



Celebrity Fashions Limited

30th March 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400051.

Scrip Code - 532695

NSE Symbol: CELEBRITY

Dear Sir/Madam,

Sub: Outcome of the Board meeting

In line with requirement of Regulation 30 of the SEBI (Listing obligation and Disclosure Requirement) Regulation 2015, we wish to inform you that the Board of Directors of the Company in its meeting held on Saturday, 30th March 2024 (i.e., today) has inter-alia approved the following:

1. Appointment of Mr. H. Narayanarao (A47309) as a Company Secretary:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. H. Narayanarao (A47309) as Company Secretary (Key Managerial Personnel) of the Company with effect from 30th March 2024.

Disclosure required pursuant to Regulation 30 of Listing Regulations read with Para A of Part A of Schedule III to the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 is enclosed herewith as Annexure-1.

2. Appointment of Mr. Sanjiv Dewan (DIN: 01160371), as an Additional (Non-Executive) Independent Director:

Based on the recommendation of the Nomination and Remuneration committee, the Board of Directors has appointed Mr. Sanjiv Dewan (DIN:01160371) as an Additional (Non-Executive) Independent Director of the Company with effect from 30th March 2024 for a period of 5 years, subject to the approval of shareholders.



Celebrity Fashions Limited

Disclosure required pursuant to Regulation 30 of Listing Regulations read with Para A of Part A of Schedule III to the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 is enclosed herewith as Annexure-2

3. Retirement of Independent Directors on Completion of Second Term:

Mr. Ranganath Nugehalli Krishna (DIN: 00004044) and Ms. Nidhi Reddy (DIN: 00004081) are retired from the position of the Independent Directors on completion of their second term of office as an Independent Directors of the Company effecting from end of the day on 31st March 2024 and ceased to be Independent Directors of the Company thereafter.

Disclosure required pursuant to Regulation 30 of Listing Regulations read with Para A of Part A of Schedule III to the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 is enclosed herewith as Annexure-3.

4. Reconstitution of the Committees of the Board of Directors with effect from 30th March 2024:

Consequent to changes in the composition of the Board of Directors of the Company, the Board of Directors has approved the re-constitution of the Committees of the Board of Directors with effect from 30th March 2024.

(i) AUDIT COMMITTEE

In line with requirement of Section 177 of the Companies Act 2013 read with Regulation 18 of the SEBI (Listing obligation and Disclosure Requirement) Regulation 2015 the Board of Directors has reconstituted the Audit committee as under



Celebrity Fashions Limited

S.No	Name of the Director	Category
1.	Mr. Manoj Mohanka (DIN: 00128593)	Chairperson , Non-Executive - Independent Director
2	Mr. Krishnamurthy Sridhar (DIN: 02916536)	Member, Non-Executive - Independent Director
3	Mr. Sanjiv Dewan (DIN: 01160371)	Member, Non-Executive - Independent Director
4	Mr. Vidyuth Venkatesh Rajagopal (DIN: 07578471)	Member, Executive Director

(ii) NOMINATION AND REMUNERATION COMMITTEE

In line with requirement of Section 178 of the Companies Act 2013 read with Regulation 19 of the SEBI (Listing obligation and Disclosure Requirement) Regulation 2015 the Board of Directors has reconstituted the Nomination and Remuneration committee as under:

S.No	Name of the Director	Category
1.	Mr. Krishnamurthy Sridhar (DIN: 02916536)	Chairperson , Non-Executive - Independent Director
2	Mr. Manoj Mohanka (DIN: 00128593)	Member, Non-Executive - Independent Director
3	Mr. Sanjiv Dewan (DIN: 01160371)	Member, Non-Executive - Independent Director

(iii) STAKEHOLDER RELATIONSHIP COMMITTEE

In line with requirement of Section 178 of the Companies Act 2013 read with Regulation 20 of the SEBI (Listing obligation and Disclosure Requirement) Regulation 2015 the Board of Directors has reconstituted the Stakeholders Relationship Committee as under

S.No	Name of the Director	Category
1.	Mr. Krishnamurthy Sridhar (DIN: 02916536)	Chairperson , Non-Executive - Independent Director
2	Mr. Manoj Mohanka (DIN: 00128593)	Member, Non-Executive - Independent Director
3	Mr. Vidyuth Venkatesh Rajagopal (DIN: 07578471)	Member, Executive Director



Celebrity Fashions Limited

(iv) **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

In line with requirement of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as may be amended from time to time, the Board of Directors has reconstituted the Corporate Social Responsibility (CSR) Committee of the Board of Directors as under

S.No	Name of the Director	Category
1.	Mrs. Rama Rajagopal (DIN: 00003565)	Chairperson, Executive Director
2	Mr.Venkatesh Rajagopal (DIN: 00003625)	Member, Non-Executive – Non-Independent Director
3	Mr. Manoj Mohanka (DIN: 00128593)	Member, Non-Executive - Independent Director
4	Mr. Vidyuth Venkatesh Rajagopal (DIN: 07578471)	Member, Executive Director

The Board meeting commenced at 10:30 AM and concluded at 11:45 AM.

This is for your information and records.

Thanking you,

Sincerely,
For **CELEBRITY FASHIONS LIMITED**

S. VENKATARAGHAVAN
CHIEF FINANCIAL OFFICER



Celebrity Fashions Limited

ANNEXURE 1

Disclosure required pursuant to Regulation 30 of Listing Regulations read with Para A of Part A of Schedule III to the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023

S.No	Particulars	Remarks
1	Reason for Change	Appointment of Mr. H. Narayanarao (A47309) as Company Secretary (Key Managerial Personnel) of the Company.
2	Date of Appointment & term of appointment	Mr. H. Narayanarao (A47309) is appointed as Company Secretary (Key Managerial Personnel) with effect from 30 th March 2024. Terms of Appointment: Not Applicable
3	Brief Profile	Mr. H. Narayanarao is a qualified Company Secretary with overall 12 years of experience in Secretarial Compliance aspects including listed entities and has extensively worked on Secretarial and other Compliance related areas.
4.	Disclosure of Relationship with the Directors (in case of Appointment of Directors)	He is not related to any of the Directors on the Board.



Celebrity Fashions Limited

ANNEXURE 2

Disclosure required pursuant to Regulation 30 of Listing Regulations read with Para A of Part A of Schedule III to the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023

S.No	Particulars	Remarks
1	Reason for Change viz appointment resignation, removal, death	Appointment of Mr. Sanjiv Dewan (DIN:01160371) as an Additional (Non-Executive) Independent Director on the Board of the Company.
2	Date of Appointment & terms of appointment	Mr. Sanjiv Dewan (DIN: 01160371) is appointed as an Additional (Non-Executive) Independent Director on the Board of the Company with effect from 30 th March 2024 for a term of 5 (five) years, subject to the approval of shareholders.
3	Brief Profile	Sanjiv Dewan has been the driving force behind S.D. Apparel Consultants Private Limited since 1989, leveraging his vast experience to cement the company's stature as a leader in the apparel sector, with a particular focus on woven garments for men and children. His exceptional track record in business services is marked by transformative growth and enhanced profitability, showcasing his ability to rejuvenate underperforming segments through strategic innovation and rigorous execution.



Celebrity Fashions Limited

		<p>As a new director on our board, Dewan brings a wealth of knowledge in business operations, coupled with a visionary approach to corporate governance and strategic planning. His multifaceted expertise encompasses the full spectrum of apparel services, strategy development, business transformation, and performance management. Dewan is also deeply versed in enhancing systems and processes, ensuring robust compliance, and fostering a culture of governance aligned with the highest standards expected by financial exchanges and regulatory bodies.</p> <p>Dewan's appointment underscores our commitment to excellence and strategic leadership, aligning with our objective to navigate the company towards sustainable growth and market leadership. His blend of creative vision, entrepreneurial spirit, and proven governance capabilities will be instrumental in steering our company through the evolving challenges and opportunities of the global market.</p>
4.	Disclosure of Relationship with the Directors (in case of Appointment of Directors)	Mr. Sanjiv Dewan does not have relation either financially or otherwise with any of the existing Directors/ Key Managerial Personnel of the Company.



Celebrity Fashions Limited

5.	Information as required under BSE Circular No. LIST/COM/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018	Mr. Sanjiv Dewan is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.
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Celebrity Fashions Limited

ANNEXURE 3

Disclosure required pursuant to Regulation 30 of Listing Regulations read with Para A of Part A of Schedule III to the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023

S.No	Particulars	Mr. Ranganath Nuggehalli Krishna (DIN: 00004044)	Ms. Nidhi Reddy (DIN: 00004081)
1	Reason for Change viz appointment resignation, removal, death or Otherwise- Completion due to Completion of Tenure	Retirement due to Completion of Tenure as an Independent Director	Retirement due to Completion of Tenure as an Independent Director
2	Date of Appointment / Cessation & term of appointment appointment	Completion of Tenure as an Independent Director with effect from end of the day 31 st March 2024. Terms of Appointment: Not Applicable	Completion of Tenure as an Independent Director with effect from end of the day 31 st March 2024. Terms of Appointment: Not Applicable
3	Brief Profile	Not Applicable	Not Applicable
4.	Disclosure of Relationship with the Directors (in case of Appointment of Directors)	Not Applicable	Not Applicable