Celebrity Fashions Limited

23rd August 2024

To

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: Notice of 35th Annual General Meeting of the Company and Annual report for the Financial Year 2023-2024.

Ref: Regulations 30 & 34 of the SEBI (LODR) Regulations 2015

In line with requirement to Regulation 30 & 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we submit herewith the Notice convening the 35th Annual General Meeting (AGM) of the Company and the Annual Report for the financial year 2023-2024. The 35th AGM to be held on **Monday, 16th September 2024 at 10.00 A.M. IST** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

The Notice of AGM is also available on the Company's website at www.celebritygroup.com.

The Schedule of the AGM is set out below:

Particulars	Details
Benpose Date for Sending Notice	16th August 2024
Date of 35th AGM notice and Annual report 2023-2024 circulated to shareholders through e-mail.	23rd August 2024
Cut-off Date for E-voting	09th September 2024
Remote E-voting Start Day , Date & Time	Wednesday, 11th September

SDF – IV & C2, 3rd Main Road, MEPZ / SEZ, Tambaram, Chennai – 600 045. INDIA. Tel: + 91 – 44 – 4343 2200, 4343 2300 Fax: +91 – 44- 2262 2897 E- mail: email@celebritygroup.com
CIN: L17121TN1988PLC015655

Celebrity Fashions Limited

	2024 at 09:00 AM (IST).
Remote E-voting End Day, Date & Time	Sunday, 15th September 2024 at 05:00 PM (IST).
Date of AGM & Time	16th September 2024 at 10:00 AM (IST).
AGM e-voting Result Date	Within 2 working days from the date of AGM.

This is for your information and records.

Thanking you,

For **CELEBRITY FASHIONS LIMITED**

VENKATARAGHAVAN
Digitally signed by VENKATARAGHAVAN
Date: 2024.08.23 16:54:29 +05'30'

S. VENKATARAGHAVAN
CHIEF FINANCIAL OFFICER

SDF – IV & C2, 3rd Main Road, MEPZ / SEZ, Tambaram, Chennai – 600 045. INDIA. Tel: + 91 – 44 – 4343 2200, 4343 2300 Fax: +91 – 44- 2262 2897 E- mail: email@celebritygroup.com
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Celebrity Fashions Limited



35th
ANNUAL REPORT 2023-2024

Contents

	Page No
Notice	3
Board's Report	10
Management Discussion and Analysis	17
Report on Corporate Governance	19
Independent Auditor's Report	28
Balance sheet	34
Statement of Profit & Loss	36
Cash Flow Statement	37

BOARD OF DIRECTORS

Mr. Venkatesh Rajagopal	Chairman
Mr. Vidyuth Rajagopal	Managing Director
Mrs. Rama Rajagopal	Whole Time Director
Mr. N.K. Ranganath (Retired on 31st March 2024)	Independent Director
Mrs. Nidhi Reddy (Retired on 31st March 2024	Independent Director
Mr. Manoj Mohanka	Independent Director
Mr. K. Sridhar (Retired on 31st July 2024)	Independent Director
Mr. Sanjiv Dewan (w.e.f. 30th March 2024)	Independent Director
Mr. Jandhyala Suresh (w.e.f. 15th July 2024)	Independent Director

Chief Financial Officer

Mr. S. Venkataraghavan

Company Secretary & Compliance Officer

Mr. H.Narayanarao

Registered Office

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

Banker

State Bank of India, Overseas Branch
Chennai – 600 001

Statutory Auditors

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

Internal Auditors

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

Secretarial Auditors

M/s. BP & Associates
Guna Complex, Teynampet,
Chennai – 600 018.

MANUFACTURING FACILITIES

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

No 14, Alamathi Road, Vellanur,
Chennai - 600062.

Washing Plant

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

No 14, Alamathi Road, Vellanur,
Chennai - 600062.

Registrar and Share Transfer Agent

Link Intime India Private Limited
C - 101, 247 Park, L.B.S Marg,
Vikhroli (West),
Mumbai 400 083
Tel: + 91 22 2596 3838
Fax: + 91 22 2596 2691
Website: www.linkintime.co.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th ANNUAL GENERAL MEETING (AGM) of the members of **CELEBRITY FASHIONS LIMITED** will be held on Monday, 16th September 2024 at 10:00 A.M. IST through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. **Adoption of Audited financial statements of the Company for the financial year ended 31st March 2024, together with the reports of the Board of Directors and Auditors thereon.**

   To consider passing the following the resolution as **Ordinary Resolution**

   "RESOLVED THAT the Audited financial statements of the Company for the financial year ended 31st March 2024 together with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted".

2. **To appoint a Director in place of Mr. Venkatesh Rajagopal, (DIN 00003625), who retires by rotation and being eligible, offers himself for re-appointment**

   To consider passing the following the resolution as **Ordinary Resolution**

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Venkatesh Rajagopal, (DIN 00003625) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. **Regularization of Additional Independent Director, Mr. Jandhyala Suresh (DIN: 10664467) by appointing him as an Independent Director of the Company.**

   To consider passing the following the resolution as **Special Resolution**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Jandhyala Suresh (DIN: 10664467), (Registration Number IDDB-NR-202407-060985) who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from 15th July 2024 under Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, approval of shareholders be and is hereby accorded for appointment as an Independent Director (Non-Executive) of the Company, to hold office for a term of five consecutive years i.e., from 15th July 2024 till 14th July 2029 and not liable to retire by rotation.

   "RESOLVED FURTHER THAT any Director, CFO and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

4. **Re-appointment of Mrs. Rama Rajagopal (DIN: 00003565) as Whole-Time Director of the Company for a period of 3 years from 10th November 2024 to 09th November 2027**

   To consider passing the following the resolution as **Special Resolution**

   RESOLVED THAT pursuant to the provisions of the Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 ("the act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereto, and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to the such approval as may be necessary, the approval of the members of the Company be and is hereby accorded for re-appointment of Mrs. Rama Rajagopal (DIN: 00003565) as a Whole-Time Director for a period of 3 years with effect from 10th November 2024 to 09th November 2027 on terms of the remuneration as given below

S. No	Particulars	Details
1.	Salary	Fixed Amount CTC of ₹ 78 lakhs Per Annum.
2.	Medical Benefits	Suitable Mediclaim Policy for hospitalization for herself and family. Reimbursement of all actual medical expenses for herself and family to the extent not reimbursed under Mediclaim Policy.
3.	Telephone	Telephone, Tele fax and other communications facilities at residence at Company's cost.
4.	Automobile	She shall be entitled to fully maintained Company car with driver for Company's business.
5.	Residential Accommodation	The Company shall provide rent free furnished accommodation.
6.	Reimbursement of Expenses	She shall be entitled to the reimbursement of all actual expenses or charges, including travel, entertainment and other out of pocket expenses incurred by her for and on behalf of the Company, in furtherance of its business and object.
7.	Sitting Fees	She will not be entitled for any sitting fees for attending the meeting of the Board or any of the Committee thereof.

RESOLVED FURTHER THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014(including any statutory modification(s) or re-enactment(s)thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office by Mrs. Rama Rajagopal, bearing DIN: 00003565 ,as Whole-time Director of the Company upon attaining the age of 70 (Seventy) years on 06th August 2025, on the existing terms and conditions as duly approved in the 35th Annual General Meeting through special resolution which shall continue to remain in full force and effect post attainment of age of 70 (Seventy years) within the tenure of 3 (Three) years of her re-appointment i.e. Effective from 10th November 2024 to 09th November 2027.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company may revise the remuneration payable to the Whole-Time Director, in any financial year during the tenure of office, in such manner as may be agreed to between the Board of Directors and the Whole-Time Director, subject to the condition that the total remuneration by way of salary, perquisites, other allowances and other benefits, shall be within the aforesaid limits as determined under the provisions of the Companies Act 2013 read with provisions of Income Act 1961.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for terms of remuneration payable to Mrs. Rama Rajagopal , as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to her as set out herein above from 10th November 2024 to 09th November 2027 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement, with liberty to the Directors / Nomination and Remuneration Committee and Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and to Mrs. Rama Rajagopal, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 in case of in adequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

RESOLVED FURTHER THAT any Director, or CFO and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

5. Re-appointment of Mr. Manoj Mohanka (DIN: 00128593) as an Independent Director for a Second term of five (5) consecutive years

To consider passing the following the resolution as **Special Resolution**

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with the Rules framed thereunder, Schedule IV to the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Manoj Mohanka (DIN: 00128593) who qualifies for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 years, effective from 11th November 2024 to 10th November 2029 and shall not being liable to retire by rotation.

"RESOLVED FURTHER THAT any Director, or CFO and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment".

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

Place: Chennai
Date: 02nd August, 2024

H.Narayanarao
Company Secretary & Compliance Officer
Membership. No.: A47309

Registered Office:
SDF – IV & C2, 3rd Main Road,
MEPZ-SEZ, Tambaram,
Chennai - 600 045.
Phone: +91-44-4343 2120
E-mail: investorservices@celebritygroup.com
CIN: L17121TN1988PLC015655
Website: www.celebritygroup.com

NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI read with the circulars issued earlier on the subject(collectively referred to as ("Circulars") has permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circulars, the 35th AGM of the Company is being held through VC/OAVM means. The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at SDF – IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai - 600 045.

2. In compliance with Sections 101 and 136 of the Companies Act, 2013 read with circulars, Notice of the 35th AGM along with the Annual Report for the FY 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2023-24 and Notice of the 35th AGM of the Company, may send request to the Company via email at investorservices@celebritygroup.com mentioning DP ID and Client ID. The Members may also note that the Notice along with the Annual Report for the Financial Year 2023-24 has been uploaded on the website of the Company at www.celebritygroup.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the Remote e-voting facility) i.e. https://www.evotingindia.com.

3. As the Members can attend and participate in the AGM through VC/OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for this AGM, and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

4. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice.

5. The Board of Directors have appointed Mr. K.J Chandra Mouli, (COP No:15708) Partner of M/s. BP & Associates, Practicing Company Secretaries, Chennai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

6. The Company has availed the services of CDSL for facilitating voting through electronic means.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Institutional investors, who are Members of the Company, may attend the 35th AGM of the Company through VC/ OAVM mode and vote electronically. Corporate members are required to send a scanned copy (in PDF/JPG Format) of the Board Resolution/ Power of Attorney authorising its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to chandramouli@bpcorpadvisors.com.

9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

10. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The Members, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.

11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their demat accounts.

12. As per the provisions of Section 72 of the Act and SEBI Circular SEBI/HO/MIRSD/RTAMB/CIR/P/2021/601 dated July 23, 2021 as amended thereto the members holding shares in dematerialized form are requested to submit the Nomination details to their Depository Participants.

13. Members are requested to intimate to their Depository Participants the changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., for equity shares held in dematerialized form.

14. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above and to eliminate the risks associated with physical shares, Members are advised to maintain their shares in demat mode.

15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

16. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, August 16, 2024 have been considered for the purpose of sending the AGM Notice and the Annual Report.

17. Pursuant to section 91 of the Companies Act 2013, the register of Members and the Share Transfer Register of the Company will re-main closed from Tuesday, 10th September 2024 to Monday 16th September 2024 (both days inclusive).

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:

1. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations and applicable MCA circulars, the Members are provided with the facility to cast their vote electronically (through remote e-Voting as well as the e-Voting on the date of the AGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.

2. The remote e-Voting period begins on Wednesday, 11th September 2024 (9.00 A.M. IST) and will end on Sunday, 15th September 2024 at (5.00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 09th September 2024 may cast their vote electronically.

3. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as on the Cut-off date should treat Notice of this Meeting for information purposes only.

The procedure for members for voting electronically are as follows:

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

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

Note:

(i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

(iii) 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 and joining virtual meetings **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 Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e- Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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**	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 or joining virtual meeting & voting during the meeting. 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.jsp 3) 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 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 or joining virtual meeting & voting during the meeting

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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

(iv) Login method for e-Voting and joining virtual meetings 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	• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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)	• 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. • 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.

(v) After entering these details appropriately, click on **"SUBMIT"** tab.

(vi) 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.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN of **"Celebrity Fashions Limited"** to vote.

(ix) 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.

(x) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

(xi) 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.

(xii) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) 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.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **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 investorservices@celebritygroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at www.celebritygroup.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 attending AGM & e-Voting from the CDSL e-Voting System, you may refer the Frequently Asked Questions and e-voting manual available at www.evotingindia.com under help section or contact 022-23058738, 022-23058542/43 or at toll free no. 1800 22 55 33 or write an email to helpdesk.evoting@cdslindia.com.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 by calling on 022-23058542/43 or sending an email to helpdesk.evoting@cdslindia.com..

Voting Results

a) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote E-voting and E-voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

b) The results will be announced within the time stipulated under the applicable laws. Once declared, the results along with the consolidated Scrutinizer's report shall be placed on the Company's website www.celebritygroup.com and on the website of CDSL www.evotingindia.com. The Company shall also send the results to BSE Limited and the National Stock Exchange of India Limited, Depositories and the Registrar and Share Transfer Agent.

c) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on **Monday, 16th September 2024**, subject to receipt of the requisite number of votes in favour of the Resolutions.

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item No. 3

Regularization of Additional Independent Director, Mr. Jandhyala Suresh (DIN: 10664467) by appointing him as an independent director of the company

The Board of Directors (the Board), by passing the Circular Resolution dated 15th July 2024 and on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Jandhyala Suresh (DIN: 10664467), (Registration Number IDDB-NR-202407-060985) as an Independent Director on the Board for a term of 5 (five) consecutive years from 15th July 2024 to 14th July 2029.

He has enrolled himself in the database for Independent Director as required under Section 150 of the Companies Act 2013.

Further, Mr. Jandhyala Suresh (DIN: 10664467), has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company and he has given his consent to act as a Director of the Company.

Mr. Jandhyala Suresh does not hold any shares in the Company (including shareholding as a beneficial owner)

Except Mr. Jandhyala Suresh, none of the Directors or any Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in item no 3 of this notice. He is not related to any Director of the Company.

The Board, therefore, recommends the Resolution as set out in Item no. 3 of this Notice for approval of the shareholders as a special resolution.

Item No: 4

Re-appointment of Mrs. Rama Rajagopal (DIN: 00003565) as an Whole-Time Director of the Company for a period of 3 years from 10th November 2024 to 09th November 2027

The Company had re-appointed Mrs. Rama Rajagopal as Whole-Time Director of the Company for a period of three years from 10th November 2021 to 09th November 2024.

Her current term of Re-appointment as Whole-Time Director of the Company expires on 09th November 2024. Considering her vast experience of Mrs. Rama Rajagopal in the field of administration and general management Board of Directors is of the opinion that the services of Mrs. Rama Rajagopal should be available to the Company for a further period of 3 (Three) years with effect from 10th November 2024. Further, she will attain the age of 70 years on 08th August 2025, hence the company seeks consent of the members by way of special resolution for continuation of her holding of existing office Whole-Time Director after the age of 70 years during the currency of her term of re-appointment under the provisions of Section 196(3) (a) of the Companies Act, 2013 and the resolution for same is also included in the item No 4 of 35th Annual General Meeting.

In terms of the provisions of the act and the Articles of Association of the Company, the Nomination and Remuneration Committee and the Board of Directors at their meeting held on 02nd August 2024 had recommended to the shareholders for the re-appointment of Mrs. Rama Rajagopal as a Whole-time Director for term of three (3) years with effect from 10th November 2024 to 09th November 2027.

In view of the Company's level of profitability, the remuneration payable to Mrs. Rama Rajagopal will be in the scenario of the inadequate of profits within the limits prescribed under schedule V of the Act.

In the event of inadequacy of profits, the maximum remuneration payable as per the present provisions of Schedule V (Part II Section II Para A Sl. No. (ii)) of the Act will be Rs. 60 lakhs per annum, considering that the Company's effective capital is below

Rs. 5 crores. Remuneration in excess of this limit can be paid if the resolution passed by the shareholders is a special resolution.

Further, where there is inadequacy of profits during any financial year during the tenure of a managerial personnel, the remuneration under Schedule V of the Act can be fixed only for a maximum of three years, namely from 10th November 2024 to 09th November 2027.

The valuation of the remuneration including salary, variable bonus, allowance and perquisites which forms part of the resolution is determined as per the provisions of the Companies Act 2013 read with provisions of Income Act 1961 which is treated as an abstract of the terms of re-appointment & memorandum of concern or interest, pursuant to Section 190 of the Companies Act 2013.

The statement containing the information specified under sub-clause (iv) of the third proviso to Para A Section II Part II of Schedule V of the Act is provided hereunder in respect of the payment of remuneration to Mrs. Rama Rajagopal, Whole-Time Director forms part of the notice.

STATEMENT OF PARTICULARS (Pursuant to Schedule-V of the Companies Act, 2013) is given below:

I. General Information

1. Nature of the Industry	Manufacture & Export of all type of textile garments and clothing's accessories		
2. Date of Commencement of commercial production	The Company is in operation since 1988		
3. In Case of new companies, expected date of commencement of activities as per projects approved by financial institution appearing in the prospects	Not Applicable		
4. Financial Performance of the Company	Rs. In Crores		
Financial Parameters	**FY 2023-2024**	**FY 2022-2023**	**FY 2021-2022**
Total Income	342.85	364.34	327.97
Profit / Loss Before Tax	1.80	6.15	8.78
Profit/ Loss After Tax	1.84	6.15	8.78
5. Foreign Investment or collaborations.	Nil		

II. Information about appointee:

1. Background Details	Mrs. Rama Rajagopal is serving as the Director of the Company effective 1994. She has had significant experience across all areas of the organization. She holds a Master's degree in Economics.
2. Past Remuneration (In lakhs)	₹ 78.00/- P.A
3. Recognition or awards	Not Applicable
4. Job Profile and his suitability	Job requires strong knowledge and experience in garments industry. Mrs. Rama Rajagopal is eminently suitable given her background.
5. Remuneration Proposed	As set out in the item No. 4 of the notice of the 35th Annual general meeting Notice
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration (duly recommended by the Nomination & Remuneration committee and approved by the Board) is in the line with the industry standards.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mrs. Rama Rajagopal is the spouse of Mr. Venkatesh Rajagopal, Promoter & Chairman and Mother of Mr. Vidyuth Rajagopal, Managing Director.

III. Other Information:

1. Reasons of Loss or inadequate profit	Industry trend and increase in operating standards
2. Steps taken or proposed to be taken for improvement	The Company is on a growth path and is expected to make higher profits in future.
3. Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

Your directors recommend the Special Resolution as set out in Item No.4 of the accompanying Notice for the approval for the members in the best interest of the Company.

Mrs. Rama Rajagopal is deemed to be concerned / interested in this resolution, since it relates to her re-appointment as Whole Time Director. Mr. Venkatesh Rajagopal, Chairman and Mr. Vidyuth Rajagopal, Managing Director are deemed to be interested, being her relative.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in item no.4 of this Notice. The board, therefore, recommends the special resolution, as set out in item no.4, for approval by the shareholders of the Company.

Item No: 5

Re-appointment of Mr. Manoj Mohanka (DIN: 00128593) as an Independent Director for a Second term of five (5) consecutive years

Mr. Manoj Mohanka (DIN:00128593) was appointed as an Independent Director of the Company for a term of 5 years effective from 11th November 2019. His term would accordingly expire on 10th November 2024, close of the business hours.

The Company has received consent from Mr. Manoj Mohanka for being re-appointed as an Independent Director for a second term of 5 years. Pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors on 02nd August 2024, Mr. Manoj Mohanka can be re-appointed as Independent Director for second term of 5 consecutive years effective from 11th November 2024 to 10th November 2029 subject to the approval of shareholders by Special Resolution.

Mr. Manoj Mohanka aged about 61 years, has a master degree with a major in Strategic Marketing from the Michael Smurfit Grad School of Business and has been a Gurukul Chevening Fellow at the London School of Economics.

Mr. Manoj Mohanka has a major experience in Strategic Business Marketing, Management, Business Strategy and Corporate Planning.

The Company has received a declaration from Mr. Manoj Mohanka confirming that he meets the criteria of independence as provided under section 149 (6) of the Companies Act 2013 ("Act") and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Further, Mr. Manoj Mohanka is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In terms of Section 149 read with Section 152 of the Act, Mr. Manoj Mohanka shall hold office for a term up to 5 (five) years on the Board and is not liable to retire by rotation.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Manoj Mohanka (being the appointee) are concerned or interested, financially or otherwise, are interested in or concerned financially or otherwise in the resolution. None of the Directors or Key Managerial Personnel are related to each other.

The Board of Directors are of the opinion that Mr. Manoj Mohanka skills, competence and diverse experience would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director.

The board, therefore, recommends the special resolution, as set out in item no.5, for approval by the shareholders of the Company.

PARTICULARS AND ADDITIONAL INFORMATION OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATION AND IN TERMS OF SECRETARIAL STANDARDS ON THE GENERAL MEETINGS (SS-2):

Particulars	**Details**			
Name of Director	Mr. Venkatesh Rajagopal	Mr. Jandhyala Suresh	Mrs. Rama Rajagopal	Mr. Manoj Mohanka
Nationality	Indian	Indian	Indian	Indian
Category and Designation	Director	Independent Director	Whole-Time Director	Independent Director
DIN	00003625	10664467	00003565	00128593
Age	68	69	69	60
Educational Qualification	B.A Honor's in Economy.	Bachelor of Business Administration from Madras University and Master form Nagarjuna University	Postgraduate in Economics from University of Bangalore	He holds a Master Degree in Strategic Marketing from National University of Ireland, Chevening Scholar from London School of Economics
Experience, Skill & Expertise	General Management & Administration	Knowledge of Corporate Law and Accountancy.	General Management & Administration	Strategic Business Marketing, Management, Business Strategy and Corporate Planning.
Directorships held in other companies and excluding foreign companies as of the date of this Notice.	Indian Terrain Fashions Limited	Nil	Indian Terrain Fashions Limited	• XPRO India Limited • India Carbon Limited • Artevea Digital India Private Limited • Octopus Productions Private Limited • The Bengal Club Limited • Ludlow Jute & Specialities Limited
Memberships/ Chairmanships of Committees across companies	Nil	Nil	Indian Terrain Fashions Limited Chairperson – CSR Committee	Indian Carbon Limited Member – Audit Committee Ludlow Jute & Specialities Limited Chairperson – Audit Committee
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Husband of Mrs. Rama Rajagopal (Whole Time Director) and Father of Mr. Vidyuth Rajagopal (Managing Director)	Nil	Spouse of Mr. Venkatesh Rajagopal (Chairman) and Mother of Mr. Vidyuth Rajagopal (Managing Director)	Nil
Shareholding (%) in the Company, including shareholding as a beneficial owner.	1,09,57,617 19.38 % as on 30th June 2024	NA	89,85,962 (15.89%) as on 30th June 2024	NA
Remuneration last drawn (FY 23-24)	Nil	Nil	₹ 78.00/- Lakhs P.A	Remuneration Paid - Nil
Terms and Conditions of appointment	Pursuant to appointment as Director, his office of Directorship is liable to retire by rotation.	Appointment as Independent Director with effect form 15th July 2024 till 14th July 2029 [Refer Item No. 3 of the Notice and Explanatory Statement]	Re-appointment as Whole-Time Director with effect from 10th November 2024 to 09th November 2027 [Refer Item No. 4 of the Notice and Explanatory Statement]	Re-appointment as Independent Director with effect from 11th November 2024 to 10th November 2029 [Refer Item No. 5 of the Notice and Explanatory Statement]
Number of Board Meeting attended for the year 2023-2024.	7 (Seven) meetings attended during the financial year 2023-2024 out of 7 (Seven) meetings held / conducted	Nil	Out of 7 meeting held 5 meeting attended	6 (Six) meetings attended during the financial year 2023-2024 out of 7 (Seven) meetings held / conducted
Name of the listed entities from which the director has resigned in the past three years	Nil	Nil	Nil	• Indian Terrain Fashions Limited • Titagarh Rail Systems Limited • Ambrelo Ventures Private Limited

BOARD'S REPORT

Dear Members,

The Directors are pleased to present the 35th Annual Report along with the Audited Financial Statements for the financial year ended 31st March 2024.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE

The Company's performance during the year as compared with previous year is summarized below:

(₹. In Crores, except for EPS)

Particulars	FY 2023-2024	FY 2022-2023
Revenue from operations	342.62	364.21
Other Income	0.23	0.13
Total Income	**342.85**	**364.34**
Cost of Materials	172.61	227.14
Change in Inventories	34.20	(23.96)
Employee benefit Expenses	75.62	80.57
Finance Cost	9.66	7.22
Depreciation and Amoritization	8.12	8.23
Other Expenses	40.84	58.99
Total Expenses	**341.05**	**358.19**
Profit before Tax & Exceptional Items	**1.80**	**6.15**
Exceptional Items	(0.04)	0.00
Profit before Tax	**1.84**	**6.15**
Tax Expenses	**-**	**-**
Profit after Tax	**1.84**	**6.15**
Earnings Per Share in	-	-
Basic	0.39	1.30
Diluted	0.40	1.30

2. PERFORMANCE REVIEW

The turnover of the Company for the year ended 31st March 2024 was ₹ 342.62 crores as compared to ₹ 364.21 in the previous year. The profit after tax is ₹ 1.84 crores as against a profit of ₹ 6.15 crores during the previous year.

3. COST OF MATERIAL AND CHANGES IN INVENTORIES

The cost of materials adjusted for changes in Inventories of finished goods and work in progress is 60.36% to revenue as against 55.79% in the previous year.

4. EMPLOYEE COSTS

The manpower cost for the year is 22.07 % to revenues as against 22.12 % in the previous year.

5. DEPRECIATION

Depreciation during the year stood at ₹ 8.12 crores as against ₹ 8.23 crores in the previous year.

6. FINANCE COSTS

Finance Cost for the year stood at ₹ 9.66 crores as against ₹ 7.22 crores in the previous year.

7. SHARE CAPITAL

EQUITY SHARE CAPITAL

During the year under review, there were no changes in the Authorized Equity Share Capital of the Company. The Authorized equity share capital stood at ₹ 64.00/- crores comprising of 6,40,00,000 Equity Shares of ₹ 10/- each.

During the year under review, the Board of Directors by way for circular resolution have allotted 24,97,961 equity shares by way of preferential issue on private placement basis to Arial Holdings 1 , Foreign Portfolio Investor.

Consequent to the allotment the paid up equity capital of the Company has increased from ₹ 5,40,54,113 to ₹ 5,65,52,074.

The preferential issue was approved by the Shareholders by way of postal ballot on 10th March 2024.

There are no deviation(s) or variation(s) in the use of proceeds of the preferential issue from the specified objects of the issue.

PREFERENCE SHARE CAPITAL

During the year under review, the paid-up preference share capital stood at ₹ 10,04,18,000 divided into 1,00,41,800 1% Cumulative Redeemable Preference Shares of ₹ 10/- each.

During the year under review, the Company had redeemed 50,20,900 1% Cumulative Redeemable Preference Shares on 22nd March 2024 out of fresh issue of equity shares.

8. DIVIDEND

Due to the losses incurred by the Company in the earlier years, the Board of Directors has not recommended any dividend for the financial year ended 31st March 2024.

The Company is liable to pay arrears of dividends to 1% of Cumulative Redeemable Preference Shareholders from inception.

9. TRANSFER TO RESERVES

The Company has not transferred any amount to general reserve for the financial year ended 31st March 2024.

10. FINANCE AND ACCOUNTS

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

Due to the losses incurred by the Company in the earlier years, there is no provision for Income Tax. The Company has recognized Deferred Tax Asset in unabsorbed depreciation and accumulated losses to the extent of corresponding deferred tax liability on the difference between the book balances and written down value of fixed assets under Income Tax.

11. DEPOSITS

During FY 2023-24, the Company did not accept any deposit within the meaning of Sections 73 and 74 of the Act read together with the Companies (Acceptance of Deposits) Rules, 2014 and accordingly no amount on account of principal or interest on public deposits was outstanding as on 31st March 2024.

12. CASH FLOW STATEMENT

In conformity with the provisions of Section 134 of Companies Act, 2013 and Regulation 34 2(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Cash flow statement for the year ended 31st March 2024 forms part of this Annual Report.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in ordinary course of business and on an arm's length basis and were placed and approved by the Audit Committee. During the financial year 2023-24, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the provisions of the Act. Hence, the disclosure of related party transactions in Form AOC-2 is not applicable.

The Company has framed a policy on Related Party Transactions and the same has been displayed on the Company's website www.celebritygroup.com.

During the financial year 2023-24, there were no materially significant transactions with the related parties, which were in conflict with the interests of the Company and that require an approval of the Members in terms of the SEBI Listing Regulations.

14. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company does not have any subsidiary or associate or joint venture company.

15. CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

The Corporate Governance Report and Management Discussion & Analysis which forms part of this report are set out separately along with the Certificate from the Secretarial Auditors of the Company regarding compliance of conditions of Corporate Governance and Certificate from a Company Secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being

appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority as stipulated in Schedule V read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

16. COMPLIANCE WITH CODE OF CONDUCT

The Company has framed a Code of Conduct for all the members of the Board and Senior Management personnel of the Company. The Code of Conduct is available on the Company's website: www.celebritygroup.com.

All members of the Board and senior management personnel have affirmed compliance to the Code as on March 31, 2024.

As stipulated under Regulation 34 (3) and Schedule V (D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a declaration Signed by Mr. Vidyuth Rajagopal, Managing Director to this effect is annexed to the report on Corporate governance, which forms part of this annual report.

17. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with the requirements of Section 135 and Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Board of Directors have adopted a policy on CSR as recommended by the CSR committee duly constituted and the said policy is available on the Company's website www.celebritygroup.com. The composition and terms of reference of the CSR Committee is detailed in the Corporate Governance report forming part of this annual report.

Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, is given in Annexure 3, which forms part of this Report.

18. ESTABLISHMENT OF VIGIL MECHANISM

Pursuant to Section 177 (9) of Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has a vigil mechanism established, to enable all employees and the directors to report in good faith about any violation of the Policy. The Audit Committee of the Board oversees the functioning of Whistle Blower Policy. The Whistle Blower Policy covering all employees and directors is hosted in the Company's Website www.celebritygroup.com.

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board of Directors:

a. Appointment of Independent Director

On recommendation of the Nomination and Remuneration Committee, the Board had considered and approved the appointment of Mr. Sanjiv Dewan (DIN: 01160371), as Additional Independent Director of the Company with effect from 30th March 2024 for a term of five consecutive years and same was regularized by the Shareholders on 22nd June 2024 through postal ballot.

Mr. Sanjiv Dewan (DIN: 01160371) will continue to hold the Directorship under the Independent category after reaching the age of 75 years hence the shareholder's approval had obtained by passing the special resolution.

b. Retirement of Independent Directors on Completion of Second Term

Mr. Ranganath Nuggehalli Krishna (DIN: 00004044) and Ms. Nidhi Reddy (DIN: 00004081), had ceased to be Independent Directors of the Company since the second term of office as an Independent Directors of the Company had been completed on 31st March 2024.

c. Resignations

No resignations during the financial year 2023-24.

d. Retirement by Rotation

Mr. Venkatesh Rajagopal, (DIN 00003625) Non-Executive Director, retires by rotation and being eligible, offers himself for re-appointment. Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the re-appointment of Mr. Venkatesh Rajagopal as director, liable to retire by rotation.

The Board recommends the aforementioned re-appointment for approval of the members at the ensuing AGM. Brief resume, expertise in specific functional areas, names of listed companies in which the above-named director hold directorships, committee memberships/ chairmanships, disclosure of relationships between directors inter-se, shareholding etc., are furnished in notice of the ensuing AGM.

e. Key Managerial Personnel:

a) Mr. A. Rishi Kumar (Membership No:F12702) resigned from the position of Company Secretary and Compliance officer with effect from 01st December 2023 after the closure of the business hours due to personnel reasons.

b) Mr. D. Hem Senthil Raj (Membership No: F 8366) appointed as a Compliance officer of the Company with effect from 05th February 2024 and resigned with effect from 03rd May 2024 after the closure of the business hours due to personnel reasons.

c) Mr. H. Narayanarao (Membership No:A47309) appointed as a Company Secretary of the Company with effect from 30th March 2024 and was appointed as a Compliance officer with effect from 29th May 2024.

The following are the Key Managerial Personnel of the Company:

1. Mr. Vidyuth Rajagopal	-	Managing Director
2. Mrs. Rama Rajagopal	-	Whole Time Director
3. Mr. S. Venkataraghavan	-	Chief Financial Officer
4. Mr. H.Narayanarao	-	Company Secretary

20. EMPLOYEE STOCK OPTION PLAN (ESOP)

During the financial year ended 31st March 2024 there were no pending options to be vested or exercised.

21. DECLARATION OF INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management. The Board of Directors is of the opinion that the Independent Directors of your Company possess requisite qualifications, experience, expertise (including proficiency) and they hold the highest standards of integrity that enables them to discharge their duties as the Independent Directors of your Company. Further, in compliance with Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs.

22. ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the annual return is placed on the website of the Company at www.celebritygroup.com.

23. NUMBER OF MEETINGS OF THE BOARD

The Board of Directors met 7 (Seven) times during the financial year 2023-24 i.e., 07th April 2024, 19th May 2023, 14th August 2023, 09th November 2023, 05th February 2024, 14th February 2024 and 30th March 2024. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of all Board/ Committee meetings held are given in the Corporate Governance Report.

24. AUDIT COMMITTEE

Pursuant to Section 177 (8) of Companies Act 2013, the particulars relating to the Composition, terms of reference and other details about the Audit Committee has been detailed in the Corporate Governance Report which forms part of this Annual Report.

During the year all the recommendations of the Audit Committee were accepted by the Board.

25. REMUNERATION POLICY

The Remuneration policy of the company has been structured to match the market trends of the industry, qualifications and experience of the employee and responsibilities handled by them.

The Policy inter alia provides for the following:

a) attract, recruit, and retain good and exceptional talent.

b) list down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company.

c) ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements, and promotes excellence in their performance.

d) motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders.

e) ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective, and gender in the Board; and

f) fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long term value creation for its stakeholders.

Particulars pertaining constitution of the Nomination and remuneration Committee and its terms of reference has been detailed in the Corporate Governance Report which forms part of this Annual Report.

26. MANAGERIAL REMUNERATION RECEIVED FROM COMPANY, HOLDING OR SUBSIDIARY COMPANY

During the year, the Company has no holding or subsidiary company.

Name	Designation	Remuneration received from the Company for the FY 23-24 (Rs. In crs)
Mr. Vidyuth Rajagopal	Managing Director	1.10/-
Mrs. Rama Rajagopal	Whole-Time Director	0.78/-

27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the Company has not made any investment. Further, the Company has not given any loans or corporate guarantee or provided any security during the year.

28. MATERIAL CHANGES & COMMITMENTS

No material changes and commitments have occurred after the closure of the Financial Year 2023-24 till the date of this Report, which would affect the financial position of the Company.

29. BOARD EVALUATION

The Board has carried out an annual evaluation of its own performance, the directors and also Committees of the Board based on the guidelines formulated by the Nomination & Remuneration Committee under Self-evaluation method. Board composition, quality and timely flow of information, frequency of meetings, and level of participation in discussions were some of the parameters considered during the evaluation process. The Board, upon evaluation, considered that the Board is well balanced and diverse and is commensurate with the business profile and size of the Company. The Board reviewed and noted with satisfaction of its own performance and that of its committees and individual Directors.

30. DISCLOSURE AS PER THE COMPANIES (ACCOUNTS) RULES, 2014

Change in nature of business, if any: Nil

The name of Companies which have become or ceased to be its subsidiaries, Joint Ventures, or Associate companies during the financial year: Not Applicable

31. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

The Company was not in receipt of any orders from the regulator / courts / tribunals impacting the going concern status of future operations of the Company.

The Company was in receipt of the notice / order from statutory authorities during the year for claim not acknowledged as debts by the company. The details of the same have been provided in Note 44 of the financial statements.

32. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale, and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and there by strengthen the controls. A report of Auditors pursuant to Section 143(3) (i) of the Companies Act, 2013 certifying the adequacy of Internal Financial Controls is annexed with the Auditors report.

Adequate systems and processes, commensurate with the size of the Company and of its business are put in place to ensure compliance with the provisions of all applicable laws and such systems and processes are operating effectively.

Audit Committee and Board of Directors of the Company were appraised on the performance of the IFC.

33. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

Pursuant to section 134 (3) (n) of the Companies Act, 2013 the company has framed Risk Management Policy which lays down the framework to define, assess, monitor, and mitigate the business, operational, financial, and other risks associated with the business of the Company. The Company has been addressing various risks impacting the Company in Management Discussion and Analysis Report which forms part of this Annual Report.

During the year under review, the company has not identified any element of risk which may threaten the existence of the company.

34. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTOR

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility of the Directors, the working of the Company, nature of the Industry in which the Company operates, business model, etc.. The details of such familiarization programmes for the Independent Directors are disclosed on the website of the Company www.celebritygroup.com.

35. AUDITORS

Statutory Auditors

The Company at its 33rd AGM held on 09th September 2022 reappointed M/s SRSV & Associates, Chartered Accountants, Chennai, having Firm Registration No. 015041S allotted by the Institute of Chartered Accountants of India, as Statutory Auditors of the Company to hold office, for the second term of five consecutive years from the conclusion of 33rd AGM till the conclusion of 38th AGM, at such remuneration in addition to applicable taxes, out of pocket expenses, travelling and other expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Statutory Auditors will continue to hold office for the second year in the second term of five consecutive years, from the conclusion of this AGM. The Company has obtained necessary certificate under Section 141 of the Act, 2013 conveying their eligibility for being the Statutory Auditors of the Company for the year 2024 - 25.

The Statutory Auditors' Report for the financial year 2023-24 does not contain any qualification, reservation or adverse remark and the same is attached with the annual financial statements.

Secretarial Auditors

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company at its meeting held on 19th May 2023 had appointed M/s. BP & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company to undertake the Secretarial Audit for the financial year 2023-24.

The Secretarial Audit Report issued by M/s. BP & Associates, Secretarial Auditors for the Financial Year ended 31st March 2024 is annexed with the report as **Annexure 2**. The Secretarial Audit Report does not contain any qualification, reservation, or adverse remark and its self explanatory.

Internal Auditors

Pursuant to Section 138 of the Companies Act 2013 read with rule 13 of The Companies (Accounts) Rules, 2014 and all other applicable provisions (including any amendment thereto) if any of the Companies Act, 2013 and as recommended by the audit committee M/s. RVKS & Associates, Chartered Accountants, Chennai were appointed as the Internal Auditors of the company for the Financial Year 2023-24.

The audit conducted by the Internal Auditors is based on an internal audit plan, which is reviewed each quarter in consultation with the Audit Committee. These audits are based on risk-based methodology and inter alia involve the review of internal controls and governance processes, adherence to management policies and review of statutory compliances. The Internal Auditors share their findings on an ongoing basis during the financial year for corrective action. The Audit Committee oversees the work of Internal Auditors.

Cost records and cost audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activity carried out by the Company.

36. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, details of which needs to be mentioned in this Report.

37. LISTING

The Equity Shares of your Company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The applicable annual listing fees have been paid to the Stock Exchanges before the due dates. The Equity Shares of your Company were not suspended from trading on BSE and NSE at any point of time during the Financial Year 2023-24.

38. DISCLOSURE UNDER SECTION 67 (3) (C) OF THE COMPANIES ACT, 2013

No disclosure is required under section 67 (3) (c) of the Companies Act, 2013 read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014, in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said section are not applicable.

39. PARTICULARS OF EMPLOYEES

Disclosures relating to remuneration and other details as required in terms of the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure 1**, which forms part of this Report.

Further, the information pertaining to Rule 5(2) and 5(3) of the aforesaid Rules, pertaining to the names and other particulars of employees is available for inspection at the Registered office of the Company during business hours and the Annual Report is being sent to the members excluding this. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary and Compliance Officer at the Registered Office address or by email to investorservices@celebritygroup.com.

40. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the financial year 2023-24, no unpaid or unclaimed dividend was required to be transferred to IEPF.

41. INTERNAL COMPLAINTS COMMITTEE

The Company has in place a Policy on Prevention, Prohibition and Redressal of Sexual Harassment and Non-discrimination at workplace in line with the requirements of Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

An Internal Complaints Committee (ICC) was set up to redress the complaints received from women regarding sexual harassment and discrimination at workplace. The Constitution of the ICC is as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the committee includes external members from NGOs.

During the year ended 31st March 2024, the ICC did not receive any complaint pertaining to sexual harassment/discrimination at the work location.

42. DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Directors, to the best of their knowledge and ability, confirm that:-

a) In the preparation of the Annual accounts for the financial year ended 31st March 2024, the applicable accounting standards have been followed and there are no material departures.

b) They had in consultation with Statutory Auditors, selected accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and of the profit of the Company for the year ended on that date;.

c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

d) They have prepared the annual accounts on a going concern basis.

e) They have laid down adequate internal financial controls, which are adequate and are operating effectively.

f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

43. CREDIT RATING

The ratings for the Company's borrowing are available in the Corporate Governance Report

44. CONSERVATION OF ENERGY / TECHNOLOGY ABSORPTION / FOREIGN EXCHANGE

A. Conservation of Energy:

The operations of the Company are not energy - intensive. However, wherever possible, the Company strives to curtail the consumption of energy on a continuing basis.

B. Technology absorption: Not applicable.

C. Foreign Exchange Earning and Outgo :

a. Total Foreign exchange earned (FOB Value) : ₹323.63 Crs

b. Total Foreign exchange outgo : ₹ 67.35 Crs

45. HUMAN RESOURCES AND EMPLOYEE RELATIONS

The Board of Directors commends the continued dedication of all its employees. Details of Human Resources and Employee Relations and matters incidental there to are provided in the Management Discussion and Analysis Report.

46. SECRETARIAL STANDARDS

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, have been duly complied by the Company.

47. OTHER DISCLOSURES

There are no proceedings initiated/ pending against your Company under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution.

ACKNOWLEDGEMENT

We wish to place on record our sincere appreciation for the support received from various Central and State Government Departments, organizations, and agencies. We would also like to acknowledge all stakeholders of the Company, viz., Shareholders, customers, dealers, vendors, banks, and other business partners for excellent support received from them during the Financial Year under review. We also express appreciation to all the employees of the Company for their commitment and continued contribution to the growth of the Company.

For and on behalf of the Board

Venkatesh Rajagopal

Chairman

(DIN: 00003625)

Place: Chennai

Date: 02nd August, 2024

ANNEXURE - 1 TO BOARD'S REPORT

A. Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) Ratio of the remuneration of each director to the median remuneration of all the employees of the company for the Financial year 2023-24:

Name of Director(s)	Designation	Ratio of remuneration of Director to the Median remuneration
Mr. Venkatesh Rajagopal	Chairman	-
Mrs. Rama Rajagopal	Whole Time Director	1:41
Mr. Vidyuth Rajagopal	Managing Director	1:57

Sitting fees have been paid to Non-Executive Directors for attending the Meetings of the Board of Directors and Committees thereof held during Financial Year 2023-24.

b) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary for the Financial year 2023-24:

Name	Designation	% increase
Mr. Venkatesh Rajagopal	Chairman	-
Mrs. Rama Rajagopal	Whole Time Director	-
Mr. Vidyuth Rajagopal	Managing Director	30.95%
Mr. S. Venkataraghavan	**Chief Financial Officer**	4%
Mr. H. Narayanarao[#]	Company Secretary	-
Mr. A. Rishi Kumar*	Company Secretary	8%

*** % increase in remuneration is not given as the payment for financial year 2023-24 was only for the** part of the year.

Mr.A.Rishi Kumar, Company Secretary of the Company was resigned with effect from 01st December 2023

[#] Mr.H. Narayanarao, was appointed as Company Secretary with effect from 30th March 2024.

c) The percentage increase in the median remuneration of employees in the Financial year 2023-24: 9.03

d) The number of permanent employees on the rolls of the company as on 31st March 2024 was 2497.

e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration :

The Average increase in remuneration is 8% for Managerial Personnel **(KMP & Senior Management) & 6.44 % for employees other than Managerial** Personnel.

f) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms that the remuneration is as per the remuneration policy of the Company.

B. Information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) The Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended 31st March 2024 : As prescribed under Section 197(12) of the Companies Act, 2013 ("Act") and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details are given above. In terms of provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing names of the employees and other particulars, drawing remuneration in terms of the said Rules forms part of this report. However, in terms of first proviso to Section 136(1) of the Act, the Annual Report, excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member who is interested in obtaining these particulars may write to the Company Secretary of the Company

For and on behalf of the Board

Venkatesh Rajagopal

Chairman

(DIN: 00003625)

Place: Chennai

Date: 02nd **August, 2024**

ANNEXURE – 2 TO BOARD'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Celebrity Fashions Limited.

SDF - IV **& C 2, Third Main Road,**

MEPZ - SEZ, **Tambaram,**

Chennai – 600 045

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Celebrity Fashions Limited (hereinafter called the Company). Secretarial Audit was conducted in a **manner that provided us a reasonable basis for evaluating the corporate conducts/** statutory compliances and expressing our opinion thereon.

Based on our verification of the Celebrity Fashions Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit:

We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance- mechanism **in place to the extent, in the manner and subject to the reporting made hereinafter:**

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Celebrity Fashions Limited for **the financial year ended on 31st March, 2024 according to the applicable provisions of:**

i. **The Companies Act, 2013 (the Act) and the rules made thereunder;**

ii. **The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;**

iii. **The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;**

iv. **Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;**

v. **The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):**

a. **The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;**

b. **The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;**

c. Securities and Exchange Board of India (Issue of Capital and Disclosure **Requirements) Regulations, 2018 and amendments from time to time;**

d. **Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation 2021 (Not applicable to the Company during the audit** period)

e. **The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;**

f. Securities and Exchange Board of India (Depositories and Participants) **Regulations, 2018;**

vi. **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;**

vii. **Other laws applicable to the Company as per the representations made by the Management;**

With respect to Fiscal laws such as Income Tax and Goods and Service Tax we have reviewed the systems and mechanisms established by the Company for ensuring compliances under various acts and based on the information and explanation provided to us by the management and officers of the company and also on verification of compliance reports taken on record by the Board of Directors of the Company, we report that adequate systems are in place to monitor and ensure compliance of fiscal laws as mentioned above.

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, issued by The Institute of Company Secretaries of India have been generally complied with.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

During the period under review there were no events which required specific compliance of the provisions of

i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

ii. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018;

iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021

We further report that

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice has been given to all directors to schedule the board meetings, agenda and detailed notes on the agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We have relied on the representation made by the Company, its officers and Reports of the Statutory Auditor for relating to maintaince of account as required under rule 3(1) of the Companies (Accounts) rule 2014, statutory payment due, systems and mechanism framed by the Company for the compliance under other Acts, Laws And Regulations applicable to the Company.

We report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the following significant events have taken place:

1. The Company has allotted 24,97,961 fully paid-up equity shares at an issue price of Rs. 20.43/- i.e face value of Rs. 10/- each and preminum of Rs. 10.43/- each to Arial Holdings 1, Foreign Portfolio Investor by way of Preferentail allotment on private placement basis on 10th March 2024.

2. Early redemption of 50,20,900 (Fifty Lakhs Twenty Thousand Nine Hundered only) 1% Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten each),allotted to State Bank of India approved via circular resolution passed by the Board of Directors on 22nd March 2024.

3. The Changes in the Composition of the Board of Directors of the Company:

S. No	Name of the Director	Designation	Appointment/ Resignation	Date of Event
1.	Mr. Sanjiv Dewan (DIN: 01160371)	Additional (Non-Executive Independent) Director	Appointment	30th March 2024
2.	Mr. Ranganath Nuggehalli Krishna (DIN: 00004044)	Non-Execuive Independent Director	Retirement (Tenure Completion)	31st March 2024
3.	Ms. Nidhi Reddy (DIN: 00004081)	Non-Execuive Independent Director	Retirement (Tenure Completion)	31st March 2024

4. The Changes in Composition of the Key managerial Personnel of the Company:

S. No	Name of the Key Managerial Personnel	Designation	Appointment/ Resignation	Date of Event
1.	Mr. Rishi Kumar (Membership No:F12702)	Company Secretary & Compliance officer	Resignation	01st December 2023
2.	Mr. D. Hem Senthil Raj (Membership No:F83366)	Compliance officer	Appointment	05th February 2024
3.	Mr. N. Narayanarao (Membership No:A47309)	Company Secretary	Appointment	30th March 2024

For **BP & Associates**
Company Secretaries
Peer Review No: P2015TN040200

Date : 02nd August, 2024
Place: Chennai

K. J. Chandra Mouli
Partner
FCS: 11720 | CP No: 15708
UDIN: F011720F000886803

'ANNEXURE A'

To
The Members,
Celebrity Fashions Limited,
SDF - IV& C 2, Third Main Road,
MEPZ - SEZ, Tambaram,
Chennai – 600 045

Our report of even date is to be read along with this letter

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Account of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **BP & Associates**
Company Secretaries
Peer Review No: P2015TN040200

Date : 02nd August, 2024
Place: Chennai

K. J. Chandra Mouli
Partner
M No: F11720 |CP No: 15708

ANNEXURE – 3 TO BOARD'S REPORT

Annual Report on CSR Activities

[Pursuant to Section 135 of the Companies Act, 2013 ('the Act') & Rules made thereunder]

1. **Brief outline of the CSR Policy of the Company:**

   The Company is committed to improving the quality of lives of people in the community it serves through long term stakeholder value creation The company endeavors to make CSR for sustainable development. The Company through its CSR Committee shall identify the activities/projects in line with Section 135 read with Schedule VII of the Companies Act 2013 and the Rules made thereunder.

   The Company has framed a CSR Policy in compliance with the provisions of the Act, as amended, which is available on the Company's website and the web-link for the same is provided in this Report.

2. **Composition of the CSR Committee:**

   During the year, the CSR Committee was reconstituted on 30th March 2024 due to retirement of Director on 31st March 2024

Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
Mrs. Rama Rajagopal	Chairperson (Executive Director)	1	1
Mr. Venkatesh Rajagopal	Member (Chairman)	1	1
Mr. N. K. Ranganath#	Member (Independent Director)	1	1
Mr. Vidyuth Rajagopal	Member(Managing Director)	1	1
Mr.Manoj Mohanka##	Member (Independent Director)	-	-

retired from 31st March 2024

Appointed as Member on 30th March 2024.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: www.celebritygroup.com

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any - Nil

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
-	-	-	-

6. Average net profit of the company as per sub-section (5) of Section 135 : Rs. 312.13 Lakhs

7. (a) Two percent of average net profit of the company as per sub-section (5) of Section 135: Rs. 6.25 Lakhs

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

   (c) Amount required to be set off for the financial year, if any: Nil

   (d) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 6.25 Lakhs

8. **(a) CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year. (in Rs. Lakh)	Amount Unspent (in Rs. Lakh)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 6.25	-	-	-	-	-

(b) Details of CSR amount spent against **ongoing projects** for the financial year: **NA**

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

1	2	3	4	5		6	7	8	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in Lakhs)	Mode of implementation	Mode of implementation - Through implementing agency	
				State	District		Direct (Yes/No)	Name	CSR registration number
1	Medical Camp	Healthcare	Yes	Tamilnadu	Chennai	6.25	No	Terrain Foundation	CSR00010180
Total						**6.25**			

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Not applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 6.25 Lakh

(g) Excess amount for set off, if any

Sl. No	Particular	Amount (in Rs. Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	6.25
(i)	Total amount spent for the Financial Year	6.25
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135 : Not Applicable

For and on behalf of the Board of Directors

For and on behalf of Committee

Venkatesh Rajagopal	**Rama Rajagopal**
Member-CSR Committee	Chairperson - CSR Committee
(DIN: 00003625)	(DIN: 00003565)

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Economic Overview

Global growth is projected to stay at 3.1 percent in 2024 and rise to 3.2 percent in 2025. Global headline inflation is expected to fall to 5.8 percent in 2024 and 4.4 percent in 2025, with the 2025 forecast having been revised down.

The International Monetary Fund (IMF) has projected global growth to decline from 3.4 percent in 2022 to 2.8 percent in 2023, before settling at 3.0 percent in 2024. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7 percent in 2022 to 1.3 percent in 2023.

Industry Structure and Development

India's Textile & Apparel (T&A) Industry is one of the oldest industries and has a formidable presence in the national economy. Indian T&A industry is the second largest in the world after China and spans across the entire value chain. T&A sector is the 2nd largest employment-providing sector in India after agriculture. It provides direct and indirect employment to more than 10 crore people including a large number of women and the rural population.

The textile and apparel industry faces weaker sentiments due to global concerns, domestic lifestyle changes, and slower export demand.

High inflation across the globe has reduced the consumers' purchasing power, which is the major cause of slowdown in textiles and apparel exports. Developing countries including India are facing serious challenges in textiles and exports.

The two major markets – the US and EU – accounting for over 60 per cent of the Indian textiles and apparel demand, have remained sluggish for the last six months, due to headwinds arising out of surge of inflation and uncertain geopolitical scenario. Consumers in these two and other markets have cut down spending on clothing, as they have to spend more on other household expenses.

India's textile and apparel exports to the US declined by 23.94 per cent to $4.70 billion during July-December 2022 compared to $6.18 billion during January-June 2022. Likewise, India's export to EU-27 countries also declined by 24.54 per cent to $3.29 billion in the second half of 2022 compared to $4.36 billion during January-June 2022.

Opportunities & Threat:

The Indian textile and apparel market has significant growth potential, with the industry projected to reach $190 billion by 2025-26.

Due to the 'China Plus One' sourcing strategy adopted by global brands and retailers, China is expected to continue losing its share in the global markets, which could be beneficial for Indian Exporters.

This global economic gloom is increasingly reflected in consumers' shopping habits, and the fashion industry is expecting that demand will be weakened or unpredictable in the year ahead.

Segment Review

Celebrity Fashions Limited is engaged in the business of designing, manufacturing and selling of garments and we cater to the demand of leading international brands.

Risks and Concern

The textile industry is facing limitations in accessing the latest and best technology while also failing to meet the global standards in the competitive export market. Apart from these issues like child labour, competition from neighboring countries regarding low-cost garments, personal safety norms, infrastructure bottlenecks, rising environmental concerns are some of the challenges the Indian textile industry faces.

Several risks including the lower profit share, alongside cost reduction pressure from the buyers threaten the survival of the Readymade Garment exporters.

Outlook

India's textile and garment industry faced a significant setback in the year 2023-24, signaling a challenging start to the new fiscal year.

The coming year is likely another year full of challenges and opportunities for the Indian apparel industry. Despite the challenges ahead, we believe that our principal competitive strengths, which differentiate us from other players in the garments industry will help us to progress in the right direction in times of uncertainty.

Internal Control Systems and their Adequacy

The Company has developed adequate internal control system commensurate to its size and business to ensure that all assets are safeguarded and protected against any loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly. The internal audit reports are periodically reviewed by the Management together with the Audit Committee of the Board. The Company has a strong Management Information System as a part of Control Mechanism.

Human Resources/Industrial Relations

Industrial relations have continued to be harmonious at all units throughout the year. No man-days were lost due to strike, lock out etc.

Measures for employees' safety, their welfare and development received top priorities. Your Company has a vision of being an 'Injury Free' and 'Zero Environment Incident' organisation. Over the past many years, your Company has been progressing well on the safety record in factories and facilities. The Company had around 2497 employees as on 31st March 2024.

Financial Performance:

The Company's performance during the year as compared with previous year is summarized below:

Particulars	FY 2022-23		FY 2023-24	
	Amount (In Crs.)	% to Revenues	Amount (In Crs.)	% to Revenues
Revenue from Operations	364.21		342.62	
Other Income	0.13		0.23	
Total revenues	364.34		342.85	
Cost of Materials	227.14	62.34%	172.61	47.38%
Changes in Inventories of Finished Goods & Work-in-Progress - (Inc) / Dec	(23.96)	(6.58)%	34.20	9.99%
Employee Benefit Expenses	80.57	22.11%	75.62	20.76%
Other Expenses	58.99	16.19%	40.84	11.21%
Total Expenses	342.74	94.07%	323.27	88.73%
EBIDTA	21.60	5.93%	19.58	5.37%
Depreciation	8.23	2.26%	8.12	2.23%
Finance Costs	7.22	1.98%	9.66	2.65%
Profit / (Loss) before Tax and Exceptional Items	6.15	1.69%	1.80	0.49%
Exceptional Item - Expense / (Income)	0.00	0.00%	0.04	0.01%
Profit / (Loss) before Tax after Exceptional Items	6.15	1.69%	1.84	0.51%
Tax Expenses	0.00	0.00%	0.00	0.00%
Other comprehensive income	0.55	0.15%	0.32	0.09%
Total Comprehensive Income for the year	6.70	1.84%	2.16	0.59%

Profitability and Financial risks ratios:

Ratios	FY 2022-23	FY 2023-24	Change (%)
Current Ratio	1.14	1.25	9.65%
Debt Equity Ratio	2.97	1.58	-46.80%
Operating Profit Margin (%)	3.95%	2.89%	-26.84%
Net Profit Margin (%)	1.69	0.51	-69.82%
Interest Coverage Ratio	2.99	2.03	-32.11%
Debtors Turnover Ratio	7.26	7.75	6.75%
Inventory Turnover Ratio	2.43	3.12	28.40%
Return on Net worth (%)	25.09	20.80	-17.10%

1. Increase in Share capital and decrease in borrowings.
2. Decrease in profit on account of increase in other expenses.
3. Debtors turnover is higher due to realisation of debtors during FY24.
4. Due to increase in share capital during FY24.

Disclaimer

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could materially differ from those expressed or implied..

Forex Risk

The Company's policy is to systematically hedge its long term foreign exchange risks as well as short term exposures in line with its hedging policy. In addition to this, the company also has a natural hedge on the imports of the company which is almost 40%-50% of its Exports.

Business Philosophy

At Celebrity Fashions, our business philosophy is based on 3 pillars:

1. Operational Excellence
2. Wastage Elimination
3. Fiscal Discipline/Cost Management

The 3 fundamentals frame the culture of the organization and permeate all interactions of stakeholders, both internal & external.

I. Operational Excellence

As the preferred supply chain partner for global brands, our approach is centered on maximizing the efficiency of our business operations & ensuring that we optimize fixed asset turnover. We continue to focus on building a culture of performance with a relentless focus on execution.

Our operations are modular in nature, involving the synchronization of multiple stations & processes to deliver product to our customer

i. On time
ii. World class quality
iii. At a Competitive price

We have focused on the real time application of the above principles to ensure that once an order is taken into production, that it is packed and delivered without any disturbances.

Our aim is to shift from an efficiency led model to an inventory light model which will allow the organization to benefit from continuous cash flows and at the same be able to forecast our future revenues better.

II. Wastage Elimination

The above pillar can be further segregated into 2 categories:

Wastage in terms of

i. Raw Materials
ii. Non-Value Adding processes

As a manufacturer with 30 years of experience, there is a large amount of domain knowledge existing in the company that has come from working with the very best of global brands across product categories.

In the coming quarters, we aim to centralize this domain knowledge with a focus on elimination non-value adding processes; resulting in more predictability in our outcomes & maximizing our opportunity to ship given a set of inputs.

We have prioritized preparatory work & other R&D activities to ensure that the factory is able to pursue a plug and play approach which would allow them to minimize disruptions and maximize output.

III. Fiscal Discipline

The business of Apparel Manufacturing is price sensitive & competitive. As a member of a global supply chain, we are competing with vendors from across the globe. As mentioned earlier, countries such as Bangladesh & Vietnam enjoy far lower labor costs putting India at a straight disadvantage as a result.

Apart from the yields that bear fruit as result of the combination of the earlier 2 points, we are also driving a culture of fiduciary responsibility across all stakeholders.

Our focus is on rationalizing every rupee spent to ensure that it is spent to improve the performance of the organization and weed out any unnecessary expenditure. This fundamental has pushed us to relook at our inventory carrying levels to minimize holding & interest costs.

We continue to work with our vendors and suppliers with the aim to save every possible rupee in the value chain, without compromising on the world class service that we are known for.

REPORT ON CORPORATE GOVERNANCE

In accordance with the provisions of Regulation 34(3) read with Schedule V and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Directors of Celebrity Fashions Limited ("the Company") have pleasure in presenting the Company's Report on Corporate Governance for the Financial Year 2023-24.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

We believe in our employees and other stakeholders; and ensure adequate control system to enable the Board to efficiently conduct the business and discharge its responsibilities to shareholders. The Company considers it essential to abide by the applicable laws and regulations in letter and spirit and is committed to the highest standards of corporate governance.

We practice fair play and integrity in our transactions with all stakeholders, both within and outside the organization. We conduct ourselves in the most equitable manner.

BOARD OF DIRECTORS

The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities. The Board also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfills stakeholder's aspirations and societal expectations.

The Key to good corporate governance is the optimum combination of the executive and non-executive directors on the board and the extent of their independence. The Board consists of 6 (Six) members with knowledge and experience in diverse fields and professionally acclaimed to understand their role in addressing the issues raised by the management. The day-to-day affairs of the company are managed by the Managing Director under the supervision of the Board.

COMPOSITION

As on 31st March 2024, the Company's Board of Directors ('Board') comprises Six Directors, which includes Two Executive Directors, One Non-Executive Non-Independent Director and Three Non-Executive Independent Directors.

The Board's composition is in compliance with the requirements of Regulation 17(1) of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013.

Independent directors are Non-Executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations entered into with the Stock Exchanges. The maximum tenure of the independent Directors is in compliance with the Companies Act, 2013. All the Independent Directors have confirmed that they meet the criteria as mentioned under regulation 16(1)(b) of the SEBI Listing Regulation and Section 149 of the Companies Act, 2013 and they are independent of management. The present strength of the Board reflects judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company.

None of the Independent Directors of the Company serve as Independent Directors in more than seven listed Companies and none of the whole-time directors of the Company serve as Independent Directors in more than three listed Companies.

The composition of the Board of Directors and number of other Directorships & Memberships / Chairmanships of Committees as on 31st March 2024 is as under:

Sr. No.	Name & (DIN) of Directors	Category	Directorships in other Companies (*)	No of Committee positions held in other companies (**)	
				Chairman	Member
1	Mr. Venkatesh Rajagopal (DIN: 00003625)	Promoter & Non Executive Director	1	-	1
2	Mrs. Rama Rajagopal (DIN: 00003565)	Promoter & Executive Director	1	-	-
3	Mr. K Sridhar (DIN: 02916536)	Independent & Non Executive Director	-	-	-
4	Mr. Manoj Mohanka (DIN: 00128593)	Independent & Non Executive Director	3	1	2
5	Mr. Sanjiv Dewan (DIN: 01160371)#	Independent & Non Executive Director	-	-	-
6	Mr. Vidyuth Rajagopal (DIN: 07578471)	Executive Director	-	-	-

Notes:

(#) Mr.Sanjiv Dewan was appointed as additional Director effective from 30th March 2024.

*The above number of other directorships does not include Directorships in Private Limited, Foreign and Section 8 Companies.

**The Committee Memberships and Chairmanships in other Companies include Memberships and Chairmanships of Audit and Stakeholders' Relationship Committee only. The Committee Memberships include Chairmanships as well.

Attendance of Each Director at the Board Meetings and the Last AGM:

During the financial year 2023-24, Seven (07) Board meetings were held on 07th April 2023, 19th May 2023, 14th August 2023, 09th November 2023, 05th February 2024, 14th February 2024 and 30th March 2024. The Board meets at least once in every quarter to review the Company's operations and the maximum time gap between any two meetings is not more than 120 days.

The Company provides teleconference/Video Conference facilities to Directors to participate in the meetings.

The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are detailed below:

Name of the Director(s)	Number of Board Meetings held and attended during the FY 2023-24		Attendance at 33rd AGM
	Held	Attended	
Mr. Venkatesh Rajagopal	7	7	Yes
Mrs. Rama Rajagopal	7	5	Yes
Mr. Vidyuth Rajagopal	7	7	Yes
Mr. N. K. Ranganath*	7	6	No
Mrs. Nidhi Reddy*	7	4	Yes
Mr. K Sridhar	7	6	Yes
Mr. Manoj Mohanka	7	6	Yes
Mr. Sanjiv Dewan	-	-	NA

* Mr N.K.Ranganath and Mrs. Nidhi Reddy were retired from the office of Directorship due to completion of 2nd term as an Independent Directors with effect from 31st March 2024.

(#) Mr. Sanjiv Dewan was appointed as additional Director effective from 30th March 2024 and regularized on 22nd June 2024 by way of postal ballot.

Relationship between directors inter-se:

Except between Mr. Venkatesh Rajagopal (Chairman & Non-Executive Director) and his wife Mrs. Rama Rajagopal (Executive Director) and their son Mr. Vidyuth Rajagopal (Managing Director), there is no relationship between the Directors inter-se.

Number of shares and convertible instruments held by non-executive directors:

Name of the Director	No. of Equity Shares
Mr. Venkatesh Rajagopal	1,09,57,617
Mr. N. K. Ranganath*	Nil
Mrs. Nidhi Reddy*	Nil
Mr. K Sridhar	Nil
Mr. Manoj Mohanka	Nil
Mr.Sanjiv Dewan#	Nil

* Mr N.K.Ranganath and Mrs. Nidhi Reddy were retired from the office of Directorship due to completion of 2nd term as an Independent Directors with effect from 31st March 2024.

(#) Mr. Sanjiv Dewan was appointed as additional Director effective from 30th March 2024 and regularized on 22nd June 2024 by way of postal ballot.

The details of Directorship held in other listed entities as on March 31, 2024, are as under:

Name of the Director	Name of the Listed Company	Category
Mr. Venkatesh Rajagopal	Indian Terrain Fashions Limited	Chairman, Executive Director & Promoter
Mrs. Rama Rajagopal	Indian Terrain Fashions Limited	Non-Executive Director & Promoter
Mr. Vidyuth Rajagopal	-	-
Mr. K Sridhar	-	-
Mr. Manoj Mohanka	-	-
	India Carbon Limited	Non-Executive and Independent Director
	Ludlow Jute & Specialties Limited	Non-Executive and Independent Director
	Xpro India Limited	Non-Executive and Independent Director
Mr.Sanjiv Dewan	-	-

Familiarization programme for Independent Directors

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Company also has an ongoing familiarization programme for its Independent Directors with the objective of familiarising them with the Company, its operations, strategies and business model, nature of the industry and environment in which it operates, functions, policies and procedures of the Company, the regulatory environment applicable to it, etc. The Board is provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry of which it is a part The Board is also regularly informed about significant developments in the industry, geopolitical issues, regulatory changes and other developments that impact the Company.

Pursuant to Regulation 46 of the SEBI Listing Regulations, details of familiarisation programmes imparted to the Independent Directors are available on the Company's website at www.celebritygroup.com.

Chart / Matrix of Skills / Expertise / Competence of the Board of Directors in context to Company's business and sector:

S No.	Name of the Member	Skills/Expertise/Competencies
1.	Mr. Venkatesh Rajagopal	Apparel & Textile Industry Domain, Entrepreneur, Board Service, Business Strategy, Corporate Planning and functional areas like Managerial, Financial, Marketing and Administration.
2.	Mrs. Rama Rajagopal	Entrepreneur, Business and Corporate Planning.
3.	Mr. Vidyuth Rajagopal	Experience and Expertise in Marketing, Merchandising, Business Strategy and Corporate Planning.
4.	Mr. K. Sridhar	Experience and Expertise in Human Resource disciplines.
5.	Mr. Manoj Mohanka	Strategic Marketing, Business Management, Business Strategy and Corporate Planning.
6.	Mr.Sanjiv Dewan	Expertise in Managerial, Financial, Marketing and Administration.

Resignation of Director(s):

There were no resignations during the year under review.

Mr N.K.Ranganath and Mrs. Nidhi Reddy were retired from the office of Directorship due to completion of 2nd term as an Independent Directors with effect from 31st March 2024.

Access to information and updation to Directors

The required information as enumerated in Part- A of Schedule II of SEBI (LODR) Regulations, 2015 is made available to the Board of Directors for discussions and consideration at Board Meetings. The Board also reviews significant strategic, financial, operational and compliance matters in the meeting. The dates for the board meetings are fixed after taking into account the convenience of all the directors and sufficient notice is given to them.

COMMITTEES OF THE BOARD

The Board Committees plays a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review. As on date the Board has established the following Committees:

AUDIT COMMITTEE

Brief description of terms of reference

The Audit Committee plays an important role in financial reporting of performance and review of internal control procedure. Apart from all the matters provided in Part C of Schedule II of SEBI (LODR) Regulations 2015 and section 177 of the Companies Act 2013, the Audit Committee reviews reports of the internal auditor, statutory auditors as when required and discusses their findings, suggestions, observations, and other related matters. It also reviews major accounting policies followed by the Company.

The terms of reference of the Committee are in alignment with the norms specified in the Listing Regulations and relevant provisions of the Companies Act, 2013.

Composition of the Committee

The Audit Committee comprises of 4 Directors as its members, with requisite financial, legal and management expertise, out of which 3 are Independent Non-Executive Directors. As required under Regulation 18 of the SEBI Listing Regulations, during the year, the Audit Committee met four times, to deliberate on various matters and the gap between any such two meetings was not more than 120 days. The required quorum was present in all such meetings.

The Committee met 4 (four) times during the financial year 2023-24 on 19th May 2023, 14th August 2023, 09th November 2023 and 14th February 2024.

During the year the Audit Committee was reconstituted due to retirement of Directors.

The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year ended 31st March 2024 is detailed below:

Name of the Member(s)	Designation	Category	No of meetings attended
Mr. Manoj Mohanka	Chairperson^	NED	4
Mr. Vidyuth Rajagopal	Member	ED	4
Mrs. Nidhi Reddy*	Member	NED	3
Mr. K. Sridhar	Member	NED	3
Mr. N.K. Ranganath*	Member	NED	4
Mr.Sanjiv Dewan#	Member	NED	Nil

*Members up to 30th March 2024.

(#) Inducted as a Member with effect from 30th March 2024.

^ Inducted as a Chairperson on 30th March 2024

The Company Secretary is the Secretary of the Audit Committee. Chief Financial Officer, Internal Auditor and such other officers of the Company, attend the meetings of the Committee, for providing such information as may be necessary, if required by the Audit Committee.

The Chairman of the Audit Committee was not present at the 34th Annual General Meeting. Mr. K. Sridhar, Member of the Audit Committee, was present to answer the shareholders' queries.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is constituted in compliance with the requirements of Listing Agreement read with SEBI (LODR) Regulations 2015 and Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

Composition of the Nomination & Remuneration Committee:

During the year the NRC Committee was reconstituted due to changes of Directors. The NRC comprises of 3 Non-executive Independent Directors as its members. Detailed composition of the NRC is as follows:

Name of the Member	Designation	Category
Mr. K. Sridhar	Chairperson	Independent, Non-executive Director
Mr. Manoj Mohanka	Member	Independent, Non-executive Director
Mr.Sanjiv Dewan	Member	Independent, Non-executive Director

Brief description of terms of reference:

The powers, role and terms of reference of Committee covers the areas as contemplated under the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. The brief terms of reference of Nomination & Remuneration Committee are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board.
3. Devising a policy on Board diversity.
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
5. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s)/Executive Director(s) based on their performance and defined assessment criteria.
7. To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.

The Committee met 4 (four) times during the financial year 2023-24 on 14th August 2023, 05th February 2024, 14th February 2024 and 30th March 2024.

During the year the Nomination & Remuneration Committee was reconstituted due to retirement of Directors.

The composition of the Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year ended 31st March 2024 is detailed below :

Name of the Member(s)	Designation	Category	No of meetings attended
Mr. K. Sridhar	Chairperson^	NED	4
Mr. N.K. Ranganath*	Member	ED	4
Mrs. Nidhi Reddy*	Member	NED	2
Mr. Manoj Mohanka	Member	NED	4
Mr. Sanjiv Dewan#	Member	NED	Nil

*Members up to 30th March 2024.

(#) Inducted as a Member with effect from 30th March 2024.

^ Inducted as a Chairperson from 30th March 2024.

Remuneration of Directors

The Non-executive directors do not draw any remuneration from the Company other than the sitting fees for attending each meeting of the Board and committees thereof. The Company pays sitting fees of Rs. 50,000/- to all the non-executive directors for attending each meeting of the Board, Rs.25,000/- for each meeting of its Audit committee and Rs.10,000/- for other committees of the Board thereof which is within the limits prescribed under the Companies Act, 2013.

S No.	Name	Sitting Fees (in Rs.)
1	Mr. N.K. Ranganath	4,70,000
2	Mrs. Nidhi Reddy	2,95,000
3	Mr. K. Sridhar	3,50,000
4	Mr. Manoj Mohanka	4,50,000
	Total	^15,65,000

^ Gross Amount without including GST payment under Reverse Charge Mechanism (RCM).

There are no other particular pecuniary relationships or transactions of the non-executive directors' vis-à-vis of the Company.

The remuneration of the Managing Director and Whole-time Director(s) is approved by the Board, as per recommendation of the Nomination and Remuneration Committee within the overall limit fixed by the shareholders. Remuneration includes salary, bonus, perquisites, contribution to provident and superannuation fund and other benefits as per Company's policy as applicable from time to time. The details of remuneration package of the executive directors are summarized below:

Name of the Director	Salary (Rs. in Lakhs)	Retirement Benefits	Total (Rs. in Lakhs)	Tenure (No. of years)
Mr. Vidyuth Rajagopal	110.00	-	110.00	3 years from 08th August 2021
Mrs. Rama Rajagopal	78.00	-	78.00	3 years from 10th November 2021

The Company does not have any Employees' Stock Option Scheme and there is no separate provision for payment of Severance Fees.

Performance evaluation criteria for independent directors

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including Independent Directors. Their criteria provide for certain parameters like attendance at meetings, preparedness and contribution at Board Meetings, interpersonal skills etc. which are used by the Committee and/or the Board while evaluating the performance of each Director.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 20 of the Listing Regulations.

The Stakeholders Relationship Committee was reconstituted on 30th March 2024 due to retirement of Mr. N.K. Ranganath and Mrs. Nidi Reddy.

The constitution of the Stakeholders Relationship Committee of the Board of Directors of the Company is detailed below:

Name of the Member(s)	Designation	Category
Mr. Krishnamurthy Sridhar	Chairperson	NED
Mr. Monoj Mohanka	Member	NED
Mr. Vidyuth Rajagopal	Member	ED

The Committee met once during the financial year 2023-24 on 14th February 2024.

Name of the Member(s)	Designation	Category	No of meetings attended
Mr. Krishnamurthy Sridhar	Chairperson^	NED	NA
Mrs. Nidhi Reddy*	Member	NED	1
Mr. Vidyuth Rajagopal	Member	ED	1
Mr. N. K Krishna*	Member	NED	1

*Members up to 30th March 2024.

^ Inducted as a Chairperson from 30th March 2024.

Terms of reference of the Committee inter alia, include the following: -

1. To specifically look into the redressal of Investors' Grievances pertaining to:
   - Transfer of shares and debentures;
   - Non-receipt of declared dividends, interests and redemption proceeds of debentures;
   - Dematerialization of shares and debentures;
   - Replacement of lost, stolen, mutilated share and debenture certificates;
   - Non-receipt of rights, bonus, split share and debenture certificates;
   - Non-receipt of balance sheet.
2. To look into other related issues towards strengthening investors' relations.
3. To consider and approve issuance of share / debenture certificates including duplicate share/debenture certificates.
4. To look into the reasons for any defaults in the payment to the Depositors, Debenture holders, Shareholders (in case of non-payment of declared dividends) and Creditors.

Details of Complaints / Queries received and redressed during 1st April 2023 to 31st March 2024:

Sr. No.	Particulars of Complaints / Queries	Received	Redressed	Pending as on 31.3.2024
1.	Non receipt of Share Certificates - Direct from Shareholders - Received from SEBI	 Nil Nil	 Nil Nil	 Nil Nil
2.	Non receipt of Dividend /Interest Warrants - Direct from Shareholders - Received from SEBI	 Nil Nil	 Nil Nil	 Nil Nil
3.	Confirmation of Demat Credit	Nil	Nil	Nil
4.	Non receipt of Debentures Redemption payment	Nil	Nil	Nil
5.	Non receipt of letter of offer, allotment advice ,share certificates etc. for Rights Issue & others	Nil	Nil	Nil
6.	Others - Complaints received from SEBI, Stock Exchanges, NSDL, ROC, Company Law Board etc.	Nil	Nil	Nil
	Total	**Nil**	**Nil**	**Nil**

The Company obtains a certificate annually from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc. and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of the Listing Regulations. Further, the Compliance Certificate under Regulation 7(3) of the Listing Regulations, confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent is also submitted to the Stock Exchanges on a yearly basis.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The composition of the CSR Committee is in line with provisions of Section 135 of the Companies Act, 2013 read with the Rules issued thereunder.

The Committee met 1 (one) time during the financial year 2023-24 on 14th February 2024.

The CSR Committee was reconstituted on 30th March 2024 due to changes in Directors.

The constitution of the CSR Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2023-24 is detailed below:

Name of the Member(s)	Designation	Category	No of meetings attended
Mrs. Rama Rajagopal	Chairperson	ED	1
Mr. Venkatesh Rajagopal	Member	NED	1
Mr.Manoj Mohanka*	Member	NED	NA
Mr. Vidyuth Rajagopal	Member	ED	1

*Inducted from 30th March 2024

The terms of reference of CSR Committee shall, inter-alia, include the following:

The CSR Committee is empowered, pursuant to its terms of reference, inter alia, to:

a) Formulate and recommend to the Board a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company.

b) Recommend the amount of expenditure to be incurred.

c) Monitor the implementation of Corporate Social Responsibility Policy.

d) Recommend the Annual Action Plan for CSR Implementation to the Board for approval.

MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met on 30th March 2024, inter alia to discuss:

1. Evaluation of the performance of the Non Independent Directors and the Board of Directors as a Whole.
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. All the Independent Directors were present for the meeting.

GENERAL BODY MEETINGS

Details of last 3 (Three) Annual General Meetings (AGMs):

The date, time and venue of Annual General Meetings held during the preceding 3 (Three) Financial Years and the Special Resolutions passed thereat were as follows:

Date of AGM	Special resolutions passed	Time	Venue/ Mode
18th September 2023	Nil	2.30 P.M.	Video Conferencing
09th September 2022	1. Revision in terms of remuneration payable to Mr. Vidyuth Rajagopal, Managing Director of the Company. 2. Change in Designation of Mrs. Rama Rajagopal from Non-Executive to Executive Director (Whole Time Director) of the Company.	2.45 P.M.	Video Conferencing
16th September 2021	1. Re-appointment of Mr. K. Sridhar (DIN: 02916536) as an Independent Director. 2. Issue of Equity shares to ARES DIVERSIFIED on preferential basis.	2.30 P.M.	Video Conferencing

Details of Special Resolutions passed at the Extraordinary General Meetings (EGM) during the Financial Year 2023-24:

During the year one (1) Extra Ordinary General Meeting (EGM) were held on 29th April 2023. The details of special resolution passed by the members are as follows:

No. of EGM/ Financial Year	Day, Date & Time	Special Resolution Passed
EGM During the year 2023-2024	Saturday, 29th April 2023 at 10:30 AM Through video conferencing (VC) / Other Audio visual means (OAVM	To reconsider and approve the issue of Equity shares to Citrine Funds Limited on preferential basis.

Postal Ballot

During the financial year 2023-24, 1 (One) Postal Ballot was conducted, and the following resolutions were passed with requisite majority.

Postal Ballot Notice dated 05th February 2024 and the date of passing of the Special Resolution was 10th March 2024.

Resolution	No. of votes polled	Votes cast in favour		Votes cast against	
		No of Votes	%	No of Votes	%
Approval for Issue of equity shares through preferential issue	2,24,68,847	2,24,67,737	100.00	1,110	0.00
Approval for revision of remuneration paid to Mr. Vidyuth Rajagopal (DIN: 07578471) Managing Director of the Company from 01st April 2023 till the remaining period of his tenure	24,93,268	24,90,658	99.90	2,610	0.10

The Board of Directors of the Company had appointed M/s. BP & Associates, Practicing Company Secretaries as the Scrutinizers for conducting the postal ballot/ e-voting process.

Procedure adopted for Postal Ballot:

i. The Board of Directors of the Company at its meeting held on 05th February 2024 approved the process to conduct Postal Ballot by remote e-voting process pursuant to Section 110 of the Companies Act 2013 Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") read with the circulars issued by the Ministry of Corporate Affairs from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ii. Mr. Venkatesh Rajagopal (DIN: 00003625) Chairman, Non-Executive Director was authorized to receive scrutinizer report and declare the voting results of the Postal Ballot on behalf of the Company.

iii. M/s BP & Associates, Practicing Company Secretaries, was appointed as Scrutinizer for conducting the Postal Ballot only through Remote e-voting in fair and transparent manner.

iv. The Company has availed the service of Central Depository Service Limited (CDSL) for providing Remote E-voting facility to the members.

v. The postal ballot notice along with the explanatory statement sent only through e-mail id on 09th February 2024 to those members whose name appears on the Register of Members as on cutoff date i.e 02nd February 2024.

vi. The newspaper advertisement as required under the Act and the MCA Circulars was published on 09th February 2023 in Business Standard (English edition) and Tamil Murasu (Tamil)

vii. The remote e-Voting period commenced on Saturday, 10th February 2024 09:00 AM and ended on Sunday, 10th March 2024 at 05:00 PM (both days inclusive).

viii. The voting results and scrutinizer report has been submitted to the stock exchange and uploaded on the website of the Company on 10th March 2024.

MEANS OF COMMUNICATION

The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, Company's website and subject specific communications.

a) Quarterly Results:

The Company's quarterly financial results are announced within 45 days of the close of the quarter and the audited annual financial results are announced within 60 days from the close of the financial year as per the requirements of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. The aforesaid financial results are intimated to BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) where the Company's securities are listed, immediately after the approval of the Board of directors and are simultaneously displayed on our website www.celebritygroup.com.

b) Newspaper wherein results are published :

The quarterly, half yearly and annual results of the Company's performance are published in leading newspapers such as Business Standard (English daily) and Tamil Murasu (Vernacular newspaper).

c) Website

These results are also made available on the website of the Company at www.celebritygroup.com. The website also displays vital information relating to the Company and its performance.

d) Stock Exchange

The Company makes timely disclosures of necessary information to BSE Limited and the National Stock Exchange of India Limited in terms of the Listing Regulations and other regulations issued by the SEBI.

e) Presentations

No presentation has been made to institutional investors or to the analysts during the year under review.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Day, Date and Time:

Monday, 16th September 2024 at 10:00 AM (IST).

Venue: The Company is conducting AGM through Video Conferencing/Other Audio Visual Means as permitted under the various circulars issued by Ministry of Corporate Affairs.

Financial Calendar: 1st April to 31st March

Dividend Payment Date: Not Applicable

Listing on Stock Exchanges:

The equity shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Annual Listing fee for the financial year 2023-24 has been paid to BSE and NSE. The Equity Shares of the Company were not suspended from trading on BSE and NSE at any point of time during the Financial Year 2023-24.

Name and address of the Stock Exchange(s)	Scrip Code
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	532695
National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.	CELEBRITY

The custodian charges to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year ended 31st March 2024 has been paid within due date.

Tentative Calendar for approval of financial results

The tentative month of meeting of Board of Directors for consideration of quarterly/ Half yearly/Annually financial results for the financial year ending 31st March 2025 are as follows:

First Quarter Results	August, 2024
Second Quarter and Half yearly Results	November, 2024
Third Quarter Results	February, 2025
Fourth Quarter and Annual Results	May, 2025

Market Price Data

The monthly high and low prices of the Company's shares at BSE and NSE for the financial year ended 31st March 2024 are as follows:

(Share price in Rs.)

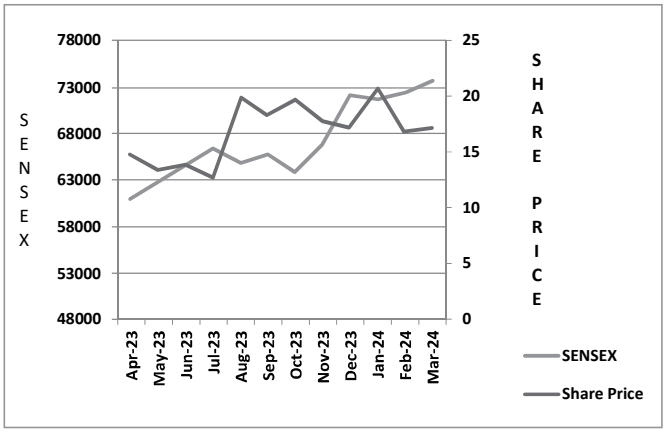
Month(s)	BSE			NSE		
	High	Low	Volume	High	Low	Volume
Apr-23	15.99	12.95	2,36,401	15.5	13.05	3,76,533
May-23	15.79	13.01	2,21,251	15.55	12.50	98,286
Jun-23	15.05	13.13	3,25,884	15.1	13.25	4,33,760
Jul-23	14.16	12.15	2,58,171	14.2	12.00	1,12,892
Aug-23	20.6	12.81	18,20,351	20.65	12.55	9,49,461
Sep-23	20.5	16.6	10,04,178	20.7	16.55	5,94,569
Oct-23	21.12	16.75	19,97,804	21.2	16.55	26,99,649
Nov-23	20	17.12	4,70,177	19.85	17.00	3,48,021
Dec-23	18.5	16.85	3,54,920	18.6	16.30	1,56,889
Jan-24	20.74	17.01	10,17,938	20.7	17.05	6,26,742
Feb-24	21.77	16.52	10,29,905	21.7	16.70	11,16,220
Mar-24	19.5	14.25	5,22,889	19.6	14.40	12,08,896

Source: BSE and NSE Website

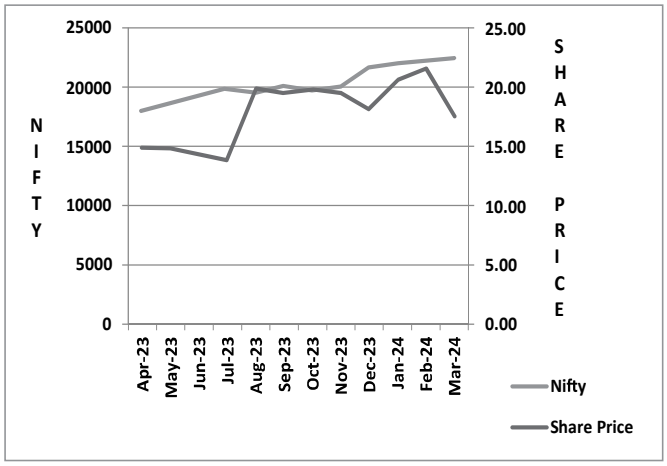
Stock performance in comparison to broad-based indices:

The Chart below shows the comparison of the Company's share price movement on BSE & NSE vis-à-vis the movement of the BSE Sensex & NSE Nifty for the financial year ended 31st March, 2024 (based on month end closing):

1. BSE Sensex



2. NSE Nifty



Registrar and Share Transfer Agents

M/s. Link Intime India Private Limited, Mumbai are the Registrar and Share Transfer agents for handling physical and electronic registry work. The Shareholders are requested to address their share related requests/ queries to the RTA. The contact address of the registrar and share transfer agent is as follows:

Link Intime India Private Limited
C - 101, 247 Park, L.B.S Marg,
Vikhroli (West),
Mumbai 400 083
Tel: + 91 22 2596 3838
Fax: + 91 22 2596 2691
Website: www.linkintime.co.in
E-mail: sana.inamdar@linkintime.co.in

Share Transfer System

Shareholders' requests for issue of letter of confirmation for transmission / issue of duplicate certificates and other related matters are handled by Registrar and Transfer Agent and are effected within the stipulated timelines, if all the documents are valid and in order.

The Company obtains yearly certificate from a Company Secretary in Practice confirming the issue of share certificates for sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of the SEBI Listing Regulations, 2015. Further, the Compliance Certificate under Regulation 7(3) of the SEBI Listing Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Transfer Agent registered with the Securities and Exchange Board of India is also submitted to the Stock Exchanges on a yearly basis.

Distribution of Shareholding:

Distribution of Shareholding as on 31st March 2024 is as follows:

Range	No. of share holders	% to total share holders	No. of Shares	Amount (Rs.)	% to Capital
1-500	16,671	77.88	18,75,458	1,87,54,580	3.32
501-1000	1,945	9.09	16,84,304	1,68,43,040	2.98
1001-2000	1,062	4.96	16,84,141	1,68,41,410	2.98
2001-3000	471	2.20	12,32,312	1,23,23,120	2.18
3001-4000	210	0.98	7,75,839	77,58,390	1.37
4001-5000	289	1.35	14,06,647	1,40,66,470	2.49
5001-10000	390	1.82	30,84,574	3,08,45,740	5.45
Greater than 10000	368	1.72	4,48,08,799	44,80,87,990	79.23
Grand Total	**21,406**	**100**	**5,65,52,074**	**56,55,20,740**	**100.00**

Shareholding Pattern as on 31st March 2024

Category	No. of Shareholders	No. of Shares	% of Shareholding
Promoter and promoter group	5	1,99,76,325	35.32
Public	20,395	3,65,75,749	64.68
Total	**20,400**	**5,65,52,074**	**100.00**

Dematerialization of Shares & Liquidity

As on 31st March 2024, 99.99% of total equity shares of the Company were held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited. The shares are available for dematerialisation under **ISIN – INE185H01016**

Requests for dematerialisation of shares are processed and generally confirmed within 15 days of receipt.

Outstanding GDRs/ADRs/Warrants

The Company has no outstanding GDRs/ ADRs/Warrants as on 31st March 2024.

Commodity price risk or foreign exchange risk and hedging activities:

The Company has managed the foreign exchange risk with appropriate hedging activities in accordance with policies of the Company. The aim of the Company's approach to manage currency risk is to leave the Company with the no material residual risk. The Company uses forward exchange contracts to hedge against its foreign currency exposures relating to firm commitment.

Plant Locations:

1) SDF IV, Phase II, MEPZ-SEZ, Tambaram,Chennai – 600045.

2) No 14, Alamathi Road, Vellanur, Chennai, Tamil Nadu, 600062.

Address for Correspondence:

Celebrity Fashions Limited
CIN : L17121TN1988PLC015655
Registered & Corporate Office
SDF - IV & C2, 3rd Main Road,
MEPZ - SEZ, Tambaram,
Chennai 600 045.
Tel : + 91 44 4343 2200 / 4343 2189
Email : investorservices@celebritygroup.com
Website : www.celebritygroup.com

Credit ratings

The details of Credit rating obtained by the Company as on 31st March 2024 is as follows:

Credit Rating Agency	Loan Facilities	Rating
CRISIL Limited	Long term	CRISIL BB
	Short term	CRISIL A4+

OTHER DISCLOUSRES:

a) Related Party Transactions

During the year under review, the Company had not entered into any transaction of a material nature with any of the related parties which may have potential conflict with the interest of the Company. The transactions of purchase/sale of finished goods, raw materials and job work with related parties have been made in the ordinary course of business and at arm's length s and there were no transactions requiring approval of the Board/Shareholders. However, prior approval of the Audit Committee was sought for entering into the Related Party Transactions as required under the Companies Act, 2013 read with Rules made thereunder and Regulation 23 of the SEBI Listing Regulations, 2015.

The details of related party transactions are set out in the Notes to Financial Statements forming part of this Annual Report. The Policy on dealing with related party transactions is available on the website of the Company at www.celebritygroup.com.

b) Details of Non-compliance on matters related to Capital Markets

There has not been any non-compliance by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last 3 (three) Financial years.

i. The company has failed to complete the allotment of Equity shares within the period of 15 days from the date of passing of special resolution through postal ballot approved on 15th March, 2023 and subsequently, the allotment of equity shares was made on 31st March 2023 (with a delay of two days) However, The Company has obtained shareholders' approval again on 29th April, 2023 in accordance with Regulation 170(2) of SEBI (ICDR) Regulations, 2018 to rectify non-compliance of Regulation 170(1) of SEBI (ICDR) Regulations, 2018.

ii. The details of fine / penalty paid by the Company to BSE Limited ("BSE") and/or National Stock Exchange of India Limited ("NSE") for delayed compliance under the Listing Regulations during the Financial Year 2022-23, are as follows:

Regulation	Stock Exchange	Fine amount deposited	Status of application for Waiver / Reduction of Fine
Regulation 29	BSE & NSE	Rs. 11,800/- to each Stock Exchange	-

c) Vigil Mechanism/ Whistle Blower Policy:

The company has an established mechanism for Directors / Employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of directors/ employees who avail of the mechanism. The company affirms that no personnel has been denied access to the audit committee. The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any personnel may make protected disclosures concerning financial or accounting matters, in writing to the Chairman of the Audit Committee of the Company, as soon as possible but not later than thirty consecutive days after becoming aware of the same. The Chairman of the Audit Committee of the Company shall finalise and submit the report to the Audit Committee for further action.

d) Code of Conduct

The Company has adopted a Code of Conduct for all board members and senior management of the Company. The Code has been communicated to the directors and the members of the Senior Management of the Company. The code has been displayed on the Company's website namely www.celebritygroup.com. All the members of the Board and senior management have confirmed compliance with the Code for the year ended, 31st March 2024. The annual report contains a declaration to this effect signed by the Managing Director and the Company Secretary as Compliance Officer.

e) Code of Conduct to Regulate, Monitor and Report Trading by Insiders:

In accordance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders ("Insider Trading Code). The said Insider Trading Code applies to Directors, Senior Management Personnel, persons forming part of the Promoter(s) & Promoter(s) Group and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company ("designated persons"). Such designated persons are expected to be in compliance with the Insider Trading Code at all times. The structured digital database of Unpublished Price Sensitive Information (UPSI) is maintained with adequate internal controls.

f) CEO / CFO Certification

As required under Regulation 17 of the Listing Regulations, the CEO/CFO certificate for the financial year 2023-24 signed by Mr. Vidyuth Rajagopal, Managing Director and Mr. S Venkataraghavan, Chief Financial Officer was placed before the Board of Directors of the Company at their meeting held on 29th May 2024.

g) Details of compliance with Non-mandatory requirements

The status of compliance with non-mandatory recommendations of the Listing Regulations:

(a) **Audit Opinion:** The Company is already in the regime of Financial Statements with unmodified opinion.

(b) **Reporting of Internal Auditor:** The Internal Auditors report directly to the Audit Committee.

h) Policy for Determining 'Material' Subsidiaries:

The Company does not have any material subsidiary. Hence the requirement of Policy for determining 'material' subsidiaries does not arise.

i) Details of utilization of funds raised through preferential allotment or qualified institutional placement :

During the year the Company has made preferential allotment of 24,97,961 equity shares at a face value of Rs.10/- each at an issue price of Rs.21.08/- including premium of Rs.10.43/- per equity share to Arial Holdings 1, Foreign Portfolio Investor and the same was in compliance with section 62, 42 and other applicable provisions of the Act, rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements), 2018 and amount raised were applied to the purposes for which it were raised.

The Company has utilized ₹ 5.02 crores out of the ₹ 5.10 Crores raised from preferential issue and the excess portion of Rs.0.08 crores will be utilized against redemption of Redeemable Preference Shares in the next Installment.

The Company has not raised any funds through qualified institutional placement that are unutilized.

j) Total fees paid by the listed entity to the Statutory Auditor:

S. No	Name of Auditor	Description of Service	Amount ₹
1.	SRSV & Associates	Statutory Audit	Rs. 4,50,000

k) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year 2023-24

S. No	Particulars	Number of Complaints
1.	Number of complaints filed during the financial year	NIL
2.	Number of complaints disposed of during the financial year	NIL
3.	Number of complaints pending as on end of the financial year	NIL

l) Certificate regarding no disqualification of Directors:

A certificate from Mr. K.J. Chandra Mouli of M/s. BP & Associates, Company Secretary in Practice has been obtained stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this Report on Corporate Governance.

m) Details of recommendations of Committees which were not accepted by the board along with reasons:

During the year ended March 31, 2024, all recommendations made by the Committees of the Board of Directors (viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee & CSR Committee) were accepted by the Board of the Company.

Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations:

The Company has complied with all the requirements in this regard, to the extent applicable.

Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:

The Board of Directors periodically reviews the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. The Company has submitted quarterly compliance reports on Corporate Governance to Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations.

Equity shares in Unclaimed Suspense Account under Regulation 39 and Schedule VI of Listing Regulations.

The details of Equity shares in Unclaimed Suspense Account under Regulation 39 and Schedule VI of Listing Regulations are as follows:

Particulars	No. of Shareholders	No. of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 1st April, 2023	NIL	NIL
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	NIL	NIL
Number of shareholders to whom shares were transferred from the suspense account during the year	NIL	NIL
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on 31st March 2024	NIL	NIL

Declaration of Compliance with the Code of Conduct of the Company

As provided under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the said regulations, this is to confirm that all the Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct for the Financial Year ended March 31, 2024.

For Celebrity Fashions Limited

Date: 02nd August 2024
Place: Chennai

Vidyuth Rajagopal
Managing Director
(DIN:07578471)

Certificate on Compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Members

Celebrity Fashions Limited

We have examined the compliance of conditions of Corporate Governance by Celebrity Fashions Limited ("the Company") for the year ended 31st March 2024, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to a review of the procedures adopted and implementation thereof, by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management. We certify that the company has complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **BP & Associates**
Company Secretaries

Date : 02nd August 2024
Place: Chennai

K.J .CHANDRA MOULI
Partner
FCS: 11720|CP No: 15708
UDIN: F011720F000886957

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Celebrity Fashions Limited
SDF – IV & C2, Third Main Road,
MEPZ – SEZ, Tambaram,
Chennai – 600045

We have examined the relevant Registers, Records, Forms, Returns and Disclosures received from the Directors of CELEBRITY FASHIONS LIMITED having CIN L17121TN1988PLC015655 and having registered office at SDF- IV, 3rd Main Road, MEPZ- SEZ, Tambaram, Chennai -600045 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company*
1	Mrs. RAMA RAJAGOPAL	00003565	04/01/1994
2	Mr. VENKATESH RAJAGOPAL	00003625	28/04/1988
3	Mr. MANOJ MOHANKA	00128593	11/11/2019
4	Mrs. KRISHNAMURTHY SRIDHAR	02916536	01/08/2016
5	Mr. VIDYUTH VENKATESH RAJAGOPAL	07578471	01/08/2016
6	Mr. SANJIV DEWAN	01160371	30/03/2024

*The date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **BP & Associates**
Company Secretaries

Date : 02nd August, 2024
Place: Chennai

K.J .CHANDRA MOULI
Partner
FCS: 11720|CP No: 15708
UDIN: F011720F000886913

INDEPENDENT AUDITOR'S REPORT

To the Members of CELEBRITY FASHIONS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **CELEBRITY FASHIONS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, and the Statement of Cash Flows for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

The Company has accumulated losses of Rs.22.58 crores as on March 31, 2024. We have evaluated the appropriateness of the 'going concern' concept in accordance with SA-570, based on such evaluation and on the basis of the information and explanations given to us, we report that we have obtained sufficient evidence to establish the continuance of the Company as a going concern. The Financial Statements of the Company have been prepared on a going concern basis. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

a) Revenue recognition (Ind AS 115)

The application of the new standard on recognition of revenue involves significant judgment and estimates made by the management which includes identification of performance obligations contained in contracts, determination of the most appropriate method for recognition of revenue relating to the identified performance obligations, assessment of transaction price and allocation of the assessed price to the individual performance obligations.

Audit procedure involved review of the Company's Ind AS 115 implementation process and key judgments made by management, evaluation of customer contracts in light of Ind AS 115 on sample basis and comparison of the same with management's evaluation and assessment of design and operating effectiveness of internal controls relating to revenue recognition.

Based on the procedures performed, it is concluded that management's judgments with respect to recognition and measurement of revenue in light of IND AS 115 is appropriate.

Furthermore, the appropriateness of the disclosures made in Note No.22 & 1.5 to the financial statements was assessed.

b) Existence and impairment of Trade Receivables

Trade Receivables are significant to the Company's financial statements. The Collectability of trade receivables is a key element of the Company's working capital management, which is managed on an ongoing basis by its management. Due to the nature of the Business and the requirements of customers, various contract terms are in place which impacts the timing of revenue recognition. Given the magnitude and judgment involved in the impairment assessment of trade receivables, we have identified this as a key audit matter.

We performed audit procedures on existence of trade receivables, which included substantive testing of revenue transactions, obtaining trade receivable external confirmations and testing the subsequent payments received. Assessing the impact of trade receivables requires judgment and we evaluated management's assumptions in determining the provision for impairment of trade receivables, by analyzing the ageing of receivables, assessing significant overdue individual trade receivables and specific local risks, combined with the legal documentations, where applicable.

In calculating the Expected Credit Loss as per Ind AS 109 – "Financial Instruments", the Company has also considered the estimation of probable future customer default.

We tested the timing of revenue and trade receivables recognition based on the terms agreed with the customers. We also reviewed, on a sample basis, terms of the contract with the customers, invoices raised, etc., as a part of our audit procedures.

Furthermore, we assessed the appropriateness of the disclosures made in Note No. 1.17 to the financial statements.

c) Assessment of Provisions for taxation, litigations and claims:

As at March 31, 2024 Celebrity Fashions Limited had a provision in respect of possible or actual taxation disputes, litigation and claims to the tune of Rs. 0.29 crores These provisions are estimated using a significant degree of management judgment in interpreting the various relevant rules, regulations and practices and in considering precedents in various forums

The Audit addressed this Key Audit Matter by assessing the adequacy of tax Provisions by reviewing correspondence with tax Authorities

Discussing significant litigations and claims with the Company's Internal Legal Counsel

Obtaining Letters from Celebrity Fashions External Advisors including their views regarding the likely outcome and magnitude of and exposure to the relevant litigation and claims

Reviewing previous judgments made by relevant tax Authorities and opinions given by Company's advisors.

Assessing the reliability of the past estimates of the management.

Based on the procedures performed, it is concluded that the management's assessment of the outcome of pending litigations and claims is appropriate.

Furthermore, the appropriateness of the disclosures made in Note No. 40 to the financial statements was assessed.

d) Accuracy on valuation of Inventory

Management judgment is required to establish the carrying value of inventory particularly in relation to determining the appropriate level of provisions in relation to obsolete and Surplus items.

The judgment reflects that inventory is held to support Company's operations which results in the Company holding inventory for extended periods before utilization.

Audit procedures include testing the inventory provisions, we assessed the management control and estimation of inventory provisions and their appropriateness. The future salability of inventory was assessed based on past track records.

e) Adoption of IND AS 116 – Leases

As described in Note No.2 (B) to the financial statements, the Company has adopted Ind AS 116 - Leases (Ind AS 116). The application to this accounting standard is complex and is an area of focus in our audit.

Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting

future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgements and estimates including, determination of the discount rates and the lease term. Refer Note No. 2(B) & 1.23 to the financial statements.

Our audit procedures on adoption of Ind AS 116 include:

- Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116).
- Assessed the Company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business;
- Evaluated the reasonableness of the discount rates applied in determining the lease liabilities.

On a statistical sample, we performed the following procedures:

- assessed the key terms and conditions of each lease with the underlying lease contracts; and
- evaluated computation of lease liabilities and challenged the key estimates such as, discount rates and the lease term.
- Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures

Information Other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report but does not include the Standalone Financial Statements and our report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act, read with the rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, (herein after referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure 'A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

(c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in the equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account

(d) In our opinion, the aforesaid Standalone Financial Statements comply with the IND AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts Standards) Rules, 2014

(e) On the basis of the written representations received from the directors as on March 31, 2024 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position as referred to in Note No. 40 to the Standalone Financial Statements;

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts

iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company for the year ended March 31, 2024.

iv. (a) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. (Refer Note.49(L) to the Standalone Financial Statements).

(b) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note.49(m) to the Standalone Financial Statements) , and

(c) Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the Management under sub clause (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any Dividend during the year.

vi. Based on our examination which included test checks, the Company, in respect of financial year commencing on April 01, 2023, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3 (1) of the Companies (Accounts) Rules, 2014 is applicable from April 01, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014 on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For SRSV & Associates
Chartered Accountants
F.R No.015041S

V. Rajeswaran
Partner
Membership No. 020881
UDIN : 24020881BKDHQ08824

Date : 29th May, 2024
Place: Chennai

Annexure 'A' to the Independent Auditor's Report

The Annexure referred to in our Independent Auditor's Report to the members of **Celebrity Fashions Limited** on the Standalone Financial Statements for the year ended March 31, 2024,

i. In respect of the Company's Property, Plant, and Equipment:

(a) (A) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.

(B) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of Intangible Assets.

(b) The Company has a regular program of physical verification of its Property, Plant & Equipment by which Property, Plant & Equipment are verified in a phased periodical manner designed to cover all the items over a period of three years. In accordance with this program, certain Property, Plant & Equipment were verified during the year and no discrepancies were noticed on such verification. In our opinion this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets.

(c) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.

ii. (a) Physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

(b) According to the records of the Company and information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rupees Five crores, in aggregate from banks or financial institutions on the basis of security of current assets during the year. The quarterly returns or statements filed by the Company with the banks or financial institutions are in agreement with the unaudited books of accounts of the Company.

iii. (a) In our opinion and according to the explanations given to us, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships. However, the Company has granted loans and advances to the employees as detailed below.

₹. In Crores

To whom	Type (Loan/ adv/guarantee/ security)	Aggregate Amount during the year	Balance outstanding as at Balance sheet date
Employees	Loans	0.20	0.11
Employees	Advance in nature of loan	0.12	0.02

(b) In our opinion and according to the explanations given to us, the terms and conditions of the grant of all loans and advances in the nature of loans are not prejudicial to the Company's interest.

(c) In our opinion and according to the explanations given to us in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments are regular.

(d) In our opinion and according to the explanations given to us in respect of loans and advances in the nature of loans, no amounts are overdue for a period of more than 90 days.

(e) In our opinion and according to the explanations given to us, no loans or advance in the nature of loan granted which has fallen due during the year has been renewed or extended nor fresh loans have been granted to settle the overdue of existing loans given to the same parties.

(f) In our opinion and according to the explanations given to us, the Company has not granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

iv. In our opinion and according to the explanations given to us, in respect of loans, investments, guarantees, and security, the Company has complied with the provisions of Section 185 and 186 of the Companies Act. Therefore, the provisions of clause 3(iv) of the Order is not applicable to the Company.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder and hence reporting under clause 3(v) of the Order is not applicable to the Company.

vi. In our opinion and as explained to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for any of the products/services manufactured/rendered by the Company.

vii. In respect of statutory dues:

a) According to the records of the Company and information and explanations given to us, the Company is regular in depositing undisputed statutory dues including Goods and Service tax, provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There are no undisputed statutory dues outstanding for more than six months.

b) As at March 31, 2024 according to the records of the Company, the following are the particulars of the statutory dues referred in sub-clause (a) which have not been deposited on account of dispute:

Name of the Statue	Nature of Dues	Assessment Year to which the amount relates	Forum where the dispute is pending	Amount (₹. in Crores)
Income Tax Act, 1961	Income Tax	**2003-04**	Pending before the Assessing Officer	0.05
Income Tax Act, 1961	Income Tax	**2004-05**	Pending before the Assessing Officer	0.10
Income Tax Act, 1961	Fringe Benefit Tax	**2007-08**	Pending for rectification before the Assessing Officer	0.07
Income Tax Act, 1961	Fringe Benefit Tax	**2008-09**	Pending for rectification before the Assessing Officer	0.06
Income Tax Act, 1961	Income Tax	**2011-12**	Pending for rectification before the Assessing Officer and appeal before the Commissioner of Income Tax Appeals, Chennai	0.01
			Total	**0.29**

* Relating to Income Tax dues of Partnership Firm Celebrity Connections

viii. According to the information and explanations given to us and on the basis of records of the Company examined by us, in our opinion, the Company has no transactions that has not been recorded in the books of account and no unrecorded income was disclosed or surrendered as income during the year in the Tax assessments under the Income Tax,1961. Accordingly, clause 3(viii) of the Order is not applicable to the Company.

ix. (a) Based on our audit procedures and according to the information and explanations given to us by the management, we are of the opinion that the Company has not defaulted in repayment of loans or borrowings or in the payment of interest to any lenders during the year.

(b) According to the records of the Company and information and explanations given to us, the Company is not a declared willful defaulter by any bank or financial institution or other lender or Government or any Government Authority.

(c) According to the records of the Company and information and explanations given to us, term loans were applied for the purpose for which the loans were obtained. (Also refer Note 16 to the financial statements).

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, clause 3(ix)(e) of the Order is not applicable to the Company.

(f) The Company does not have any subsidiary, associate or joint venture. Accordingly, clause 3(ix)(f) of the Order is not applicable to the Company.

x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x) (a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us, the Company has made preferential allotment of shares during the year under review. In respect of the above issue, we further report that: The requirement of Section 42 of the Companies Act 2013, as applicable has been complied with; and the amounts raised during the year have been applied by the Company for the purpose for which the funds were raised. (Refer Note No.16 to the Standalone Financial Statements).

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.

xii. In our opinion, the Company is not a Nidhi Company. Accordingly, clause xii(a), (b), (c) of Para 3 of the Order is not applicable.

xiii. In our opinion and according to the information and explanation given to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.

xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The Reports of the Internal Auditors for the period under audit received till the date of our report have been considered by us.

xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with the Directors. Accordingly, clause 3(xv) of the Order is not applicable to the Company.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted non-banking financial activities or housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company

(d) Based on the information and explanation provided by the Management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the Management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. The Company has not incurred cash losses during the financial year and in the immediately preceding financial year. Accordingly, clause 3(xvii) of the Order is not applicable to the Company.

xviii. There has been no resignation of the statutory auditors during the year and accordingly clause 3(xviii) of the Order is not applicable to the company.

xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note.36 & 46 to the financial statements and Material uncertainty relating to going concern para in our audit report), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date will get discharged by the Company as and when they fall due.

xx. The Company has fully spent the required amount towards Corporate Social Responsibility ("CSR") and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Act, or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3 (xx) of the Order is not applicable for the year.

xxi. The Company does not have any subsidiary, associate or joint venture and hence not required to prepare consolidated financial statements. Accordingly, clause 3(xxi) of the Order is not applicable to the Company.

For SRSV & Associates
Chartered Accountants
F.R No.015041S

V. Rajeswaran
Partner
Membership No. 020881
UDIN : 24020881BKDHQ08824

Date : 29th May, 2024
Place: Chennai

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report of even date)

Report on the Internal Financial Controls over Financial Reporting under Clause(i) Of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **CELEBRITY FASHIONS LIMITED** ("the Company") as of March 31, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SRSV & Associates
Chartered Accountants
F.R. No. 015041S

V. Rajeswaran
Partner
Membership No. 020881
UDIN : 23020881BGXCIO4811

Date : 29th May, 2024
Place: Chennai

Balance Sheet as at 31st March 2024 ₹. In Crores

Particulars	Note No.	As at 31-Mar-24	As at 31-Mar-23
I ASSETS			
1 Non-Current Assets			
a. Property, Plant & Equipment	2. A	18.83	21.53
b. Right of Use Assets	2. B	11.79	4.40
c. Investment Property	3	0.00	0.00
d. Other Intangible Assets	4	0.00	0.01
		30.62	**25.94**
e. Financial Assets			
i. Other Financial Assets	5	3.86	3.96
f. Income Tax Assets	6	3.46	3.52
g. Deferred Tax Assets (Net)	7	0.00	0.00
Total Non-Current Assets		**37.94**	**33.42**
2 Current Assets			
a. Inventories	8	36.49	96.11
b. Financial assets			
i. Trade Receivables	9	55.71	32.75
ii. Cash and Cash Equivalents	10	0.26	5.22
iii. Bank Balances other than Cash and Cash Equivalents	11	3.32	3.24
iv. Other Financial Assets	5	0.14	0.18
c. Other Current Assets	12	8.77	9.93
Total Current Assets		**104.69**	**147.43**
Total Assets		**142.63**	**180.85**
II EQUITY AND LIABILITIES			
1 Equity			
a. Share Capital	13	56.55	54.05
b. Other Equity			
i. Reserves and Surplus	14	(22.58)	(27.35)
ii. Money received against Warrants	15	0.00	0.00
Total Equity		**33.97**	**26.70**
2 Liabilities			
Non-Current Liabilities			
a. Financial liabilities			
i. Borrowings	16	11.23	19.83
ii. Lease liabilties	17	9.13	2.62
b. Other non current liabilities	18	0.19	0.20
Total Non-Current Liabilities		**20.55**	**22.65**

Balance Sheet as at 31st March 2024

₹. In Crores

Particulars	Note No.	As at 31-Mar-24	As at 31-Mar-23
Current Liabilities			
a. Financial Liabilities			
i. Borrowings	16	42.50	59.55
ii. Lease liabilties	17	4.30	2.01
iii. Trade Payables			
Due to Micro, Small and Medium Enterprises	19	0.00	0.01
Due to Others	19	12.98	32.35
iv. Other Financial Liabilities	20	17.17	23.06
b. Other Current Liabilities	18	1.94	4.42
c. Short-Term Provisions	21	9.22	10.10
Total Current Liabilities		**88.11**	**131.50**
Total Liabilities		**108.66**	**154.15**
Total Equity and Liabilities		**142.63**	**180.85**

Summary of Material Accounting Policy Information 1

The accompanying notes are an integral part of the financial statements

To be read with our report of even date

For and on Behalf of the Board

SRSV & Associates
Chartered Accountants
Registration: 015041S

Venkatesh Rajagopal
Chairman
DIN: 00003625

Vidyuth Rajagopal
Managing Director
DIN 07578471

V. Rajeswaran
Partner
Membership Number 020881

H.Narayanarao
Company Secretary
M.No: A47309

S Venkataraghavan
Chief Financial Officer

Chennai
29th May 2024

Statement of Profit and Loss for the year ended 31st March 2024

₹ In Crores (except per share data)

Particulars		Note No.	For the Year Ended 31-Mar-24	For the Year Ended 31-Mar-23
I	**Income**			
	a. Revenue from Operations	22	342.62	364.21
	b. Other Income	23	0.23	0.13
	Total Income		**342.85**	**364.34**
II	**Expenses**			
	a. Cost of Materials	24	172.61	227.14
	b. Changes in Inventories of Finished Goods & Work-in-Progress - (Inc)/Dec	25	34.20	(23.96)
	c. Employee Benefit Expenses	26	75.62	80.57
	d. Finance Cost	27	9.66	7.22
	e. Depreciation and Amortisation Expenses	28	8.12	8.23
	f. Other Expenses	29	40.84	58.99
	Total Expenses		**341.05**	**358.19**
III	**Profit before Exceptional Items and Tax**		**1.80**	**6.15**
IV	**Exceptional Item - Expense / (Income)**	30	(0.04)	0.00
V	**Profit Before Tax**		**1.84**	**6.15**
VI	**Tax Expenses**			
	a. Current Tax Expense		0.00	0.00
	b. Deferred Tax		0.00	0.00
	Profit After Tax		**1.84**	**6.15**
VII	**Other Comprehensive Income**			
	Items that will not be reclassified to Profit or Loss			
	Remeasurement of post employment benefit obligations	31	0.32	0.55
	Income tax relating to these items			
	Other Comprehensive Income (net of tax expense)		**0.32**	**0.55**
VIII	**Total Comprehensive Income for the year**		**2.16**	**6.70**
IX	**Earnings Per Share - In ₹ before Extra-Ordinary Item**	45		
	Basic		0.39	1.30
	Diluted		0.39	1.30
X	**Earnings Per Share - In ₹ after Extra-Ordinary Item**	45		
	Basic		0.40	1.30
	Diluted		0.40	1.30
	Summary of Material Accounting Policy Information	1		

The accompanying notes are an integral part of the financial statements

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Chief Financial Officer

Chennai
29th May 2024

Statement of Cashflow for the year ended 31st March 2024 ₹ In Crores

S No.	Particulars	For the Year ended 31-Mar-24	For the Year ended 31-Mar-23
I	**Cashflow from Operation Activities**		
	Profit before Tax	1.84	6.15
	Adjustments to reconcile profit before tax to net cash flows :		
	Depreciation & Amortisation	8.13	8.23
	Finance Cost	9.66	7.22
	Profit on sale of Property	(0.04)	0.00
	Interest Income	(0.20)	(0.10)
	Government Grant	(0.03)	(0.03)
	Operating Profit before Working Capital Changes		
	Adjustments for:		
	Decrease / (Increase) in debtors and other receivables	(21.65)	34.32
	Decrease / (Increase) in inventories	59.61	(24.72)
	Increase / (Decrease) in creditors and other payables	(28.31)	(16.23)
	Cash generated from Operations	29.01	14.84
	Income Tax Refund / (Paid) (Net)	0.07	(0.03)
	Net Cash from Operating Activities (I)	**29.08**	**14.81**
II	**Cashflow from Investing Activities**		
	(Purchase) / Sale of Fixed Assets (Net)	(0.74)	(5.76)
	(Decrease) / Increase in Fixed Deposits (Net)	(0.08)	(1.58)
	Gross Proceeds from sale of property	0.04	0.00
	Interest Received	0.19	0.10
	Net Cash (used in) / from Investing Activities (II)	**(0.59)**	**(7.24)**
III	**Cashflow from Financing Activities**		
	Proceeds from Issue of Share Capital	5.10	5.02
	Application Money Received	0.00	0.00
	Short Term Borrowings	(13.18)	2.59
	Term Loan Receipts (Net)	(12.63)	2.67
	Interest and Finance Charges Paid	(9.51)	(7.01)
	Principal Repayment of Lease Liabilities	(3.23)	(5.98)
	Net Cash (used in) / from Financing Activities (III)	**(33.45)**	**(2.71)**
	Net Increase / Decrease in Cash and Cash Equivalents (I + II + III)	**(4.96)**	**4.86**
	Cash and Cash Equivalents (Opening Balance)	**5.22**	**0.36**
	Cash and Cash Equivalents (Closing Balance)	**0.26**	**5.22**

The accompanying notes are an integral part of the financial statements

To be read with our report of even date

For and on Behalf of the Board

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Company Secretary
M.No: A47309

S Venkataraghavan
Chief Financial Officer

Chennai
29th May 2024

Statement of Changes in Equity for the year ended 31st March 2024

₹ in Crores

A. Equity Share Capital

1. Current Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current report period
54.05	0.00	54.05	2.50	**56.55**

2. Previous Reporting Period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous report period
51.67	0.00	51.67	2.38	**54.05**

B. Other Equity

Particulars	Share application money pending allotment	Reserves and Surplus			Total
		Security Premium Reserve	Retained Earnings	Other Comprehensive Income (Gratuity Valuation)	
Balance as at 1st April 2022	0.00	4.40	(32.88)	(8.21)	(36.69)
Changes in accounting policy or prior period errors	0.00	0.00	0.00	0.00	0.00
Restated balance at the beginning of the previous reporting period	0.00	4.40	(32.88)	(8.21)	(36.69)
Profit for the Period	0.00	0.00	6.15	0.00	6.15
Total Comprehensie Income for the current year	0.00	0.00	0.00	0.55	0.55
Issue of Shares	0.00	2.64	0.00	0.00	2.64
Dividends	0.00	0.00	0.00	0.00	0.00
Transfer to retained earnings	0.00	0.00	0.00	0.00	0.00
Any other changes	0.00	0.00	0.00	0.00	0.00
Balance as at 31st March 2023	**0.00**	**7.04**	**(26.73)**	**(7.66)**	**(27.35)**
Changes in accounting policy or prior period errors	0.00	0.00	0.00	0.00	0.00
Restated balance at the beginning of the previous reporting period	0.00	7.04	(26.73)	(7.66)	(27.35)
Profit for the Period	0.00	0.00	1.84	0.00	1.84
Total Comprehensive Income for the current year	0.00	0.00	0.00	0.32	0.32
Issue of Shares	0.00	2.61	0.00	0.00	2.61
Dividends	0.00	0.00	0.00	0.00	0.00
Transfer to retained earnings	0.00	0.00	0.00	0.00	0.00
Any other changes	0.00	0.00	0.00	0.00	0.00
Balance at the end of the current reporting period	**0.00**	**9.65**	**(24.89)**	**(7.34)**	**(22.58)**

The accompanying notes are an integral part of the financial statements

To be read with our report of even date

For and on Behalf of the Board

SRSV & Associates
Chartered Accountants
Registration: 015041S

Venkatesh Rajagopal
Chairman
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V. Rajeswaran
Partner
Membership Number 020881

H.Narayanarao
Company Secretary
M.No: A47309

S Venkataraghavan
Chief Financial Officer

Chennai
29th May 2024

Notes on Financial Statements for the year ended 31st March, 2024

1 Material Accounting Policy Information

Company Overview

Celebrity Fashions Limited ("the Company") is a public limited company incorporated in India. The Company's equity shares are listed on BSE and NSE. The Registered office is located at Chennai.

1.1 Statement of Compliance

The financial statements have been prepared as a going concern in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act,2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

1.2 Basis of Preparation of Financial Statements

The financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

The principal accounting policies are set out below:

All assets and liabilities have been classified as current or noncurrent according to the Company's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

1.3 Going Concern

The Board of Directors have considered financial position of The Company at 31st March 2024 and projected cash flows and financial performance for at least twelve months from the date of approval of financial statements as well as planned cost and cash improvement actions, and believe that the plan for sustained profitability remains on course.

The Board of Directors have taken actions to ensure that appropriate long-term cash resources are in place at the date of signing the accounts to fund the Company's operations.

1.4 Use of Estimates and Judgements

The preparation of financial statements in conformity with IndAS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected.

1.5 Revenue Recognition

The Company has applied Ind AS 115 from April 1, 2018 and had opted for Modified retrospective application with the cumulative effect of initially applying this standard recognised at the date of initial application. The standard has been applied to all open contracts as on 1st April 2018, and subsequent contracts with customers from that date.

1.5.1 Sale of Goods

Revenue is recognised when the performance obligations are satisified and the control of the product is transferred, being when the goods are delivered as per the relevant terms of the contract at which point in time the Company has a right to payment for the asset, customer has possession and legal title of the asset, customer bears significant risk and rewards of ownership and the customer has accepted the asset or the Company has objective evidence that all criteria for acceptance have been satisfied.

Payment for the sale is made as per the credit terms in the agreements with the customers. The credit period is generally short term, thus there is no significant financing component.

1.5.2 Income from service

Revenue from job contract manufacturing activities is recognised when the performance obligations are satisfied and the control of the product is transferred at a point in time, being when the goods are delivered as per the relevant terms of the contract at which point in time the Company has a right to payment for the asset, customer has possession and legal title of the asset, customer bears significant risk and rewards of ownership and the customer has accepted the asset or the Company has objective evidence that all criteria for acceptance have been satisfied.

Payment for the sale is made as per the credit terms in the agreements with the customers. The credit period is generally short term, thus there is no significant financing component.

1.6 Foreign Currencies

1.6.1 Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in Indian rupee, which is the company's functional and presentation currency.

1.6.2 Transaction balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

1.7 Employee Benefits

1.7.1 Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services upto the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

1.7.2 Other Long term employee benefit

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of the expected future payments to be made in respect of services provided by employee upto the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

Notes on Financial Statements for the year ended 31st March, 2024

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the period-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet; to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

1.7.3 Post employment obligation

The Company operates the following post-employment schemes:

a. Define benefit plans such as gratuity for its eligible employees, and

b. Defined contribution plans such as provident fund

Defined Contribution plan:

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme and pension scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plan:

The Company has a gratuity defined benefit plans for its employees. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and the balancesheet. The Company has funded this with Reliance Life Insurance and SBI Life Insurance. The defined benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value of plan assets.

1.7.4 Bonus Plans

The Company recognizes a liability and an expense for bonus. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

1.8 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

1.8.1 Current Tax

The income tax expenses or credit is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted.

1.8.2 Deferred Tax

Deferred tax assets arising from timing differences are recognised to the extent there is reasonable certainty that these would be realised in future. In case of unabsorbed losses and unabsorbed depreciation, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profit. Unrecognized deferred tax assets of earlier periods are re-assessed and recognized to the extent that it has become reasonably certain or virtually certain as the case may be, that future taxable income will be available against which such deferred tax assets can be realized.

1.8.3 Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are also recognised in other comprehensive income or directly in equity respectively.

1.9 Property, Plant and Equipment

Property, Plant and Equipment are stated at cost including incidental expenses related to acquisition and installation, less accumulated depreciation and impairment if any. Such assets are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Direct costs are capitalized until the Property Plant And Equipment are ready for use. These costs includes non recoverable taxes, duties or levies, freight and any other directly attributable costs of bringing the asset to its working condition for its intended use.

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. The other repairs and maintenance of revenue nature are charged to profit or loss during the reporting period in which they are incurred. Gains and losses arising from retirement or disposal of the Property, Plant and Equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss on the date of retirement or disposal.

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. The assets' residual values, estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Gains and losses on disposal are determined by comparing proceeds with carrying amount and are credited / debited to profit or loss.

Notes on Financial Statements for the year ended 31st March, 2024

Category of Assets	Useful life under Companies Act, 2013	Useful life estimated by the Management
Buildings - Factory	30	30
Buildings - Office	60	60
Plant & Machinery*	15	18
Electrical Installation*	10	14
Office Equipments	5	5
Computers	3	3
Vehicles	8	8
Furniture & Fixtures	10	10

Additional depreciation is being provided to the extent required during the year of sale of assets. Assets, for which the estimated useful life is completed, have been removed from gross block and accumulated depreciation.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work - in -progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

1.10 Intangible Assets

Intangible assets are stated at cost less accumulated amortisation / depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs and any cost directly attributable in bringing the asset to its working condition for the intended use. Intangible assets are amortized over their respective individual estimated useful lives on a straight line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

Amortization of Intangible Assets

The amortization period and the amortization method for an intangible asset are reviewed, at least, at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Category of Assets	Useful life under Companies Act, 2013	Useful life estimated by the Management
Computer Software (Intangible)	3	3

1.11 Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment property is measured initially at its cost, including related transaction cost and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

1.12 Impairment of tangible and intangible assets

The Company assesses at each Balance Sheet date whether there is any indication due to internal or external factors that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the profit and loss account. If at any subsequent balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at recoverable amount subject to maximum of depreciated historical cost and is accordingly reversed in the profit and loss account.

1.13 Inventories

Raw Materials and Components are valued at lower of Cost or Net Realizable Value. Cost of the said is computed by applying Specific Identification Method. Work in Progress and Finished Goods are valued at lower of Cost or Net Realizable Value. Cost of these inventories includes Costs of Conversion and Other costs incurred in bringing them to the present location and condition.

Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

1.14 Provisions and contingencies

Provisions

Provisions are recognised when there is a present obligation or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are determined by discounting the expected future cash flows at a pre tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

1.15 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Notes on Financial Statements for the year ended 31st March, 2024

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

1.16 Financial Assets

1.16.1 Classification of financial assets

Classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. The Company classifies its financial assets in the following measurement categories:

-those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and

-those measured at amortised cost

Debt instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. There are 'three measurement categories into which the company classifies its debt instruments.

Amortised Cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss:

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain or losses in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

1.17 Trade Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost less provision for impairment.

1.18 Cash and Cash equivalents

In the cash flow statement, cash and cash equivalents includes cash in hand, cheques and drafts in hand, balances with bank and deposits held at call with financial institutions, short-term highly liquid investments with original maturities of three month or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement. Book overdraft are shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

1.19 Impairment of Financial assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

-Financial assets measured at amortized cost

-Financial assets measured at fair value through other comprehensive income

Expected credit loss are measured through a loss allowance at an amount equal to:

-the twelve month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within twelve months after the reporting date); or

-full life time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

1.20 Income Recognition

Interest Income

Interest income from debt instruments is recognized using the effective interest rate method.

1.21 Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest rate method or at fair value through profit or loss.

1.21.1 Trade and other payables

Trade and other payables represent liabilities for goods or services provided to the Company prior to the end of financial year which are unpaid.

1.21.2 Borrowing

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest rate method.

Notes on Financial Statements for the year ended 31st March, 2024

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

1.21.3 Foreign exchange gains or losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in profit or loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the exchange rate at the end of the reporting period. For financial liabilities that are measured as at fair value through profit or loss, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

1.22 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Company has only a single reportable segment.

1.23 Leases

Till March 31, 2019

Leases of property, plant and equipment where the Company, as a lessee has substantially all the risks and rewards of ownership, are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Contingent rents are payable as per the agreed terms.

With effective from April 1, 2019

From 1 April 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company.

Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable,
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be payable by the Company under residual value guarantees,
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition.

In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. Such modification is adjusted against the Right-of-use asset.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date less any lease incentives received,
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

1.24 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Notes on Financial Statements for the year ended 31st March, 2024

Other borrowing costs are expensed in the period in which they are incurred.

1.25 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

1.26 Earning Per Share

Basic earnings per share have been computed by dividing the net income by the weighted average number of shares outstanding during the year. Diluted earnings per share has been computed using the weighted average number of shares and diluted potential shares, except where the result would be anti-dilutive.

1.27 Exceptional Items

Exceptional Items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of Company's financial performance. Items which may be considered exceptional are diminution in value of investments in equity shares of subsidiaries, Impairment Loss, etc.

1.28 New standards and amendments

The Company has applied the following standards and amendmens for the first time for their annual reporting period commencing 1st April 2019:

i) Ind AS 116, Leases

ii) Uncertainty over income tax treatments - Appendix C to Ind AS 12, Income Taxes

iii) Plan amendment, Curtailment and Settlement - Amendments to Ind AS 19, Employee Benefits

iv) Amendment to Ind AS 12, Income Taxes

v) Amendment to Ind AS 23, Borrowing costs

The company adopted Ind AS 116 Leases standard, the impact of adoption has been disclosed as part of notes. Other amendments did not have any significant impact on the financial statements.

₹in Crores

2 A Property, Plant & Equipment

The reconciliation for changes in the carrying value of property, plant and equipment for the year ended March 31, 2024 are as follows:

Description	Lease Hold Land	Buildings	Plant & Machinery	Electrical Installation	Office Equipments	Computers	Vehicles	Furniture & Fixtures	Total
I. Gross Block									
Balance as at 1st April 2022	-	11.29	25.67	3.22	0.73	0.44	0.40	0.27	42.02
Additions	-	1.66	1.76	0.27	1.64	0.10	0.00	0.35	5.78
Disposals	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	**-**	**12.95**	**27.43**	**3.49**	**2.37**	**0.54**	**0.40**	**0.62**	**47.80**
Additions	-	-	0.72	0.01	0.03	0.02	-	0.04	0.82
Disposals	-	-	0.36	-	-	-	-	-	0.36
Balance as at 31st March 2024	**-**	**12.95**	**27.79**	**3.50**	**2.40**	**0.56**	**0.40**	**0.66**	**48.26**
II. Accumulated Depreciation									
Balance as at 1st April 2022	-	1.31	17.51	3.04	0.46	0.37	0.03	0.20	22.92
Depreciation expenses for the year	-	0.23	2.76	0.02	0.21	0.05	0.05	0.03	3.35
Disposal of assets	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	**-**	**1.54**	**20.27**	**3.06**	**0.67**	**0.42**	**0.08**	**0.23**	**26.27**
Depreciation expenses for the year	-	0.26	2.60	0.04	0.43	0.06	0.05	0.05	3.49
Disposal of assets	-	-	0.33	-	-	-	-	-	0.33
Balance as at 31st March 2024	**-**	**1.80**	**22.54**	**3.10**	**1.10**	**0.48**	**0.13**	**0.28**	**29.43**
III. Net Block									
Balance as at 31st March 2023	**-**	**11.41**	**7.16**	**0.43**	**1.70**	**0.12**	**0.32**	**0.39**	**21.53**
Balance as at 31st March 2024	**-**	**11.15**	**5.25**	**0.40**	**1.30**	**0.08**	**0.27**	**0.38**	**18.83**

Refer to notes 1.9 for information on significant accounting policies.

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

2 B Right to use Asset

Description	Building	Total
I. Gross Block		
Balance as at 1st April 2022	**16.62**	**16.62**
Additions during the year	-	-
(Deletions during the year due to modification of lease payments)	-	-
(Modification during the year due to modification of lease payments)	5.46	5.46
Balance as at 31st March 2023	**22.08**	**22.08**
Additions during the year	-	-
(Deletions during the year due to modification of lease payments)	-	-
(Modification during the year due to modification of lease payments)	12.03	12.03
Balance as at 31st March 2024	**34.11**	**34.11**
II. Accumulated Depreciation		
Balance as at 1st April 2022	12.81	12.81
Amortisation for the year	4.87	4.87
Disposal of assets	-	-
Balance as at 31st March 2023	17.68	17.68
Amortisation for the year	4.64	4.64
Disposal of assets	-	-
Balance as at 31st March 2024	**22.32**	**22.32**
III. Net Block		
Balance as at 31st March 2023	**4.40**	**4.40**
Balance as at 31st March 2024	**11.79**	**11.79**

The company has accupied the leased building for factory, the lease period, ranges from 2-7 years, lease terms included for workings is the non-cancellable period and expected lease term.

Company has excercised the option of short term leases and low value asset exemption.

Extension and termination options

Extension options has been included in a certain of leases. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations.

Critical judgements in determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options are only included in the lease term if the lease is reasonably certain to be extended.

For leases of factory building, the following are normally the most relevant:

- If there are significant penalties to terminate or not extend, the Company is typically reasonably certain to extend.
- If the leasehold improvements are expected to have a significant remaining value, the Company is typically reasonably certain to extend.
- Otherwise, the Company considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised or not exercised, or the Company becomes obliged to exercise or not exercise. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

The Company has adopted Ind AS 116 'Leases' with the date of initial application being April 1, 2019. Ind AS 116 replaces Ind AS 17 – Leases. The Company has applied Ind AS 116 using the modified retrospective approach with cumulative effect of initial application recognised in retained earnings at April 1, 2019. The comparative information in the financial statements would not be restated and would be presented based on the requirements of the previous standard i.e. Ind AS 17.

In adopting Ind AS 116, the Company has applied the below practical expedients:

- The company has not reassessed whether a contract is, or contains, a lease as per the definitions of Ind AS 116 at the date of initial application.
- The company applied a single discount rate to a portfolio of leases with reasonably similar characteristics.
- The company relied on its assessment of whether leases are onerous applying Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets, immediately before the date of initial application as an alternative to performing an impairment review as per Ind AS 36 Impairment of assets.
- The Company has treated the leases with remaining lease term of less than 12 months as "short term leases".

- The Company has excluded the initial direct costs from measurement of the right-of-use asset at the" date of transition.
- The company used hindsight, such as in determining the lease term if the contract contains options to extend or terminate the lease.

Effective 1st April 2019, the company has adopted Ind AS 116 "Leases" and applied the Standard to its leases retrospectively and has recognised the effect of the cumulative adjustment (net of taxes) of Rs.3.25 Crores in the opening balance of retained earnings, on the date of initial application (1st April 2019). Accordingly, comparatives for the period prior has not been restated.

The adoption of the Standard has resulted in recognising "Right-of-use asset" of Rs. 20.83 crores and a corresponding "Lease liability" of Rs. 20.83 crores as at the date of initial application. The net impact on retained earnings on 1st April 2019 is Nil.

3 Investment Property

The reconciliation for changes in the carrying value of Investment Property for the year ended March 31, 2024 are as follows:

Description	Land	Building	Total
I. Gross Block			
Balance as at 1st April 2022	-	-	-
Additions	-	-	-
Disposals	-	-	-
Balance as at 31st March 2023	**-**	**-**	**-**
Additions	-	-	-
Disposals	-	-	-
Balance as at 31st March 2024	**-**	**-**	**-**
II. Accumulated Depreciation			
Balance as at 1st April 2022	-	-	-
Depreciation expenses for the year	-	-	-
Disposal of assets	-	-	-
Balance as at 31st March 2023	**-**	**-**	**-**
Depreciation expenses for the year	-	-	-
Disposal of assets	-	-	-
Balance as at 31st March 2024	**-**	**-**	**-**
III. Net Block			
Balance as at 31st March 2023	**-**	**-**	**-**
Balance as at 31st March 2024	**-**	**-**	**-**

i.Fair Value

Sl.No.	Particulars	31-Mar-24	31-Mar-23
1	Investment Property	-	-

ii. Amounts recognised in profit or loss for investment property

Sl.No.	Particulars	31-Mar-24	31-Mar-23
	Rental Income		
1	Direct operating expenses from property that generated rental income	-	-
2	Direct operating expenses from property that did not generate rental income	-	-
	Profit from investment properties before depreciation	**-**	**-**
	Depreciation	-	-
	Profit from investment properties	**-**	**-**

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

4 Other Intangible assets

The reconciliation for changes in the carrying value of Intangible Asset for the year ended March 31, 2024 are as follows:

Description	Computer Software	Total
I. Gross Block		
Balance as at 1st April 2022	0.18	0.18
Additions	-	-
Disposals	-	-
Balance as at 31st March 2023	**0.18**	**0.18**
Additions	-	-
Disposals	-	-
Balance as at 31st March 2024	**0.18**	**0.18**
II. Accumulated Depreciation		
Balance as at 1st April 2022	0.16	0.16
Depreciation expenses for the year	0.01	0.01
Disposal of assets	-	-
Balance as at 31st March 2023	**0.17**	**0.17**
Depreciation expenses for the year	0.01	0.01
Disposal of assets	-	-
Balance as at 31st March 2024	**0.18**	**0.18**
III. Net Block		
Balance as at 31st March 2023	**0.01**	**0.01**
Balance as at 31st March 2024	**-**	**-**

Refer to note 1.10 for information on significant accounting policies.

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
5	**Other Financial Assets**		
	Non Current		
	Unsecured and considered good		
a	Security Deposits	3.86	3.96
	Total	**3.86**	**3.96**

Security Deposits include Rental, Electricity and Other Deposits which have been given for business purposes.

	Current		
	Unsecured and considered good		
b	Amount Receivable on Mark to Market on Forward Contracts	-	-
c	Interest Accrued on Fixed Deposits	0.01	-
d	Loans and advances to Employees	0.13	0.18
	Total	**0.14**	**0.18**
	Breakup of Other Financial Assets		
	Other Financial Assets considered good - Secured	0.01	0.00
	Other Financial Assets considered good - Unsecured	4.00	4.14
	Other Financial Assets which have significant increase in credit risk	-	-
	Other Financial Assets - Credit Impaired	-	-
	Total	**4.01**	**4.14**
	Less:Loss allowance	-	-
	Total Other Financial Assets	**4.01**	**4.14**

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
6	**INCOME TAX ASSETS**		
a	Balance due from Revenue Authorities	3.46	3.52
	Total	**3.46**	**3.52**

Balance due from Revenue Authorities comprises of tax refund due from the Income Tax Department which are outstanding for more than 12 months. Income Tax refund is determined after year wise set off of Advance Taxes Paid and taxes deducted at source against provision for taxation.

7	**DEFERRED TAX ASSETS**		
	Deferred Tax Asset	-	-
	Deferred Tax Asset on Unabsorbed Depreciation & Business Loss	-	-
	Total	**-**	**-**

During the previous year, the Company had recognized deferred tax asset on unabsorbed depreciation and brought forward business losses to the extent of corresponding deferred tax liability.

In accordance with the provisions of Ind AS 12 income taxes, the Company has deferred tax assets which have not been recognized due to absence of virtual certainty backed by convincing evidence of sufficient future taxable income against which such assets could be offset.

8	**INVENTORIES**		
a	Raw Materials	13.19	38.60
b	Work-in-Progress	1.09	1.79
c	Finished Goods	22.21	55.72
	Total	**36.49**	**96.11**

Write-downs of inventories to net realisable value amounted to ₹1.32 crs (31 March 2023 – ₹0 crs). These were recognised as an expense during the year and included in changes in value of inventories of work-in-progress, stock-in-trade and finished good

9	**TRADE RECEIVABLES**		
a	Dues from related parties	1.02	4.40
b	Unsecured and considered good	54.69	28.35
	Total	**55.71**	**32.75**
	Breakup of security details		
	Trade receivables considered good - secured	-	-
	Trade receivables considered good - unsecured	55.71	32.75
	Trade receivables which have significant increase in credit risk	-	-
	Trade receivables-credit impaired	-	-
	Total	**55.71**	**32.75**
	Less:Loss allowance	-	-
	Total Trade Receivables	**55.71**	**32.75**

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

PARTICULARS	As at 31-Mar-24	As at 31-Mar-23

Trade Receivables ageing schedule as at 31st March 2024

PARTICULARS	Outstanding for following period from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
i) Undisputed Trade receivables - Considered good	55.64	0.07	-	-	-	55.71
ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade receivables - Credit impaired	-	-	-	-	-	-
iv) Disputed Trade receivables - Considered good	-	-	-	-	-	-
v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade receivables - Credit impaired	-	-	-	-	-	-
Total	**55.64**	**0.07**	-	-	-	**55.71**

Trade Receivables ageing schedule as at 31st March 2023

PARTICULARS	Outstanding for following period from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
i) Undisputed Trade receivables - Considered good	29.44	3.31	-	-	-	32.75
ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade receivables - Credit impaired	-	-	-	-	-	-
iv) Disputed Trade receivables - Considered good	-	-	-	-	-	-
v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade receivables - Credit impaired	-	-	-	-	-	-
Total	**29.44**	**3.31**	**-**	**-**	**-**	**32.75**

10	**CASH AND BANK BALANCES**			
a	Cash and cash equivalents			
	Balances with Banks			
	In Current Account		0.13	5.09
	Cash on hand		0.13	0.13
	Total		**0.26**	**5.22**

11	**BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**			
a	Fixed Deposits with Banks		3.32	3.24
	Total		**3.32**	**3.24**

Fixed deposits with banks include deposits of ₹0.80 crs with a maturity of more than 3 months, but less than 12 months (Previous Year ₹3.06 crs)

Fixed deposits with banks comprises of restricted bank balances of ₹0.80 crs (Previous year ₹1.97 crs) The restrictions are primarily on account of fixed deposits held as margin money against borrowings / bank guarantees.

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
12	**OTHER CURRENT ASSETS**		
	Unsecured and considered good		
a	Advances to suppliers of goods and services	2.66	4.87
b	Advances to suppliers other than above (a)	1.66	0.12
c	Prepaid Expenses	0.63	0.36
d	Export Benefit Receivable		
	Duty Drawback Receivable	(0.03)	0.02
	ROSL Receivable	-	-
	MLFPS Receivable	-	-
e	Other Indirect Taxes Receivable		
	Service Tax Receivable	1.09	1.09
	GST Input Credit (Net)	2.66	3.37
	Cenvat Receivable	0.10	0.10
	Total	**8.77**	**9.93**
13	**SHARE CAPITAL**		
a	**Authorized, Issued, Subscribed and Paid-Up Share Capital**		
	Authorized Share Capital:		
	6,40,00,000 (Previous Year 6,40,00,000) Equity Shares of ₹10/- each	64.00	64.00
	Issued Capital		
	5,88,79,793 (Previous year 5,87,63,664) Equity Shares of ₹10/- each	58.88	58.76
	Subscribed and Paid up Capital		
	5,65,52,074 (Previous Year 5,40,54,113) Equity Share of ₹10/- each	56.55	54.05
	Total	**56.55**	**54.05**

Upon approval of the shareholders vide resolution dated 10th March 2024, the Company has allotted 24,97,961 shares on preferential basis to Arial Holding 1 on 20th March 2024.

b	**Reconciliation of the number of shares**		
	Number of Equity Shares outstanding at the beginning of the year	5,40,54,113.00	5,16,72,281.00
	Add: Number of Equity Shares issued during the year	24,97,961.00	23,81,832.00
	Number of Equity Shares outstanding at the end of the year	**5,65,52,074.00**	**5,40,54,113.00**

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
c	**Rights, Preferences and Restrictions attached to equity Shares**		
	Equity Shares having a par value of ₹10/- each with voting rights. Each holder of Equity Shares is entitled to one vote per share.		
	In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company in proportion to the number of Equity Shares held by the shareholders, after distribution of all preferential amounts.		
d	**Shares held by Holding Company, Ultimate Holding Company, Subsidiaries, Associates**	NIL	NIL

e **Details of Equity Shares held by each Shareholder holding more than 5%**

Name of the Shareholder	As at 31-Mar-24		As at 31-Mar-23	
	No. of Shares	% held	No. of Shares	% held
Mr. Venkatesh Rajagopal	1,09,57,617	19.38%	1,09,57,617	20.27%
Mrs. Rama Rajagopal	89,85,962	15.89%	89,85,962	16.62%
Davos International Fund	000	0%	45,65,000	8.45%
Mr. Charath Ram Narsimhan	19,96,745	3.53%	40,29,733	7.45%
ARES Diversified	39,04,276	6.90%	39,04,276	7.22%

f **Details of Equity Shares held by promoters at the end of the year**

Name of Promoter	No. of Shares as on 31-Mar-24	No. of Shares as on 31-Mar-23	% of Total Shares as on 31-Mar-24	% of Total Shares as on 31-Mar-23	% Change during the year
Mr. Venkatesh Rajagopal	1,09,57,617	1,09,57,617	19.38%	20.27%	0.90%
Mrs. Rama Rajagopal	89,85,962	89,85,962	15.89%	16.62%	0.73%

Name of Promoter Group	No. of Shares as on 31-Mar-24	No. of Shares as on 31-Mar-23	% of Total Shares as on 31-Mar-24	% of Total Shares as on 31-Mar-23	% Change during the year
Mr. Vidyuth Rajagopal	32,000	32,000	0.06%	0.06%	0.00%
Ms. Anjali Rajagopal	100	100	0.00%	0.00%	0.00%
Mr. Rajagopalan K A	646	646	0.00%	0.00%	0.00%

g **Shares reserved for issuance**

Convertible Warrants on Preferential basis in FY 2022-23	-	-
Convertible Warrants on Preferential basis in FY 2023-24	-	-
Total	**-**	**-**

As at 31st March 2024, NIL Warrants (Previous Year : NIL) were pending to be converted into Equity Shares of ₹10/- each.

h	**Shares allotted for consideration other than cash during the last 5 years**	NIL	NIL

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
14	**RESERVES AND SURPLUS**		
a	**Share Application Money Pending Allotment**		
	Opening Balance	0.00	0.00
	Add : Share Application Money received during the year	5.10	5.02
	Less : Shares Alloted during the year	5.10	5.02
	Share Application Money Pending Allotment	**0.00**	**0.00**
b	**Securities Premium Reserve**		
	Opening Balance	7.04	4.40
	Add : Premium received on Equity Shares issued during the year	2.61	2.64
	Closing Balance	**9.65**	**7.04**
c	**Surplus / (Deficit) in Statement of Profit and Loss**		
	Opening Balance	(34.39)	(41.09)
	Add : Profit / (Loss) for the year	1.84	6.15
	Add : Other Comprehensive Income	0.32	0.55
	Closing Balance	(32.23)	(34.39)
	Total	**(22.58)**	**(27.35)**

Securities Premium Reserve represent the premium received on issues of securities, the same is available for use as per Companies Act, 2013.

Retained earnings: Company's cumulative earnings since its formation minus the dividends/capitalisation and earnings transferred to general reserve.

15	**APPLICATION MONEY RECEIVED AGAINST SHARE WARRANTS**		
	Opening Balance	-	-
	Add:Received during the year	-	-
	Less: Converted during the year	-	-
	Closing balance	**-**	**-**
16 I	**NON CURRENT BORROWINGS**		
	Unsecured		
	Preference Shares		
	Authorized		
	2,60,00,000 (Previous Year 2,60,00,000) 1% Cumulative Redeemable Preference Shares of ₹10/- each	26.00	26.00
	Issued, Subscribed and Paid up		
	1,00,41,800 1% Cumulative Redeemable Preference Shares of ₹10/- each	10.04	20.08

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
	Preference Shares Classified as Borrowing held under amortised cost model	10.04	20.08
	Preference Shres Classified as Non-Current Borrowings	5.02	10.04
	Secured		
	Term loans from Banks	6.21	9.74
	Term Loan from Others	0.00	0.05
	Total	**11.23**	**19.83**
II	**CURRENT BORROWINGS**		
a	**Loans Repayable on Demand from Banks**		
	Secured		
	Working Capital Facilities	5.08	31.59
	Export Bills Discounted	28.82	15.49
b	**Current Maturities of Long-Term Borrowings**		
	Term loans from Banks	3.53	2.31
	Term Loan from Others	0.05	0.12
c	**Current Maturities of Preference Shres Classified as Current Borrowings**	5.02	10.04
	Total	**42.50**	**59.55**
	Net debt reconciliation		
	Current borrowings	(42.50)	(59.56)
	Non current borrowings	(11.23)	(19.83)
	Net debt	**(53.73)**	**(79.39)**

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
Particulars	Liabilities from financing activities	
	Non current borrowings	Current borrowings
Net debt as on 01st April 2022	(21.99)	(51.94)
Cash flows	2.16	(7.62)
Acquisition - Finance leases	0.00	0.00
Foreign Exchange Adjustments	0.00	0.00
Interest expense	(1.37)	(3.27)
Interest paid	1.37	3.27
Other non-cash movements		
-Acquisition/disposals	0.00	0.00
-Fair value adjustments	0.00	0.00
Net debt as on 31st March 2023	**(19.83)**	**(59.56)**
Net debt as on 01st April 2023	(19.83)	(59.56)
Cash flows	8.60	17.06
Acquisition - Finance leases	0.00	0.00
Foreign Exchange Adjustments	0.00	0.00
Interest expense	(1.17)	(3.33)
Interest paid	1.17	3.33
Other non-cash movements		
-Acquisition/disposals	0.00	0.00
-Fair value adjustments	0.00	0.00
Net debt as on 31st March 2024	**(11.23)**	**(42.50)**

d Rights, Preferences and Restrictions attached to Preference shares

The Cumulative Redeemable Preference Shares carry a dividend of 1% p.a. and will be redeemed in 5 equal annual installments starting with the financial year 2022.

e Details of 1% Cumulative Redeemable Preference Shares held by each Shareholder more than 5%

Name of the Shareholder	As at 31-Mar-24		As at 31-Mar-23	
	No. of Shares	% held	No. of Shares	% held
State Bank of India	1,00,41,800	100.0%	2,00,83,600	100.0%
% Holding				
State Bank of India		100.0%		100.0%

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
f	**Details of Term loans - Bank wise, Repayments and Security**		
	Term loans from State Bank of India	9.74	12.05
	Less: Loans Classified under Other Current Liabilities - being current maturities of long term borrowings	3.53	2.31
	Long Term Borrowings	**6.21**	**9.74**

The above facilities in the form of Term Loans, Export Packing Credit, Cash Credit and Export Bills Discounting facility are secured by way of charge on the inventories of the Company in the form of Raw Materials, Stock in Process and Finished Goods, Receivables and Other Current Assets. The Loans are additionally Secured by the following collaterals :

Hypothecation charge of the entire plant & machinery

Equitable mortgage over leasing rights of land (2.306 acres) and building (168050 Sq.ft) at plot no.C-2, Phase - II,

Pledge of 1,41,68,540 shares belonging to the Promoter Directors

Personal Guarantee of Promoter Directors & Managing Director

There were no pending obligations on interest and debt repayment to the lender, State Bank of India as on 31st March 2024

The Company had issued 2,51,04,500 1% Cumulative Redeemable Preference Shares of Rs.10/- each to State Bank of India redeemable in five equal instalments between FY22 to FY26 . The second Instalment due on March 31, 2023 is redeemed on April 29, 2023. And the third instalment due on March 31,2024 is redeemed on March 26, 2024 out of proceeds from preferential allotment of equity shares made on March 31, 2023 and March 20, 2024 respectively.

17	**LEASE LIABILITY**		
	Non-Current	9.13	2.62
	Current	4.30	2.01
	Total	**13.43**	**4.63**

Net Debt Reconciliation

Particulars	Lease obligations
Net debt as at 1st April 2022	5.15
On Adoption of Ind AS 116	0.00
Cash flows	(5.97)
Acquisitions – leases	0.00
Interest expenses	0.84
Interest Paid	(0.84)
Modification of lease liability	5.45
Deletion of lease liability	0.00
Net Debt as on 31st March 2023	**4.63**

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

Particulars	Lease obligations
Net debt as at 31 March 2023	4.63
On Adoption of Ind AS 116	0.00
Cash flows	(3.23)
Acquisitions – leases	12.03
Interest expenses	2.51
Interest Paid	(2.51)
Modification of lease liability	0.00
Deletion of lease liability	0.00
Net Debt as on 31st March 2024	**13.43**

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
18	**OTHER NON CURRENT LIABILITIES**		
	Government Grant	0.19	0.20
	Total	**0.19**	**0.20**
	CURRENT		
	Advance from Customers	0.71	2.83
	Withholding and Other Taxes Payable	1.20	1.56
	MLFPS Payable	0.00	0.00
	Government Grant	0.03	0.03
	Total	**1.94**	**4.42**
19	**TRADE PAYABLES**		
a	Micro, Small and Medium Enterprises	0.00	0.01
b	Others	12.98	32.35
	Total	**12.98**	**32.36**

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows :

	Particulars	31-03-2024	31-03-2023
a	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.00	0.01
b	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
c	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
d	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

	Particulars	31-03-2024	31-03-2023
e	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
f	Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
g	Further interest remaining due and payable for earlier years outstanding on the same.	-	-

Others include Bills Acceptances of ₹.0. crs (Previous Year ₹.5.98 crs).

Trade Payables ageing schedule as at 31st March 2024

PARTICULARS	Outstanding for the following period from due date of payment				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
i) Undisputed dues - MSME	0.00	0.00	0.00	0.00	0.00
ii) Undisputed dues - Others	12.96	0.02	0.00	0.00	12.98
iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00
iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00
Total	**12.96**	**0.02**	**0.00**	**0.00**	**12.98**

Trade Payables ageing schedule as at 31st March 2023

PARTICULARS	Outstanding for the following period from due date of payment				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
i) Undisputed dues - MSME	0.01	0.00	0.00	0.00	0.01
ii) Undisputed dues - Others	32.27	0.08	0.00	0.00	32.35
iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00
iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00
Total	**32.28**	**0.08**	**0.00**	**0.00**	**32.36**

20 OTHER FINANCIAL LIABILITY

		31-03-2024	31-03-2023
a	**Expenses Payable**		
	Accrued Expenses	7.33	12.80
	Interest Payable	0.00	0.00
	Interest Payable on Preference Shares Classified as Borrowings	2.50	2.34
	Salaries and Wages Payable	3.82	4.99
	Bonus Payable	3.47	2.52
	Total	**17.12**	**22.65**
b	**Amount Payable on Mark to Market on Forward Contracts**	0.05	0.41
	Total	**17.17**	**23.06**

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
21	**SHORT-TERM PROVISIONS**		
a	**Provision for Employee Benefits**		
	Provision for Unavailed leave	4.94	5.04
	Provision for Gratuity (Refer Note 44)	4.28	5.06
	Total	**9.22**	**10.10**

22 REVENUE FROM OPERATIONS (GROSS)

Revenue from contracts with customers are disaggregated into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. The Company identifies geography, amongst others to indicate the factors as mentioned above.

The details of revenue from sale of products on the basis of geography is provided :

a	**Sale of Products**		
	Manufactured goods		
	Exports	323.63	335.69
	Domestic	14.56	18.67
b	**Other Operating Revenues**		
	Income from Job Contract Manufacturing Activities	2.66	1.33
	Export Incentives	1.77	8.52
	Total	**342.62**	**364.21**

The operations of the Company relate to only one segment viz., garment manufacturing. Thus, the information on the relationship between disaggregated revenue under Ind AS 115 and for reportable segment under Ind AS 108 is not required.

Transaction price allocated to the remaining performance obligations

The Company's contracts with customers are short term contracts with performance obligations that has an original expected duration of one year or less. Therefore, taking the practical expedient, the details on transaction price allocated to the remaining performance obligations are not disclosed.

There is no impact on the retained earnings as on the date of adoption of the standard. There is no effect on any financial statement line item due to application of this standard and there is no requirement to disclose the same.

23	**OTHER INCOME**		
a	Interest income from Financial Assets at amortised cost	0.19	0.10
b	Net Gain / (Loss) on Foreign Currency Transactions (Other than considered in finance costs)	0.00	0.00
c	Others	0.04	0.03
	Total	**0.23**	**0.13**

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
	Interest income comprises:		
	Interest on fixed deposits with Banks	0.18	0.09
	Interest on employee loans	0.01	0.01
	Other income comprises:		
	Government Grants	0.04	0.03
	Other Non-Operating Incomes	0.00	0.00
24	**COST OF MATERIALS**		
	Opening Stock of Materials	38.60	37.84
	Add: Purchases of Materials	147.20	227.89
	Closing Stock of Materials	(13.19)	(38.59)
	Total	**172.61**	**227.14**
25	**CHANGE IN INVENTORIES OF FINISHED GOODS / WORK-IN-PROGRESS - (INC) / DEC**		
	Closing Stock		
	Finished Goods	22.21	55.72
	Work-in-Progress	1.09	1.78
	Opening Stock		
	Finished Goods	55.72	31.85
	Work-in-Progress	1.78	1.69
	Total	**34.20**	**(23.96)**
26	**EMPLOYEE BENEFITS EXPENSE**		
	Salaries and Wages	66.95	69.44
	Contribution to Provident and Other Funds	6.50	7.36
	Staff Welfare Expenses	2.17	3.77
	Total	**75.62**	**80.57**
27	**FINANCE COSTS**		
a	**Interest on Financial liability not at Fair Value through Profit & Loss**		
	Term loans	1.02	1.17
	Working Capital & Others	3.33	3.27
	Preference Shares	0.16	0.20
	Interest on Lease Liability	2.50	0.84
b	**Other Borrowing Costs - Bank Charges**	2.65	1.74
	Total	**9.66**	**7.22**

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
28	**DEPRECIATION**		
	Depreciation PPE	3.48	3.36
	Amortisation of Right to use asset	4.64	4.87
	Total	**8.12**	**8.23**
29	**OTHER EXPENSES**		
	Subcontracting and Material Processing Costs	3.62	4.24
	Subcontracting Stitching and Finishing Costs	1.02	5.87
	Consumables	3.82	3.97
	Power & Fuel	4.03	4.08
	Rent	1.26	1.97
	Insurance	0.80	1.07
	Maintenance Expenses	2.39	7.74
	Rates and Taxes	0.65	0.53
	Shipping Charges	2.06	5.92
	Export Expenses	(0.80)	(1.06)
	Traveling & Conveyance	9.11	9.23
	Consultancy Charges	5.01	3.49
	Communication Expenses	0.68	1.01
	Selling Commission	0.04	0.45
	Printing & Stationery	0.26	0.28
	Auditors' Remuneration	0.06	0.07
	Directors Remuneration	1.88	1.38
	Directors Sitting Fees	0.18	0.11
	CSR Expenditure (Refer Note No.: 47)	0.06	0.05
	Foreign Currency Transactions - Net Loss (Other than considered in finance costs)	0.80	3.48
	Other Miscellaneous Expenses	3.91	5.11
	Total	**40.84**	**58.99**

Auditors' Remuneration includes ₹4.50 lakhs (Previous Year ₹4.50 lakhs) against Statutory Audit, ₹1.00 lakhs (Previous Year ₹1.00 lakhs) against Tax Audit. Secretarial Audit Fee ₹1.15 lakhs (Previous year₹1.15 lakhs).

An amount of ₹0.20 lakhs (Previous Year ₹0.30 lakhs) was paid to the Auditors towards certification, out-of-pocket expenses and for representation in taxation matters and Tax Audit and the same is classified under Consultancy Charges.

Provision for Variable Bonus of ₹. 24 lakhs to Managing Director has been included Directors Remuneration, (Previous Year ₹. 24 lakhs classified under Bonus).

30	**EXCEPTIONAL ITEMS - Expense / (Income)**		
	Profit on Sale of Immovable Property	(0.04)	0.00
	Total	**(0.04)**	**0.00**
31	**OTHER COMPREHENSIVE INCOME**		
	Items that will not be reclassified to Profit or Loss		
	Remeasurement of post employment benefit obligations	0.32	0.55
	Income tax relating to these items	0.00	0.00
	Total	**0.32**	**0.55**

Notes on Financial Statements for the year ended 31st March 2024 ₹in Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
32	**Fair Value Measurement**		
	Financial instruments by category		
	Financial Assets		
	Amortised cost		
	Trade receivables	55.71	32.75
	Loans and advances to Employees	0.13	0.18
	Cash and cash equivalents	0.26	5.22
	Other bank balances	3.32	3.24
	Security deposits	3.86	3.96
	Interest accrued on Fixed Deposits	0.01	0.00
	Fair value through Profit & Loss		
	Amount Receivable on Mark to Market on Forward Contracts	-	-
	Total financial assets	**63.29**	**45.35**
	Financial liabilities		
	Long Term Borrowings	6.21	9.79
	Preference Share as long term borrowings	5.02	10.04
	Short Term Borrowings	37.48	49.51
	Preference Share as short term borrowings	5.02	10.04
	Trade payables	12.98	32.36
	Other Financial Liability	17.17	23.06
	Total financial liabilities	**83.88**	**134.80**

(a) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

There are no transfers between levels 1 and 2 during the year.

The company's policy is to recognise transfers in and transfers out of fair value hierarchy levels as at the end of the reporting period.

(b) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include the use of quoted market prices or dealer quotes for similar instruments The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other current financial liabilities are considered to be the same as their fair values, due to their short-term nature.

PARTICULARS	As at 31-Mar-24	As at 31-Mar-23

33. Financial risk management

The company's activities expose it to market risk, liquidity risk and credit risk.

A.Credit risk

Company faces credit risk from cash and cash equivalents, deposits with banks and financial institutions and unsecured trade receivables. The company doesn't face any credit risk with other financial assets.

(i) Credit risk management

Credit risk on deposit is mitigated by depositing the funds in reputed private sector bank. For trade receivables, the primary source of credit risk is that these are unsecured.The Company sells the products to customers only when the collection of trade receivables is certain and whether there has been a significant increase in the credit risk on an on-going basis is monitored throughout each reporting period. As at the balance sheet date, based on the credit assessment the historical trend of low default is expected to continue. An impairment analysis is performed at each reporting date on an individual basis for major clients. Any recoverability of receivables is provided for based on the impairment assessment. Historical trends showed as at 31st March 2024 company had no significant credit.

B.Liquidity risk

Objective of liquidity risk management is to maintain sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

(i) Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

a) all non-derivative financial liabilities, and

b) net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities ₹in Crores

Non Derivatives	31-Mar-24			31-Mar-23		
	Maturing within 1 year	Maturing after 1 Year	Total	Maturing within 1 year	Maturing after 1 Year	Total
Short term Borrowing	46.62	-	46.62	51.65	-	51.65
Long Term Borrowing	8.98	11.85	20.83	12.80	20.84	33.63
Expenses payable	17.12	-	17.12	22.65	-	22.65
Trade Payables	12.98	-	12.98	32.36	-	32.36
Lease liabilities	4.30	9.13	13.43	2.01	2.62	4.63
Total Non Derivative liabilities	**90.00**	**20.98**	**110.98**	**121.46**	**23.46**	**144.92**

PARTICULARS	As at 31-Mar-24	As at 31-Mar-23

C.Market risk

(i) Foreign currency risk

The company activities exposes it to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and EURO Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:

Particulars	31-Mar-24			31-Mar-23		
	USD	EURO	GBP	USD	EURO	GBP
Financial assets						
Trade receivables	46.64	0.27	0.09	21.27	0.00	0.00
Foreign Currency Risk (Asset)	**46.64**	**0.27**	**0.09**	**21.27**	**0.00**	**0.00**
Financial liabilities						
Trade payables	9.28	0.00	0.00	14.71	0.00	0.00
Foreign Currency Risk (Liability)	**9.28**	**0.00**	**0.00**	**14.71**	**0.00**	**0.00**
Net exposure to foreign currency risk	**37.36**	**0.27**	**0.09**	**6.56**	**0.00**	**0.00**

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from major foreign currency denominated financial instruments

	Impact on profit after tax	
	31-Mar-24	31-Mar-23
USD sensitivity INR/USD Increases by 1.40%	0.52	0.33
EURO Sensitivity INR/EURO Increases by 0.95%	0.00	0.00
GBP Sensitivity INR/GBP Increases by 3.79%	0.00	0.00

* Holding all other variable constant

Notes to the Accounts as at 31st March 2024 ₹ In Crores

PARTICULARS	As at 31-Mar-24	As at 31-Mar-23

34. Capital management

(a) Risk management

The company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, The company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Particulars	31-Mar-24	31-Mar-23
Share Capital	56.55	54.05
Reserves and Surplus	(22.58)	(27.35)
Money Received Against Warrants	0.00	0.00
Preference Share Capital	10.04	20.08
Networth	**44.01**	**46.78**
Company considers preference shares as part of the equity for its performance evaluation		
Debt	6.21	9.79
Debt / Equity	0.14	0.21

Debt consists of Long term borrowings only.

Company intents to maintain optimal gearing ratio of one times of equity.

35. Segment Information

(All amounts in ₹Crores unless otherwise stated)

The company is primarily in the business of manufacturing and export of garments to reputed multinational brand. Chief Operating Decision Makers (CODM) evaluates the company's performance and allocate resources based on the analysis of various performance indicators of the company as single unit. Therefore there is only single reportable segment for the Company. Company is domiciled in India.

The Company has identified Geographical Segment as the secondary segment which consists of:

a) Domestic (Sales to customers located in India)
b) International (Sales to customers located outside India)

Revenue from Operation	Domestic	Overseas	Total
FY 2023-24	18.99	323.63	342.62
FY 2022-23	28.52	335.69	364.21

Revenues of approximately ₹ 221.29 crores (31st March 2023 ₹ 221.68 crores) are derived from a single external customer.

Revenue directly attributable to segments is reported based on items that are individually identifiable to that segment. The Company believes that it is not practical to allocate segment expenses, segment results, assets used, except trade receivables, in the Company's business or liabilities contracted since the resources / services/ assets are used interchangeably within the segments. All fixed assets are located in India. Accordingly, no secondary segmental information is disclosed.

Notes to the Accounts as at 31st March 2024 ₹ In Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
36	The company has significant accumulated losses. In this connection, the company has implemented various initiatives to improve on the efficiencies and control the losses. In view of the various strategic initiatives that the Company is exploring, it is confident of being able to continue and operate the business on a "Going Concern" basis and accordingly the financial statements have been prepared on the same lines.		
37	Some balances of Trade/Other receivables, Trade/Other Payables and Loans and Advances are subject to confirmation/reconciliation. Adjustments (if any) will be accounted for on confirmation/reconciliation of the same. In the opinion of the Board of Directors this will not have a material adverse impact on the Company's financial position and results of operations.		
38	Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act 2006")		
	i) Total outstanding dues of micro enterprises and small enterprises (see note below)	0.00	0.01
	ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	12.98	32.35
39	**EARNINGS PER SHARE**		
	Earnings Per Share - In ₹ before Extra-Ordinary Item		
	Basic	0.39	1.30
	Diluted	0.39	1.30
	Earnings Per Share - In ₹ after Extra-Ordinary Item		
	Basic	0.40	1.30
	Diluted	0.40	1.30
	Earnings per Share is calculated as under:		
a	**Numerator**		
	Net Profit after Tax as disclosed in Statement of Profit and Loss (Before Extra-Ordinary Item)	2.12	6.70
	Net Profit after Tax as disclosed in Statement of Profit and Loss (After Extra-Ordinary Item)	2.16	6.70
b	**Denominator**		
	Weighted Average Number of Equity Share Outstanding		
	Basic	5,41,36,013	5,16,78,807
	Diluted	5,41,36,013	5,16,78,807
c	**Nominal Value of Equity Share (In ₹)**	**10.00**	**10.00**
40	**CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR)**		
a	Guarantees given by Banks and counter Guaranteed by the Company	0.00	0.00
b	On account of Letters of Credit issued by Bankers on behalf of the Company	0.00	0.13
c	Claims against Company not acknowledged as debts being petition/ appeals pending before the Assessing Officer/ Commissioner of Income Tax (Appeals).	0.29	0.29

Based on the decisions of the appellate authorities for the earlier years and interpretations of other relevant provisions, the Company is of the opinion that the demands are likely to be deleted and consequently no provision has been made for such demands. The Management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

Notes to the Accounts as at 31st March 2024 ₹ In Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
d	In terms of the "Master Restructuring Agreement dated August 11, 2015 ("MRA") entered into between SBI and CFL, with an effective date of March 31, 2011, SBI had extended concessional interest rate for the credit facilities sanctioned and has preferred a recompense claim against CFL vide the above stated agreement. The estimated contingent liability of the Recompense amount, as on 31st Mar'21, has been determined at Rs.56.19 Cr. This amount may be payable in future, based on profits and cash flows, in the manner to be determined between CFL and SBI. The exact modalities shall be detailed once the technical matters related to payment of agreed settlement amount reaches a finality between parties.	56.19	56.19
41	**Commitments**		
	(a) Capital commitments		
	Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows: Property, plant and equipment	-	-
	(b) Lease commitments		
	Within one year	6.18	2.64
	Later than one year but not later than five years	11.37	2.88
42	In respect of amounts mentioned under section 125 of the Companies Act, 2013 there are no dues that are required to be transferred to Investor Education and Protection Fund as at 31st March 2024 ₹ NIL (31st March 2023 ₹ NIL)	-	-

43 RELATED PARTY TRANSACTIONS

a Key Managerial Personnel:

Mr. Vidyuth Rajagopal - Managing Director
Mrs. Rama Rajagopal - Whole Time Director
Mr. Venkataraghavan S - Chief Financial Officer
Mr. Narayana Rao H - Company Secretary

b Relative of Key Managerial Personnel

Mr. Venkatesh Rajagopal

c Enterprises under Control or Significant Influence of Key Managerial Personnel:

M/s Indian Terrain Fashions Limited
M/s Celebrity Connections

d Other Related Parties (Company Managed Funds)

(i) Gratuity Fund of Celebrity Fashions Limited
Celebrity Employees Group Gratuity Trust

Notes to the Accounts as at 31st March 2024 ₹ In Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
e	**Transactions carried out with Related Parties during the Year**		
	Key Managerial Personnel		
	Managerial Remuneration - Mr. Vidyuth Rajagopal	1.10	0.84
	Managerial Remuneration - Mrs. Rama Rajagopal	0.78	0.78
	Remuneration - Mr. Venkataraghavan S	0.44	0.30
	Remuneration - Mr. Narayana Rao H (From 30-03-2024)	0.02	0.00
	Remuneration - Mr. Rishi Kumar A (Till 01-12-2023)	0.08	0.11
	Total	**2.42**	**2.03**
	Enterprises Under Same Management		
	M/s Indian Terrain Fashions Limited		
	Sales of Goods	1.03	8.19
	Purchase of Goods	0.00	0.00
	Rent Paid	0.00	0.02
	M/s Celebrity Connections	0.00	0.00
	Other Related Parties (Company Managed Funds)		
	Gratuity Fund of Celebrity Fashions Limited		
	Celebrity Employees Group Gratuity Trust	2.01	1.22
	Total	**3.04**	**9.43**
f	**Outstanding Balances**		
i	Payable as Managerial Remuneration - Mr. Vidyuth Rajagopal	0.21	0.16
	Payable as Managerial Remuneration - Mrs. Rama Rajagopal	0.05	0.07
	Payable as Remuneration - Mr. Venkataraghavan S	0.03	0.03
	Payable as Remuneration - Mr. Narayana Rao H	0.01	0.00
	Payable as Remuneration - Mr. Rishi Kumar A	0.00	0.01
ii	Trade Receivable against Material Transfers - Indian Terrain Fashions Limited	1.02	4.40

44 EMPLOYEE BENEFIT PLAN - GRATUITY

The employees' gratuity fund scheme managed by a Trust is a defined benefit plan. The present value of obligation is determined based on the actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Amount Recognized in the Balance Sheet in respect of gratuity		
Present Value of Defined Benefit Obligation at the end of the Year	5.21	5.59
Fair Value of Plan Assets at the end of the Year	0.93	0.53
Net Liability / (Asset)	**4.28**	**5.06**

Notes to the Accounts as at 31st March 2024 ₹ In Crores

PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
Amount Recognized in Profit and Loss Account in respect of gratuity		
Current Service Cost	1.17	1.38
Past service cost	0.00	0.00
Interest on Defined Benefit Obligations	0.41	0.38
Interest on Plan Assets	(0.04)	(0.03)
Total	**1.54**	**1.73**
Amount Recognized in Other comprehensive income in respect of gratuity		
Net Actuarial (Gain) / Loss recognized during the Period	(0.32)	(0.55)
Actual Return on Plan Assets		
Interest return on Plan Assets	(0.04)	(0.03)
Actuarial Gain / (Loss) on Plan Assets	0.00	0.00
Actual Return on Plan Assets	**(0.04)**	**(0.03)**
Reconciliation of present value of obligation and the fair value of the plan assets		
Opening Defined Benefit Obligation	5.59	5.60
Current Service Cost	1.17	1.38
Past service cost	0.00	0.00
Interest Cost	0.41	0.38
Actuarial (Gain) / Loss on obligations		
Acturial (Gains) / Losses on Obligations due to change in demographic assumptions	0.00	0.11
Actuarial (Gain) / Loss on obligations due to changes in financial assumptions	(0.10)	(0.27)
Actuarial (Gain) / Loss on obligations due to experience adjustments	(0.22)	(0.38)
Benefits Paid	(1.64)	(1.22)
Closing Defined Benefit Obligation	**5.21**	**5.59**
Opening Fair Value of Plan Assets	0.53	0.50
Interest income on Plan Assets	0.04	0.03
Return in excess of interest income	0.00	0.00
Employer Contributions	2.01	1.22
Benefits Paid	(1.64)	(1.22)
Closing Fair Value of Plan Assets	**0.94**	**0.53**
Closing balances of Defined Benefit Obligation		
Defined Benefit Obligation at the beginning of the Year	5.59	5.60
Interest Cost	0.41	0.38
Current Service Cost	1.17	1.38
Benefit Paid	(1.64)	(1.22)
Actuarial (gain) / loss on obligations	(0.32)	(0.55)
Liability at the end of the Year	5.21	5.59

Notes to the Accounts as at 31st March 2024 ₹ In Crores

PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
Closing balances of Fair Value of Plan Assets		
Fair Value of Plan Assets at the beginning of the Year	0.53	0.50
Expected Return on Plan Assets	0.04	0.03
Employer Contributions	2.01	1.22
Benefits Paid	(1.64)	(1.22)
Actuarial gain/(loss) on Plan Assets	0.00	0.00
Fair Value of Plan Assets at the end of the Year	0.94	0.53
Actual Return on plan assets	0.04	0.03
Investment Details of Plan Assets		
Money Market Instruments	0%	0%
Assets under Insurance Schemes	100%	100%
Principal Actuarial Assumptions at the Balance Sheet Date		
Discount Rate	7.21%	7.41%
Estimated Rate of Return on Plan Assets	7.21%	7.41%
Rate of Salary increase	5.50%	6.00%
Rate of employee turnover	9.00%	9.00%
Mortality rate during employement	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

The estimates of future salary increases, considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Sensitivity Analysis		
Projected Benefit Obligation on current assumptions	**5.21**	**5.59**
Decrease in obligation due to +1% change in discount rate	(0.31)	(0.35)
Increase in obligation due to -1% change discount rate	0.34	0.39
Increase in obligation due to +1% change in rate of salary increase	0.34	0.39
Decrease in obligation due to -1% change in rate of salary increase	(0.31)	(0.35)
Delta Effect of +1% Change in Rate of Employee Turnover	0.01	(0.01)
Delta Effect of -1% Change in Rate of Employee Turnover	(0.01)	0.00

The Sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occuring at the end of the reporting period holding all other assumptions constant

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated

Furthermore, in presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet

Notes to the Accounts as at 31st March 2024 ₹ In Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
	There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.		
	Maturity analysis of the the benefits from the fund		
	Within One year	0.53	0.48
	Within two to five years	2.02	2.17
	After five years to ten years	2.64	2.85
	After ten years and above	3.89	4.78
45	**DISCLOSURE AS PER REGULATION 34 OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015**		
	Loans and advances in the nature of loans given to Subsidiaries, Associates and Others	0.00	0.00

46 RATIO ANALYSIS AND ITS ELEMENTS

	Ratio	31-Mar-24	31-Mar-23	% Change	Reason for Variance
a	Current Ratio	1.25	1.14	9.72%	
b	Debt - Equity Ratio	1.58	2.97	(46.80%)	#1
c	Debt Service Coverage Ratio	0.48	3.47	(86.24%)	#2
d	Return on Equity Ratio	0.05	0.23	(76.43%)	#3
e	Inventory Turnover Ratio	3.12	2.43	28.58%	#4
f	Trade Receivables Turnover Ratio	7.75	7.26	6.71%	
g	Trade Payables Turnover Ratio	6.49	6.48	0.24%	
h	Net Capital Turnover Ratio	21.08	30.31	(30.44%)	#5
i	Net Profit Ratio	0.01	0.02	(68.13%)	#6
j	Return on Capital Employed	0.21	0.25	(17.71%)	
k	Return on Investment	0.12	0.12	1.66%	

#1 The Net Equity has increased due to additional equity allotment and Debt has reduced on Redemption of 1%CRPS.

#2 Significant reduction in Working Capital Loan and repayment of 2 tranches of CRPS has impacted DSCR.

#3 The equity has gone up by 27% and reduction in revenue has impacted PAT.

#4 Regulated the supply chain process and inventory levels are maintained at optimum level.

#5 Increase in Debtors has impacted net capital turnover.

#6 Decreased revenue and Increase in Rate of Interest & Employee Cost has effected in Net Profit Ratio.

Notes to the Accounts as at 31st March 2024 ₹ In Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23

Ratios are worked out based industry norms and accordingly previous year ratios are reworked to make them comparable. Items considered in Numerator and Denominator for arriving Financial Ratios are given as follows:

	Ratio	Numerator	Denominator
a	Current Ratio	Current Assets	Current Liabilities Excluding Lease Liabilities (accounted as per INDAS 116)
b	Debt - Equity Ratio	Borrowings	Equity + Other Equity
c	Debt Service Coverage Ratio	EBDITA (Excluding Interest on Lease Liabilities)	Interest + Prinicipal Repayments
d	Return on Equity Ratio	PAT	Equity + Other Equity
e	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory
f	Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables
g	Trade Payables Turnover Ratio	Net Purchases	Average Trade Payables
h	Net Capital Turnover Ratio	Revenue from Operations	Average Working Capital
i	Net Profit Ratio	PAT	Revenue from Operations
j	Return on Capital Employed	EBIT	Average Capital Employed
k	Return on Investment	EBDITA	Average of Opening & Closing Total Assets

47 CORPORATE SOCIAL RESPONSIBILITY

	PARTICULARS		
a	Amount required to be spent by the company during the year	0.06	0.05
b	Amount of expenditure incurred	0.06	0.05
c	Shortfall at the end of the year	0.00	0.00
d	Total of previous years shortfall	0.00	0.00
e	Reason for shortfall : No shortfall on CSR Expenditure made.		
f	Nature of CSR activities : Women Empowerment, Education		
g	Details of related party transactions :	0.00	0.00

Provision is not required with respect to a liability incurred as there is no contractual obligation.

48 OTHERS

a	**Aggregate Expenses**		
	Electricity Expenses included under Power and Fuel	3.10	3.20
b	**Earnings in Foreign Currency**		
	Export of Goods - FOB Value	323.63	335.69
c	**Expenditure in Foreign Currency**		
	Software Expenses	0.34	0.40
	Travel	0.00	0.17
	Claims	0.00	0.00
	Spares	0.02	0.01
	Testing Charges	0.03	0.26
	Consultancy	0.03	0.04

Notes to the Accounts as at 31st March 2024 ₹ In Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
d	**Value of Imports**		
	Raw materials	66.94	90.83
	Capital Goods	0.00	1.17
e	**Imported and Indigenous Consumption of Raw materials**		
	Imported		
	₹ In Crores	78.50	90.53
	% to Total	45.48%	39.86%
	Indigenous		
	₹ In Crores	94.11	136.61
	% to Total	54.52%	60.14%

49 OTHER DISCLOSURES

a Foreign Exchange Differences

Amount of Exchange Difference Gain / (Loss) included in Profit and Loss Account	(0.80)	(3.48)

b The Title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreement with MEPZ - SEZ has expired on 31-12-2022 Approval has been received from The Development Commissioner and Chariperson, MEPZ – SEZ, Chennai – 600045 for renewal of the lease from 01/01/2023 and the lease agreement are executed and registered on 22/06/2023) are held in the name of the Company.

c The Company has not granted Loans or Advances in the nature of loan to any promoters, Directors, KMPs and the related parties (As per Companies Act, 2013), which are repayable on demand or period of repayments.

d In the opinion of the Management , Current Assets, Loans and Advances have a value of at least equal to the amounts shown in the Balance Sheet, if realized in the due course of the business. The provision for all liabilities is adequate and not in excess of the amount reasonably necessary.

e The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

f The Company does not have any transactions with companies struck off.

g The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

h The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

i The Company has sanctioned facilities from banks on the basis of security of current assets. The periodic returns filed by the Company with such banks are in agreement with the books of accounts of the Company except for quarter 1and quarter 2. The company has followed the instruction from bank and submitted the stock statement in value to the extent its eligible for Drawing power and however the differential quantities are declared separately under “Stock not Considered for DP” and disclose entire stocks in quantities in stock statement as per books of accounts.

Notes to the Accounts as at 31st March 2024 ₹ In Crores

	PARTICULARS	As at 31-Mar-24	As at 31-Mar-23
j	The Company has adhered to debt repayment and interest service obligations on time. "wilful defaulter" related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.		
k	The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.		
l	The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries		
m	The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,		
n	The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).		
o	The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.		
50	The figures / percentages / ratios for the previous period have been reclassified / reworked / regrouped wherever necessary including for amendments relating to Schedule III of the Companies Act, 2013 for better understanding and comparability.		

To be read with our report of even date

For and on Behalf of the Board

SRSV & Associates
Chartered Accountants
Registration: 015041S

Venkatesh Rajagopal
Chairman
DIN: 00003625

Vidyuth Rajagopal
Managing Director
DIN 07578471

V. Rajeswaran
Partner
Membership Number 020881

H Narayanarao
Company Secretary
M.No: A47309

S Venkataraghavan
Chief Financial Officer

Chennai
29th May 2024

REGISTERED BOOK POST

If undelivered please return to

Celebrity Fashions Limited

SDF-IV & C2, 3rd Main Road,
MEPZ-SEZ, Tambaram, Chennai - 600 045.
Tel : +91 44 4343 2300 / 2200
Fax : +91 44 43432128