate profits	Industry trend and increase in operating cost.
2	Steps taken or proposed to be taken for improvement	The company is undertaking various strategic initiatives including improvement to productivity and rationalisation of costs.
3	Expected increase in productivity and profits in measurable terms	The company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

**Item No. 4**

Mr. K. Sridhar was appointed as an Independent Director of the Company by the members at the 27th AGM of the Company held on 30th September, 2016 for a period of five consecutive years commencing from 1st August, 2016 upto 31st July, 2021.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K. Sridhar, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of three consecutive years from 1st August, 2021 upto 31st July, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. K. Sridhar fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. K. Sridhar as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. K. Sridhar as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. K. Sridhar as an Independent Director for another term of three consecutive years with effect from 1st August, 2021 to 31st July, 2024, for the approval by the shareholders of the Company.

Save and except Mr. K. Sridhar, none of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends passing of the Resolution at Item No.4 of the Notice as a Special Resolution.



**Item No. 5**

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 first instalment for redemption of CRPS is due in FY'22. In view of the carry forward losses, the Company is not in a position to redeem the CRPS 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.

Ares Diversified, FPI, has expressed their willingness to invest in the Company as equity to facilitate the redemption of first installment of CRPS ahead of time.

To expedite the above, the Board of Directors of the Company ("Board") in its meeting held on 13th August, 2021 approved raising funds through issuance of upto 49,96,235 (Forty Nine Lakhs Ninety Six Thousand Two Hundred and Thirty five only) fully paid-up equity shares of face value of Rs. 10/- each at a price determined in accordance with the SEBI ICDR Regulations. The equity shares are proposed to be issued to Ares Diversified, FPI, Public Category ("Proposed Allottee"), subject to approval of the members of the Company, on a preferential basis ("Preferential Allotment").

It was also proposed to redeem the aforesaid CRPS in 5 equal instalments starting from FY 2021-22, subject to necessary approvals as may be required.

As per Section 62(1)(c) of the Companies Act, 2013, read with Rule 13 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 Allotment 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 Regulations 167 and 168 of the SEBI ICDR Regulations.

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.

The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations are as under:

**a) Object(s) of the preferential issue:**

To redeem 50,20,900 1% Cumulative Redeemable Preference Shares (CRPS) of Rs.10/- each fully paid-up aggregating to Rs. 5,02,09,000 as first instalment out of the total 2,51,04,500 1% Cumulative Redeemable Preference Shares (CRPS) of Rs.10/- each issued to the State Bank of India, lenders of the Company as part of the Restructuring Package sanctioned to the Company.

**b) Intent of the Promoters, Directors and Key Management Persons of the Company to subscribe to the preferential issue:**

The Equity shares are offered to ARES DIVERSIFIED, Foreign Portfolio Investor (Corporate) - Public category who had indicated their intention to subscribe to the proposed Preferential issue of Equity shares. None of the directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity shares proposed to be issued under the preferential allotment.

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

Please refer the "Annexure -1" for the consolidated shareholding pattern given at the end of AGM Notice.

**d) The time within which the preferential allotment shall be completed:**

Pursuant to Regulation 170 of the SEBI ICDR Regulations, preferential allotment of Equity shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolutions.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authorities, Banks as applicable, then the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other regulatory authorities

**e) Identity of the natural persons who are the ultimate beneficial owners of the 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 Allotment**

The details of the proposed allottees is as per the below table. No change in control or management is contemplated consequent to the proposed preferential issue of Equity shares. However, voting rights will change in accordance with the shareholding pattern.

Name of the Proposed Allottees	Category	Ultimate beneficial owners	Pre - Preferential issue holding		Proposed Pre ferential issue	Post - Preferential issue holding	
			No. of Equity shares	% of holding	Equity shares upto	No. of Equity shares	% of hold ing
Ares Diversified	Public	FPI (Category I registered with SEBI)	0	0	49,96,235	49,96,235	9.47

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

The equity shares of Company are listed on Stock Exchanges at BSE Limited and National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with SEBI ICDR Regulations. For the purpose of computation of the price for the equity shares proposed to be issued and allotted, the data for the last 26 weeks from NSE was considered, it being the exchange in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 12 calendar months prior to the Relevant Date.

The pricing of the Equity Shares to be allotted shall not be lower than the price determined in accordance with the Chapter VII of SEBI (ICDR) Regulations.

The issue of equity shares on preferential basis shall be made at a price not less than higher of the following:

**a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 26 (twenty six) weeks preceding the relevant date; or**

**b) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 2 (two) weeks preceding the 'relevant date'.**

**g) 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 17th August 2021, being the date 30 days prior to the date of this Annual General Meeting (AGM).

#### h) Auditors' Certificate:

The certificate from SRSV & Associates, Chartered Accountants, being the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting.

#### i) Lock in Period:

The shares to be allotted on preferential basis shall be subject to lock-in as per SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the above proposed allottee(s), if any shall be locked-in from the Relevant Date up to the period of 6 months from the date of Trading Approval as per the Regulations 78(6) of the SEBI (ICDR) Regulations.

#### j) Undertakings

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

- The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- It will re-compute the price of the Equity shares in terms of the provisions of SEBI (ICDR) Regulations, as may be applicable.
- If the amount payable on account of the re-computation of price of the Equity shares is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Equity shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.
- The proposed allottees has not sold any equity shares of the Company during previous 6 (six) months preceding the relevant date.

The Board recommends the resolution as set out at Item No. 5 for approval of the shareholders as a Special Resolution.

The Board at its meeting held on 13th August 2021 has approved the issue of Equity Shares on Preferential Basis in the manner stated above subject to approval of the shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel(s) of the Company or their relatives are concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any

#### Annexure I –

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

Category	Pre-issue		Proposed Issue (Equity Shares)	Post Issue	
	Total No. of shares	% of Holding		Total No. of shares	% of Holding
<b>Promoters (A)</b>					
Individuals	1,99,76,325	41.82		1,99,76,325	37.86
<b>Total</b>	<b>1,99,76,325</b>	<b>41.82</b>		<b>1,99,76,325</b>	<b>37.86</b>
<b>Public (B)</b>					
<b>Institutions</b>					
Foreign Portfolio Investors	45,65,000	9.56	49,96,235	95,61,235	18.12
<b>Sub Total</b>	<b>45,65,000</b>	<b>9.56</b>	<b>49,96,235</b>	<b>95,61,235</b>	<b>18.12</b>
<b>Non-Institutions</b>					
Individuals (Public)	1,92,56,584	40.31		1,92,56,584	36.5
Clearing Member	1,44,752	0.30		1,44,752	0.27
HUF	9,22,783	1.93		9,22,783	1.75
Non Resident Indians	2,80,366	0.59		2,80,366	0.53
Bodies Corporate	26,22,160	5.49		26,22,160	4.97
Trusts	35	0.00		35	0.00
<b>Sub Total</b>	<b>2,32,26,680</b>	<b>48.62</b>		<b>2,32,26,680</b>	<b>44.02</b>
<b>Total (B)</b>	<b>2,77,91,680</b>	<b>58.18</b>	<b>49,96,235</b>	<b>3,27,87,915</b>	<b>62.14</b>
<b>Total Shareholding (A) + (B)</b>	<b>4,77,68,005</b>	<b>100.00</b>	<b>49,96,235</b>	<b>5,27,64,240</b>	<b>100.00</b>

**Note:** The pre-issue shareholding pattern has been prepared based on the shareholding pattern of the Company as on 30th June, 2021.

The % of post issue capital is arrived after considering the proposed allotment of Equity Shares.