



Celebrity Fashions Limited

19th January 2026

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

Scrip Code - 532695

National Stock Exchange of India Limited

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

NSE Symbol: CELEBRITY

Dear Sir/Madam,

Sub: Notice of Postal Ballot-Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI LODR")

In line with requirement to Regulation 30 of SEBI LODR, we enclose herewith a copy of the Notice of the Postal Ballot along with the statement of material facts, seeking approval of the Members of the Company on the resolutions forming part of the Notice.

In accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the latest General Circular No 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Postal Ballot Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members/list of Beneficial Owners as on Friday, 16th January 2026 (cut-off date) and whose e-mail addresses are registered with the Company/Depositories.

The Company is providing its members with the facility to cast their votes only through the remote electronic voting process ("remote e-Voting"), on all resolutions set forth in the Notice and the Company has engaged the services of Central Depository Services (India) Limited ('CDSL') in this regard



Celebrity Fashions Limited

The voting through remote e-voting will commence at **09:00 AM (IST) on Tuesday, 20th January 2026** and shall end at **05:00 PM (IST) on Wednesday, 18th February 2026**. The results of postal ballot will be declared on or before 20th February 2026.

The said Notice of the Postal Ballot shall also be available on the website of the Company at www.celebritygroup.com.

This is for your confirmation and records.

Thanking you,

Sincerely,

For **CELEBRITY FASHIONS LIMITED**

S. VIVEKANANDAN
COMPANY SECRETARY & COMPLIANCE OFFICER



CELEBRITY FASHIONS LIMITED

CIN: L17121TN1988PLC015655

Registered Office: SDF IV & C2, 3rd Main Road, MEPZ - SEZ, Tambaram, Chennai - 600 045

Email: investorservices@celebritygroup.com **Website:** www.celebritygroup.com

Phone No: 044 - 4343 2200

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolutions set-out below is proposed to be passed by the Members of Celebrity Fashions Limited (**'Company'**) by means of Postal Ballot through remote electronic voting (**'remote e-voting'**) pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 (**'Act'**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**) [including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force] and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs inter-alia for conducting postal ballot through remote e-voting vide General Circular Nos. 14/2020 dated 08th April 2020 and 17/2020 dated 13th April 2020 read with other related circulars including latest General Circular No. 03/2025 dated 22nd September 2025 (**'MCA Circulars'**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (**'SS-2'**) and other applicable laws and regulations if any.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice, is attached.

In compliance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company shall send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Company/ Registrar and



Share Transfer Agent ('RTA') or Depository/ Depository Participants as on 16th January 2026 and physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope shall not be sent to the members for this Postal Ballot. Accordingly, members are required to communicate their assent or dissent through the remote e-voting process only.

The Board of Directors of the Company have appointed Mr. K. J. Chandramouli, Partner of M/s. BP & Associates (Entity ID: 83104) Practicing Company Secretaries, Chennai, to act as the scrutinizer for conducting the postal ballot process, in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company has provided remote e-voting facility only for the postal ballot process. The Company has engaged the services of Central Depository Service Limited ('CDSL') to provide remote e-voting facility to the Members of the Company. Please refer instructions for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on **Tuesday, 20th January 2026 at 09:00 A.M. (IST)** and end on **Wednesday, 18th February 2026 at 05:00 P.M. (IST)**. Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote through remote e-voting not later than the close of working hours at 05:00 P.M. (IST) on **Wednesday, 18th February 2026**.

The results of the voting conducted by Postal Ballot (through remote e-voting process) along with the Scrutinizer's Report will be made available on the website of the Company at www.celebritygroup.com and intimated to the Stock Exchanges, where the shares of the Company are listed, on or before **Friday, 20th February 2026**. Additionally, the results will also be uploaded on the website of CDSL at www.evotingindia.com. The resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., **Wednesday, 18th February 2026**.



SPECIAL BUSINESS | SPECIAL RESOLUTION

ITEM NO: 1

RECLASSIFICATION OF AUTHORISED SHARE CAPITAL & CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

*To consider and pass the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of the Section 13, 61, 64 and all the other applicable provisions, if any, of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time) (“Act”), and the Articles of Association of the Company (AOA), as agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee and subcommittee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to reclassify the existing authorized share capital of the Company being ₹ 90,00,00,000/- (Rupees Ninety Crore) comprising of 6,40,00,000 (Six Crores Forty Lakhs) Equity Shares of ₹ 10/- each (Rupees Ten Only) aggregating to ₹ 64,00,00,000/- (Rupees Sixty Four Crore Only) and 2,60,00,000 (Two Crore Sixty Lakhs) 1% Cumulative Redeemable Preference Shares of ₹ 10/- each (Rupees Ten Only) aggregating to ₹ 26,00,00,000 (Rupees Twenty Six Crores Only) each to-

₹ 90,00,00,000/- (Rupees Ninety Crore) comprising of 7,00,00,000 (Seven Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 70,00,00,000 (Rupees Seventy Crore only) and 2,00,00,000 (Two Crore) 1% Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 20,00,00,000/- (Rupees Twenty Crore only)

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new clause V as under



V. The Authorized Share Capital of the Company is ₹ 90,00,00,000 (Rupees Ninety Crores only) comprising of 7,00,00,000 (Seven Crore) Equity Shares of ₹10/- (Rupees Ten Only) each aggregating to ₹ 70,00,00,000 (Rupees Seventy Crore only) and 2,00,00,000 (Two Crore only) 1% Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 20,00,00,000 (Rupees Twenty Crore only).

“RESOLVED FURTHER THAT any one of the directors of the Company or Company Secretary be and are hereby severally authorized to do all such act(s), deed(s) and things including filing of all forms and documents with Registrar of Companies and other Regulatory Authorities as may be necessary and incidental to give effect to the aforesaid resolution”.

SPECIAL BUSINESS | SPECIAL RESOLUTION

ITEM NO: 2

APPROVAL FOR ISSUE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO INVESTORS

*To consider and pass the following resolution as a **Special Resolution**:*

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



applicable and subject to such conditions and modifications as may be imposed or prescribed by any of them while granting such approvals, sanctions, permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company ("Members") be and is hereby accorded to the Board, to create, offer, issue and allot, in one or more tranches, from time to time, up to 48,69,933 (Forty Eight Lakhs Sixty-Nine Thousand Nine Hundred and Thirty Three) fully paid-up equity shares of face value of ₹ 10/- each of the company at a price of ₹ 10.31/- per Equity Share (at a premium of ₹ 0.31/- per Equity Share) aggregating up to ₹ 5,02,09,009.23/- by way of a preferential issue on a private placement basis ("Preferential Issue") and on such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of SEBI (ICDR) Regulations, to the persons mentioned below (collectively referred to as "Investors")

| S.No | Name of the Investors | Category | No. of Equity Shares to be issued | Consideration in ₹ |
|------|---|---|-----------------------------------|-----------------------|
| 1 | Mr. Venkatesh Rajagopal | Promoter- Chairman & Non-Executive Director | 4,84,966 | 49,99,999.46 |
| 2 | Mr. Vidyuth Rajagopal | Promoter- Executive & Managing Director | 4,84,966 | 49,99,999.46 |
| 3 | Mrs. Rama Rajagopal | Promoter- Executive & Whole Time Director | 4,84,966 | 49,99,999.46 |
| 4 | Mr. Manoj Mohenka | Public – Non-Executive Independent Director | 12,12,415 | 1,24,99,998.65 |
| 5 | M/s Paradisal Precision Private Limited | Public – Body Corporate | 22,02,620 | 2,27,09,012.20 |
| | Total | | 48,69,933 | 5,02,09,009.23 |



RESOLVED FURTHER THAT in accordance with the provisions of Section 61(1)(e) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder and subject to all the necessary approval, permission, consent and sanctions, if required of the concerned authority and subject to such conditions and modification as may be prescribed by any of them while granting approval, permission, consent of the shareholder be and hereby accorded to cancel the above shares which have not been taken by the proposed investors above

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the Preferential Allotment of Equity Shares be and is hereby fixed as **Monday, 19th January 2026**, which is the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue i.e. Wednesday, 18th February 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investors under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable law:

- (a) The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- (b) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals;
- (c) The pre-preferential shareholding and the Equity Shares so allotted to the Investors under this Resolution shall not be sold, transferred in any manner during the period



of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted thereunder;

(d) The Equity Shares shall be allotted within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions

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 make an offer to the Investors through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited and receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable to give effect to the above resolution, including without limitation to issue and allot equity shares, effecting any modifications to the foregoing (including modifications to the terms of the issue), entering into contracts, arrangements, agreements, documents to give effect to the resolution above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of and listing and trading of Equity Shares), making applications to Stock Exchanges for obtaining of in-principle, listing and trading approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other statutory or non-statutory authorities or entities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the equity shares with the depositories, viz. NSDL and



CDSL and for the credit of such equity shares to the respective dematerialized securities account of the investors and to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard without the necessity of any further approval(s) of the shareholders of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/ Key Managerial Personnel of the Company to give effect to the aforesaid resolution.”

RESOLVED FURTHER that all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

S. VIVEKANANDAN
COMPANY SECRETARY & COMPLIANCE OFFICER
M.NO: A75249

Place: Chennai

Date: 19th January 2026

Registered Office: SDF - IV & C 2,
Third Main Road, MEPZ - SEZ,
Tambaram, Chennai,
Tamil Nadu 600045

Email ID: vivekanandan.s@celebritygroup.com

Website: www.celebritygroup.com

CIN: L17121TN1988PLC015655



NOTES

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013, which sets out details relating to Resolution in the notice is annexed hereto.
2. The Notice is being sent by e-mail to all the members, whose names appear on the Register of members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on Friday, 16th January 2026 i.e. the Cut-off Date. The Notice is being sent to members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company (in case of physical shareholding). The same is also available on the Company's website at www.celebritygroup.com, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of CDSL.
3. Members whose names appear on the Register of members/ List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of voting. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members on the Cut-off Date. Only those members whose names are recorded in the Register of members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by E-voting.
4. Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) investor.helpdesk@in.mpms.mufg.com
5. The Board of Directors of the Company have appointed Mr. K. J. Chandramouli, Partner of M/s. BP & Associates (Entity ID: 83104) Practicing Company Secretaries, Chennai, to act as the scrutinizer for conducting the postal ballot process, in a fair and transparent manner.



6. 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 read with the Rules and the MCA Circulars, the Company has extended only the E-voting facility to its Members, to enable them to cast their votes electronically. The instructions for E-voting facility arranged by the Company are mentioned in the Notes below. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
7. The E-voting period begins **on Tuesday, 20th January 2026 at 09:00 AM (IST) and ends on Wednesday, 18th February 2026 at 05:00 PM (IST) (both days inclusive)**. During this period, the shareholders of the Company, holding shares either in physical form or in Dematerialized Form as on the cut-off date of Friday, 16th January 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 p.m. (IST) on **Wednesday, 18th February 2026**.
8. In terms of Secretarial Standards -2, the resolutions, on receiving the requisite number of “assent” votes, shall be deemed to have been passed on **Wednesday, 18th February 2026**.
9. After completion of scrutiny of the E-voting, the Scrutinizer will submit his report to the Chairman of the Company (“Chairman”) or to any other person authorized by the Chairman within the stipulated time for declaration of results. The results of Postal Ballot e-voting shall be declared within 2 (two) working days from the end of voting, at the registered office of the Company and communicated to the stock exchange(s), and shall also be displayed on the Company’s website, viz., www.celebritygroup.com and the website of E-voting agency CDSL.
10. The instructions for Members for remote e-voting are as under:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions.



However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- i. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.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 |



| | |
|--|--|
| Depository | <p>progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none">3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cDSLindia.com and click on login & My Easi New (Token) Tab and then click on registration option.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 www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is |



| | |
|--|---|
| | <p>available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site 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.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL



| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |

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

- i. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|--|--|
| PAN | <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">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. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</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. |

- ii. After entering these details appropriately, click on “SUBMIT” tab.
- iii. 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.
- iv. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v. Click on the EVSN 260116010 for the relevant Celebrity Fashions Limited on which you choose to vote.
- vi. 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.

- vii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- viii. 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.
- ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xi. 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.
- xii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xiii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.



- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz., Chandramouli@bpcorpadvisors.com and vivekanandan.s@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.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, 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 or call at toll free no. 1800 21 09911



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO:1

RECLASSIFICATION OF AUTHORISED SHARE CAPITAL & CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of Directors, in their meeting held on 19th January 2026, approved the issue of Equity shares through private placement basis, subject to the approval of Shareholders of the Company. In view of the proposed issue of the equity share, it is proposed that the Authorized Share capital of the Company be reclassified as mentioned in the resolution set out in the Item no: 1 of this Notice.

The Articles of Association of the Company, permits the Company to alter its Authorised Share Capital. The proposed change of capital clause requires the approval of shareholders through Special Resolution pursuant to the applicable provisions of the Companies Act, 2013.

The Board at its meeting held on 19th January 2026 considered and approved the reclassification of the authorised Share Capital of the Company and consequent amendment to the Memorandum of Association of the Company, subject to the approval of the shareholders.

As required by Section 102(3) of the Companies Act, 2013, the copy of the proposed Memorandum of Association is available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M.

The Board of Directors recommends passing of the resolution as set out at item no. 1 of this Notice as Special Resolution. None of the Directors or Key Managerial Personnel of the



Company or the relatives thereof are concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

ITEM NO: 2

APPROVAL FOR ISSUE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO INVESTORS

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

As per the terms of issue, the CRPS is redeemable in five equal instalments beginning from FY'22. The first, second, third and Fourth instalment of CRPS redemption which was due in FY'22, FY'23, FY'24 and FY'25 was redeemed out of the proceeds of fresh issue of equity shares.

In view of the carry forward losses, the Company is not in a position to redeem the fifth instalment of CRPS redemption due in FY'26 from its profits, hence it was resolved to redeem the CRPS from issue of fresh equity to the investors, subject to necessary approvals as may be required.

To expedite the above, the Board of Directors of the Company ("Board") at its meeting held 19th January 2026 has, subject to the approval of the Members and such other approvals as may be required, approved raising funds through issuance of up to 48,69,933 (Forty Eight Lakhs Sixty Nine Thousand Nine Hundred and Thirty Three) fully paid-up equity shares of face value of ₹ 10/- each of the company at a price of ₹ 10.31 /- per Equity Share (at a premium of Re. 0.31 /- per Equity Share) aggregating up to ₹ 5,02,09,009.23 to the proposed Investors for cash consideration, by way of a preferential issue on a private placement basis.

As per Section 62(1)(c) of the Companies Act, 2013, read with Rule 13 & 14 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as may be applicable, a listed issuer is



permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

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

The equity shares issued pursuant to the abovementioned resolution shall be subject to lock-in, in accordance with Regulation 168 of the SEBI ICDR Regulations.

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued there under, are set forth below:

1. Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors of the Company (“Board”) at its meeting held on 19th January 2026, subject to the approval of the Members and such other approvals as may be required, approved raising funds through issuance of up to 48,69,933 (Forty Eight Lakhs Sixty Nine Thousand Nine Hundred and Thirty Three) fully paid-up equity shares of face value of ₹ 10/- each of the company at a price of ₹ 10.31 /- per Equity Share (at a premium of ₹ 0.31 /- per Equity Share) aggregating up to ₹ 5,02,09,009.23/- to the proposed Investors for cash consideration, by way of a preferential issue on a private placement basis.

2. Object(s) of the preferential issue and aggregate amount proposed to be raised:

The proceeds from the issue will be utilised towards redemption of 50,20,900 1% Cumulative Redeemable Preference Shares (CRPS) of Rs.10/- each fully paid-up aggregating to ₹ 5,02,09,000 issued to State Bank of India, lenders of the Company as part of the Restructuring Package sanctioned to the Company and for any other general purposes as may be permissible under the applicable law and as approved by the Board or its duly constituted committee thereof.



3. Maximum number of specified securities to be issued:

The Board at its meeting held on 19th January 2026 had approved raising funds through issuance of up to 48,69,933 (Forty Eight Lakhs Sixty Nine Thousand Nine Hundred and Thirty Three) fully paid-up equity shares of face value of ₹ 10/- each of the company at a price of ₹ 10.31 /- per Equity Share (at a premium of ₹ 0.31 /- per Equity Share) aggregating up to ₹ 5,02,09,009.23/-

4. Relevant Date:

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for the Equity Shares to be issued is Monday, 19th January 2026 i.e., being the date that is 30 days prior to the date of the meeting i.e Wednesday, 18th February 2026.

5. The class or classes of persons to whom the allotment is proposed to be made

The Equity Shares shall be issued and allotted to the investors as detailed herein below.

The Company has obtained the PAN of all the proposed investors:

| S.No | Name of the Investors | Category | No. of Equity Shares to be issued | Consideration in ₹ |
|------|---|---|-----------------------------------|-----------------------|
| 1 | Mr. Venkatesh Rajagopal | Promoter- Chairman & Non-Executive Director | 4,84,966 | 49,99,999.46 |
| 2 | Mr. Vidyuth Rajagopal | Promoter- Executive & Managing Director | 4,84,966 | 49,99,999.46 |
| 3 | Mrs. Rama Rajagopal | Promoter- Executive & Whole Time Director | 4,84,966 | 49,99,999.46 |
| 4 | Mr. Manoj Mohenka | Public – Non-Executive Independent Director | 12,12,415 | 1,24,99,998.65 |
| 5 | M/s Paradisal Precision Private Limited | Public – Body Corporate | 22,02,620 | 2,27,09,012.20 |
| | Total | | 48,69,933 | 5,02,09,009.23 |



6. Intent of the Promoters, Directors and Key Management Personnel of the Company to subscribe to the preferential issue, contribution being made by the Promoters or Directors either as part of the preferential

The Promoters namely Mr. Venkatesh Rajagopal, Mrs. Rama Rajagopal, Mr. Vidyuth Rajagopal and Director Mr. Manoj Mohanka have voluntarily expressed their intention to participate in the proposed preferential issue, with a view to supporting the Company's growth and strengthening its financial position and their contribution will be utilized for the purposes as stated in point no: 2 above. None of the other Promoter / Directors or Key Managerial Personnel intends to subscribe to this preferential issue of Equity Shares.

7. Identity of the natural persons who are the ultimate beneficial owners of the Equity shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential issue

No change in control or management is contemplated consequent to the proposed preferential issue of Equity shares. The percentage of post preferential issue capital that will be held by the Investors shall is given below:

| S.No | Name of the Proposed Allottee | Category Promoter/Public | Name of the Natural Person who are ultimate Beneficial Owner | Pre-Preferential Holding | | Proposed Preferential Issue | Post - Preferential issue holding | |
|------|-------------------------------|--|--|--------------------------|--------------|-----------------------------|-----------------------------------|--------------|
| | | | | No. of Equity Shares | % of Holding | | No. of Equity Shares | % of Holding |
| 1. | Mr. Venkatesh Rajgopal | Promoter-Chairman & Non-Executive Director | Mr. Venkatesh Rajagopal | 1,09,57,617* | 18.36 | 4,84,966 | 1,14,42,583 | 17.73 |
| 2. | Mrs. Rama Rajagopal | Promoter-Executive & Whole Time Director | Mrs. Rama Rajagopal | 89,85,962^ | 15.06 | 4,84,966 | 94,70,928 | 14.67 |



| | | | | | | | | |
|----|--|---|---|-----------|------|-----------|-----------|------|
| 3. | Mr. Vidyuth Rajagopal | Promoter – Executive & Managing Director | Mr. Vidyuth Rajagopal | - | - | 4,84,966 | 4,84,966 | 0.75 |
| 4. | Mr. Manoj Mohanka | Public – Non-Executive-Independent Director | Mr. Manoj Mohanka | - | - | 12,12,415 | 12,12,415 | 1.88 |
| 5. | M/s. Paradisal Precision Private Limited | Public – Body Corporate | 1. Sharique Ansari 2. Rukya Khalid Anasari 3. Tehzeep Khalid Anasari 4. Tarique Ansari | 31,26,339 | 5.24 | 22,02,620 | 53,28,959 | 8.26 |

* 77,53,290 shares are in pledge.

^ 77,53,289 Shares are in pledge.

8. Proposed time frame within which the Preferential Issue shall be completed:

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

9. Shareholding Pattern of the Company before and after the Preferential Issue:

Please refer the “Annexure - I” for the consolidated shareholding pattern given at the end of this Notice.



10. Pricing of the preferential issue:

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). NSE, being the Stock Exchange where the shares are frequently traded with higher trading volumes has been considered for determining the price in terms of the ICDR Regulations (“ICDR Regulations”).

In terms of the ICDR Regulations, the floor price at which the Shares can be issued is ₹ 10.31 per Share, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue and is the highest of the following:

- i. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. ₹. 10.31 /- per Equity Share;
- ii. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. ₹ 8.22 /- per Equity Share; or

The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue.

In accordance with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, a valuation report from an Independent Registered Valuer is mandated only if the preferential issue results in a change in control or if the allotment exceeds 5% of the post-issue fully diluted share capital to a single allottee or to allottees acting in concert. Since neither of these conditions are applicable to the proposed preferential issue, the requirement of obtaining a valuation report under Regulation 166A does not apply to the Company.

However, in line with the principles of better corporate governance and transparency, the Company has voluntarily obtained a valuation report from Mr. Jitendra Jain, Registered valuer, having IBBI Reg. No: IBBI/RV/06/2023/15357 having office at 302 Akash Ganga, 19 Flowers Road, Kilpauk, Chennai – 600010 under the provisions of SEBI (Issue of Capital and Disclosures Requirement) Regulations 2018 for the purposes of fixing of the floor price as per the said SEBI Regulations 164 & 166A of SEBI (Issue of Capital and Disclosures



Requirement) Regulations 2018, the fair value of equity shares is ₹ 10.31 /- per equity share. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's Website: www.celebritygroup.com

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

11. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price

The Company has not made any preferential allotment of Securities during the period from 01st April 2025 till the date of this Notice and further no preferential allotment of Securities is pending for any previous years.

12. Material terms of raising such securities

The equity shares proposed to be issued / allotted shall rank pari passu inter-se and with the existing equity shares of the Company in all respects, including in relation to dividend and voting rights.

13. Practicing Company Secretary Certificate:

A certificate from Mr. Gopinath Manohar (Membership No. ACS:65284 & Certificate of Practice Number: 24473) M/s. BP & Associates, Practicing Company Secretaries, Chennai certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations.

Members seeking to inspect this Certificate can send an e-mail at investorservices@celebritygroup.com and will also be made available on the website of the Company i.e. www.celebritygroup.com in compliance with the explanation to Regulation 163(2) of the ICDR Regulations and to facilitate online inspection by the members of the Company.



14. Lock in Period:

The Equity Shares proposed to be allotted pursuant to the Preferential Issue and, where applicable, the pre-preferential allotment shareholding of the Proposed Allottees shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.

15. Principal terms of assets charged as securities: Not Applicable

16. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

| S.No | Name of the Proposed Allottee | Current Status | Post Status |
|------|---|----------------|--------------|
| 1. | Mr. Venkatesh Rajagopal | Promoter | Promoter |
| 2. | Mrs. Rama Rajagopal | Promoter | Promoter |
| 3. | Mr. Vidyuth Rajagopal | Promoter | Promoter |
| 4 | Mr. Monoj Mohanka | Non Promoter | Non Promoter |
| 5 | M/s Paradisal Precision Private Limited | Non promoter | Non Promoter |

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

18. Other Disclosure/Undertakings:

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



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

The Board of Directors recommends the Special Resolution set out in Item No. 2 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and/or Key Managerial Personnel(s) of the Company and/or their relatives are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, except Mr. Venkatesh Rajagopal, Mrs. Rama Rajagopal, Mr. Vidyuth Rajagopal and Mr. Manoj Mohenka.



Annexure - I

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

| Category of Shareholder (s) | Pre-issue | | Post Issue | |
|---|--------------------|--------------------|--------------------|--------------------|
| | No. of Shares Held | % of share holding | No. of Shares Held | % of Share holding |
| A. Shareholding of Promoter and Promoter Group | | | | |
| Indian Individuals/ Hindu Undivided Family | 1,99,44,325 | 35.42 | 2,13,99,223 | 33.15 |
| Total promoters Holding (A) | 1,99,44,325 | 35.42 | 2,13,99,223 | 33.15 |
| B. Public Holdings | | | | |
| 1. Institution | | | | |
| Mutual Fund | - | - | - | - |
| Financial Institution | - | - | - | - |
| Foreign Portfolio Investors Category I | 83,85,974 | 14.05 | 83,85,974 | 12.99 |
| 2. Non-Institution | | | | |
| Resident Individuals holding nominal share capital up to ₹ 2 lakhs | 1,42,79,365 | 23.93 | 1,42,79,365 | 22.12 |
| Resident Individuals holding nominal share capital in excess of ₹ 2 lakhs | 1,05,02,732 | 17.60 | 1,17,15,147 | 18.15 |
| Non-Resident Indians (NRIs) | 4,46,529 | 0.75 | 4,46,529 | 0.69 |
| Body Corporate | 50,88,521 | 8.53 | 72,91,141 | 11.30 |
| Any others: Clearing Members, HUF, LLP & Others | 10,30,967 | 1.73 | 10,30,967 | 1.60 |
| Sub Total (B) | 3,97,34,088 | 66.58 | 4,31,49,123 | 66.85 |
| Grand Total | 5,96,78,413 | 100.00 | 6,45,48,346 | 100.00 |



Assuming full subscription of Equity Shares.

Note: The pre-issue shareholding pattern has been prepared based on the shareholding pattern of the Company as on 31st December 2025.

The % of post issue capital has arrived after considering the proposed preferential issue of 48,69,933 Equity Shares.

By Order of the Board

For **CELEBRITY FASHIONS LIMITED**

S. VIVEKANANDAN

COMPANY SECRETARY & COMPLIANCE OFFICER

M.NO: A75249

Place: Chennai

Date: 19th January 2026