

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L17121TN1988PLC015655

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACC3696D

(ii) (a) Name of the company

CELEBRITY FASHIONS LIMITED

(b) Registered office address

SDF - IV & C 2,THIRD MAIN ROAD, MEPZ - SEZ,TAMBARAM, NA
CHENNAI
Tamil Nadu
600045
India



(c) *e-mail ID of the company

narayanarao.h@celebritygroup.com

(d) *Telephone number with STD code

04443432120

(e) Website

www.celebritygroup.com

(iii) Date of Incorporation

28/04/1988

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	64,000,000	58,879,793	56,552,074	56,552,074
Total amount of equity shares (in Rupees)	640,000,000	588,797,930	565,520,740	56,552,040

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	64,000,000	58,879,793	56,552,074	56,552,074
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	640,000,000	588,797,930	565,520,740	56,552,040

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	26,000,000	10,041,800	10,041,800	10,041,800
Total amount of preference shares (in rupees)	260,000,000	100,418,000	100,418,000	100,418,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
1% Cumulative Redeemable Preference Shares				
Number of preference shares	26,000,000	10,041,800	10,041,800	10,041,800
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	260,000,000	100,418,000	100,418,000	100,418,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	165	54,053,948	54054113	540,541,130	540,541,130	

Increase during the year	0	2,497,961	2497961	24,979,610	24,979,610	51,033,343.2
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	2,497,961	2497961	24,979,610	24,979,610	51,033,343.2
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
Not Applicable						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Not Applicable						
At the end of the year	165	56,551,909	56552074	565,520,740	565,520,740	
Preference shares						
At the beginning of the year	0	15,062,700	15062700	150,627,000	150,627,000	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Not Applicable						
Decrease during the year	0	5,020,900	5020900	50,209,000	0	0
i. Redemption of shares	0	5,020,900	5020900	50,209,000		

ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Not Applicable						
At the end of the year	0	10,041,800	10041800	100,418,000	150,627,000	

ISIN of the equity shares of the company

INE185H01016

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *



Nil

[Details being provided in a CD/Digital Media]



Yes



No



Not Applicable

Separate sheet attached for details of transfers



Yes



No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

3,426,200,000

(ii) Net worth of the Company

33,970,000,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	19,976,325	35.32	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	19,976,325	35.32	0	0

Total number of shareholders (promoters)

5

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	22,987,000	40.65	0	
	(ii) Non-resident Indian (NRI)	872,284	1.54	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks		0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,888,151	5.11	0	
10.	Others Foreign Institutional Investor	9,828,314	17.38	0	
	Total	36,575,749	64.68	0	0

Total number of shareholders (other than promoters)

20,395

**Total number of shareholders (Promoters+Public/
Other than promoters)**

20,400

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	18,069	20,395
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	1	2	1	15.95	19.38
B. Non-Promoter	0	4	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	2	5	2	4	15.95	19.38

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VENKATESH RAJAGOPAL	00003625	Director	10,957,617	
KRISHNAMURTHY SRI	02916536	Director	0	31/07/2024
MANOJ MOHANKA	00128593	Director	0	
RAMA RAJAGOPAL	00003565	Whole-time director	8,985,962	
VIDYUTH VENKATESH	07578471	Managing Director	32,000	
SANJIV DEWAN	01160371	Additional director	0	
VENKATA RAGHAVAN	ADPPV1679N	CEO	0	
HARIDASSRAO NARAYAN	AFVPN7572C	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RISHI KUMAR	CFFPR3851A	Company Secretary	01/12/2023	CESSATION
SANJIV DEWAN	01160371	Additional director	30/03/2024	APPOINTMENT
RANGANATH NUGGETI	00004044	Director	31/03/2024	RETIREMENT
NIDHI REDDY	00004081	Director	31/03/2024	RETIREMENT
HARIDASSRAO NARAYAN	AFVPN7572C	Company Secretary	30/03/2024	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRA-ORDINARY GENERAL MEETING	29/04/2023	18,084	38	35.55
ANNUAL GENERAL MEETING	18/09/2023	20,015	46	38.66

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/04/2023	7	3	42.86
2	19/05/2023	7	6	85.71
3	14/08/2023	7	6	85.71
4	09/11/2023	7	7	100
5	05/02/2024	7	5	71.43
6	14/02/2024	7	7	100
7	30/03/2024	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	19/05/2023	5	4	80
2	Audit Committee	14/08/2023	5	4	80
3	Audit Committee	09/11/2023	5	5	100
4	Audit Committee	14/02/2024	5	5	100
5	Nomination and Remuneration Committee	14/08/2023	4	3	75
6	Nomination and Remuneration Committee	05/02/2024	4	3	75
7	Nomination and Remuneration Committee	14/02/2024	4	4	100
8	Nomination and Remuneration Committee	30/03/2024	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Stakeholder R	14/02/2024	3	3	100
10	Corporate Soc	14/02/2024	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	VENKATESH	7	7	100	1	1	100	
2	KRISHNAMURTHY	7	6	85.71	8	6	75	
3	MANOJ MOHAN	7	6	85.71	8	8	100	
4	RAMA RAJAGOPAL	7	5	71.43	1	1	100	
5	VIDYUTH VENKAT	7	7	100	6	6	100	
6	SANJIV DEWANI	0	0	0	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	VIDYUTH VENKAT	MANAGING DIR	11,000,000	0	0	0	11,000,000
2	RAMA RAJAGOPAI	WHOLE-TIME D	7,800,000	0	0	0	7,800,000
	Total		18,800,000	0	0	0	18,800,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	VENKATA RAGHA	CFO	4,400,000	0	0	0	4,400,000
2	HARIDASSRAO NA	Company Secre	200,000	0	0	0	200,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		4,600,000	0	0	0	4,600,000

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	N.K. Ranganath	Director	470,000	0	0	0	470,000
2	Nidhi Reddy	Director	295,000	0	0	0	295,000
3	K Sridhar	Director	350,000	0	0	0	350,000
4	Manoj Mohanka	Director	450,000	0	0	0	450,000
	Total		1,565,000	0	0	0	1,565,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

K.J CHANDRA MOULI

Whether associate or fellow

☐

Associate

☒

Fellow

Certificate of practice number

15703

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

09

dated

29/05/2024

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

07578471

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

47309

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments****Remove attachment**

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company