



Celebrity Fashions Limited

01st September, 2017

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001.

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai- 400 051.

Scrip Code - 532695

NSE Symbol: CELEBRITY

Dear Sir/Madam,

Sub.: Notice of 28th Annual General Meeting of the Company

Ref.: Regulation 30 and 47 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

This is to inform that the 28th Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, 25th September, 2017 at the Registered office of the Company situated at SDF - IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai-600 045 at 02.30 p.m.

A copy of the Notice of the 28th Annual General Meeting is enclosed herewith for your reference. The Annual Report along with the notice of AGM has been sent to all the eligible shareholders and also available on the website of the Company at www.celebritygroup.com.

In terms of Regulation 47 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby intimate that the notice informing the details of 28th Annual General Meeting will be published in "BUSINESS STANDARD" and in "MAKKAL KURAL" newspapers. The said advertisement will be available on the website of the Company at www.celebritygroup.com.

This is for your information and records.

Thanking you,

Yours faithfully,

For Celebrity Fashions Limited

A. Rishi Kumar
Company Secretary
Encl: a/a



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of Celebrity Fashions Limited will be held on Monday, 25th September, 2017 at 2.30 p.m. at the Registered Office of the Company situated at SDF IV & C2 , 3rd Main Road, MEPZ/ SEZ, Tambaram, Chennai - 600 045 to transact the following businesses:-

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Mrs. Rama Rajagopal (DIN 00003565), who retires by rotation and being eligible, offers herself for re-appointment.
- To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, Company hereby appoints M/s. SRSV & Associates, Chartered Accountants, Chennai, having Firm Registration No. 015041S as Statutory Auditors of the Company in place of M/s CNGSN & Associates LLP, Chartered Accountants, Chennai and M/s. Anil Nair & Associates, Chartered Accountants, Chennai, whose tenure expires at this Annual General Meeting, at such remuneration plus reimbursement of out-of pocket, travelling expenses and other applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

"RESOLVED FURTHER THAT M/s. SRSV & Associates, Chartered Accountants, Chennai, if appointed as the Statutory Auditors of the Company, shall hold office for a period of five years, from the conclusion of this 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company, subject to ratification of the appointment by Members at every Annual General Meeting during their tenure of office."

SPECIAL BUSINESS:

- Re-designation of Mr. Vidyuth Rajagopal as Joint Managing Director of the Company
To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:-
"RESOLVED THAT in partial modification of the resolution passed by the Members at the 27th Annual General Meeting held on 30th September, 2016, Mr. Vidyuth Rajagopal, (DIN: 07578471) Whole Time Director of the Company be and is hereby re-designated as the Joint Managing Director with effect from 05th April 2017 till the end of the tenure of his appointment viz. 31st July 2019 on the same terms and conditions including remuneration as approved earlier by the Members."

By Order of the Board
For **CELEBRITY FASHIONS LIMITED**
Sd/-
A. Rishi Kumar
Company Secretary

Place : Chennai
Date : 18th August 2017

NOTES:

- An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business as set out in the Notice is annexed hereto and forms part of this Notice.
- A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself. Proxy need not be a member of the Company.** Proxies in order to be effective should be lodged with the company at the registered office of the company at least 48 hours before the commencement of the meeting. Proxies submitted on behalf of the Companies, Societies and Partnership firms etc must be supported by an appropriate resolution/authority as applicable, issued on behalf of the nominating organization.
Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- Corporate members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.

- The members/proxies and authorised representatives are requested to bring their copy of the Annual Report to the Meeting along with duly filled in Attendance Slips for attending the Meeting.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- The Register of Members and the Share Transfer books of the Company will remain closed from 16th September 2017 to 25th September 2017. (both days inclusive) for the purpose of Annual General Meeting.
- Members are requested to notify Change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares members are requested to advise any change of communication address immediately to the Registrar and Transfer Agent, Viz. M/s Link Intime India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli (W), Mumbai-400083.
- Queries, if any 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.
- As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 44 of the Listing Regulations, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are given in S No.15. The cutoff date for determining the eligibility to vote by electronic means or by ballot at the general meeting shall be 15th September 2017.
- The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting in terms of notification issued by the Ministry of Corporate Affairs dated 19.03.2015.
- Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
- A Route map showing directions to reach the venue of the 28th Annual General Meeting is given along with this notice as per the requirement of the Secretarial Standards-2 on "General Meetings"

14. IMPORTANT SHAREHOLDER COMMUNICATION:

The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors, Report etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders. In case you are desirous of having a complete text of Annual Report 2016-17, you may write to us at investorservices@celebritygroup.com or at the registered Office of the Company. The Annual report of the Company can be accessed at www.celebritygroup.com in the investor section.

Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2016-2017 is being sent in the permitted mode.

Electronic copy of the Notice of the 28th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 28th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.

15. E-VOTING:

Voting through electronic means: The Company is pleased to provide members a facility to exercise their right to vote on the resolutions as set out in the Notice by 'electronic means' and all the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited.

The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rule, 2014 and Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Friday, 22nd September, 2017 at 9.00 A.M. and ends on Sunday, 24th September, 2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15th September 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. The facility for voting, through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through polling paper in the Annual General Meeting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders / Members.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg.If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date or Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote. i.e. CELEBRITY FASHIONS LIMITED.
- (xiii) 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.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android/iOS and Windows based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 they should create a compliance user 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 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.
- (xxi) In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
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 the cut-off date (record date) of 15th September 2017.
17. M/s. BP & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process and poll in a fair and transparent manner.
18. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
19. The Results shall be declared by the Chairman or by any person authorized by him in this regard on or before 27th September 2017. The result along with the Scrutinizer's report shall be placed on the Company's website www.celebritygroup.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited & National Stock Exchange of India Limited. The resolution, if approved will be taken as passed effectively on the date of declaration of the result, explained as above.
20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.00 pm) on all working days except Saturdays & Sundays, up to and including the date of the Annual General Meeting of the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS – 2 (ICSI) on General Meetings.

Name of the Director	Mr. Vidyuth Rajagopal	Mrs. Rama Rajagopal
DIN	07578471	00003565
Nationality	Indian	Indian
Date of Appointment on the Board	01st August 2016	4th January 1994
Expertise in Specific Functional Areas	Marketing & Merchandising	General Management & Administration
Qualifications	Degree in Economics from Loyola College, Chennai	Post Graduate degree in economics from University of Bangalore
Age	30 years	60 years
Inter-se Relationship between Directors and Key Managerial Personnel	Son of Mr. Venkatesh Rajagopal and Mrs. Rama Rajagopal, Promoter Directors of the Company	Spouse of Mr. Venkatesh Rajagopal (Chairman) and Mother of Mr. Vidyuth Rajagopal (Joint Managing Director)
Remuneration last drawn in the FY 2015-16	₹ 15,00,000/- per annum	Nil
List of directorships held in other Companies	Nil	Indian Terrain Fashions Limited
Number of shares held in the Company	7000	6794902
Chairperson / Member in the Committees of the Boards of companies in which he/she is a Director*	Nil	Chairperson in CSR Committee - Indian Terrain Fashions Limited
No. of Board Meetings attended during the year	5/6	3/6

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013
ITEM NO. 4

The Board of directors at their meeting held on 05th April 2017, on the recommendation of the Nomination and Remuneration Committee, has approved the change in designation of Mr. Vidyuth Rajagopal (DIN: 07578471) from Whole Time Director to Joint Managing Director of the Company with effect from 05th April 2017.

Considering his increasing involvement in the business operations, the above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 4 of the Notice for approval by the Members by way of ordinary resolution.

Save and except Mr. Vidyuth Rajagopal, Mr. Venkatesh Rajagopal and Mrs. Rama Rajagopal and their relatives, none of the other Directors or Key Managerial Personnel and/ or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice.

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

Sd/-

Place : Chennai
Date : 18th August 2017

A. Rishi Kumar
Company Secretary

CELEBRITY FASHIONS LIMITED

CIN:L17121TN1988PLC015655

Registered office: SDF IV & C2, 3RD MAIN ROAD, MEPZ/SEZ, Tambaram, Chennai-600 045

Phone No.91-44-43432200/43432300; email: investorservices@celebritygroup.com

Fax No.+91-44-4343 2360; Website: www.celebritygroup.com

ATTENDANCE SLIP

Regd Folio No. /DP/ Client ID

No. of Shares held

I/We hereby record my/our presence at the 28th ANNUAL GENERAL MEETING of the Company at the Registered Office situated at SDF-IV & C2, 3rd Main Road, MEPZ- SEZ, Tambaram, Chennai-600 045 on Monday, the 25th day of September 2017 at 2.30 P.M.

.....
Signature of member / Proxy

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :	L17121TN1988PLC015655
Name of the Company	CELEBRITY FASHIONS LIMITED
Registered Office	SDF – IV & C2, 3rd Main Road, MEPZ – SEZ, Tambaram, Chennai – 600 045
Name of the member (s)	
Registered Address	
E-mail Id	
Folio No./Client Id	
DP ID	

I / We being the member(s) holding Shares of the above named company, hereby appoint

1. Name :
Address :
Email Id :
Signature : or failing him

as my / our proxy to attend and vote (on a poll) for me / us on my behalf at the 28th Annual General Meeting of the Company to be held on Monday, the 25th day of September 2017 at 2.30 P.M. at the Registered Office situated at SDF-IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai - 600 045 and at any adjournment thereof in respect of such resolutions are indicated below:

Resolution No	Resolution	For	Against
1	To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 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.		
3	To appoint the Statutory Auditors of the Company and fix their remuneration.		
4	To approve re-designation of Mr. Vidyuth Rajagopal (DIN : 07578471) as Joint Managing Director of the Company		

Signed this..... Day of..... 2017.

Signature of shareholder

Signature of Proxy holder(s)

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Affix
Re. 1/-
Revenue Stamp

Route Map to the AGM Avenue

Venue: SDF - IV & C 2,THIRD MAIN ROAD, MEPZ – SEZ, CHENNAI-600045.

