



# Celebrity Fashions Limited

September 30, 2016

National Stock Exchange of India Ltd  
Exchange Plaza, C/1, Block G,  
Bandra Kurla Complex,  
Mumbai-400 051.

BSE Limited  
Phiroze Jee Jee Bhoy Towers  
Bandra (East), Dalal Street  
Mumbai 400 001.

Dear sir/ Madam,

**Sub: Submission of Voting Results of the 27<sup>th</sup> Annual General Meeting.**

**Ref: Regulation 44 of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.**

**Security Code-532695; Security ID- CELEBRITY**

With reference to the above subject, we herewith enclose the voting results of the 27<sup>th</sup> Annual General Meeting of the members of the company held today, September 30, 2016 at 3.00 P.M as per the format prescribed under Regulation 44 of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015 along with this letter and Scrutinizer's Report.

Please note that all the 6 resolutions have been passed with requisite majority as prescribed under applicable law and Regulations.

Copy of this letter shall also be hosted on the website of the company viz. [www.celebritygroup.com](http://www.celebritygroup.com)

Kindly take the above information on your records and acknowledge the receipt of the same.

Thanking you

Yours faithfully

**For Celebrity Fashions Limited**

**A. Rishi Kumar**  
Company Secretary  
Encl:a/a



CELEBRITY FASHIONS LIMITED  
Voting Results as per Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

S No.	Particulars	Details
1	Date of Annual General Meeting	30th September 2016
2	Total number of shareholders on record date	13,494
	No. of shareholders present in the meeting either in person or through proxy:	
	Promoters and Promoter Group:	2
3	Public:	38
	No. of Shareholders attended the meeting through Video Conferencing	
	Promoters and Promoter Group	NIL
4	Public	NIL

Agenda-wise disclosure : All the resolutions passed with requisite majority

Item no. 1 - Adoption of Audited Financial Statement for the Financial year ended March 31, 2016 and the Report of the Board of Directors and Auditors Report thereon

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		14692035	99.99	14692035	0	100.00	0
	Poll	14692781		0	0	0	0	0
	Ballot			0	0	0	0	0
	Total	14692781	14692035	99.99	14692035	0	100.00	0
Public-Institution s	E-Voting			0	0	0	0	0
	Poll	5450000		0	0	0	0	0
	Ballot			0	0	0	0	0
	Total	5450000		0	0	0	0	0
Public- Non Institution s	E-Voting		1060963	5.63	1060963	300	99.97	0.03
	Poll	18860984	1316	0.01	1316	0	100.00	0
	Ballot			0	0	0	0	0.00
	Total	18860984	1062779	5.63	1061979	300	99.97	0.03
Total	GRAND TOTAL	39003765	15754314	40.39	15754014	300	99.998	0.002



Item no.2- Appointment of Mrs. Rama Rajagopal, (DIN: 00003565) who retires by rotation and being eligible seeks re-appointment

Category	Mode of Voting	No. of shares held	Ordinary Resolution					% of Votes against on votes polled
			Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No	% of Votes polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour	
Promoter and Promoter Group	E-Voting	1		9649981	65.68	9649981	4	(7)=[(5)/(2)]*100
	Poll			0	0	0	0	0
	Ballot			0	0	0	0	0
Public-Institution s	Total	14692781		9649981	65.68	9649981	0	100.00
	E-Voting			0	0	0	0	0
	Poll			0	0	0	0	0
Public- Non Institution s	Total	5450000		0	0	0	0	0
	E-Voting			0	0	0	0	0
	Poll			0	0	0	0	0
Total	Total	18860984		1060963	5.63	1060963	325	99.97
	E-Voting			1316	0.01	1316	0	100.00
	Poll			0	0.00	0	0	0.00
GRAND TOTAL		39003765		10712760	27.46	10711935	325	99.97
Total								0.003

\* 5042054 are obtained votes in promoter group

Item no.3- Re-appointment of M/s. CNGSN & Associates LLP and M/s. Anil Nair & Associates as Auditors of the company for the financial year 2015-17.

Category	Mode of Voting	No. of shares held	Ordinary Resolution					% of Votes against on votes polled
			Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No	% of Votes polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour	
Promoter and Promoter Group	E-Voting	1		14692035	99.99	14692035	4	(7)=[(5)/(2)]*100
	Poll			0	0	0	0	0
	Ballot			0	0	0	0	0
Public-Institution s	Total	14692781		14692035	99.99	14692035	0	100.00
	E-Voting			0	0	0	0	0
	Poll			0	0	0	0	0
Public- Non Institution s	Total	5450000		0	0	0	0	0
	E-Voting			0	0	0	0	0
	Poll			0	0	0	0	0
Total	Total	18860984		1060963	5.63	1060963	300	99.97
	E-Voting			1316	0.01	1316	0	100.00
	Poll			0	0.00	0	0	0.00
GRAND TOTAL		39003765		15754314	40.39	15754014	300	99.98
Total								0.002





Item no.4 - Appointment of Mr. Vidyuth Rajagopal as a Director

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0	0
	Poll	14692781		0	0	0	0	0
	Ballot			0	0	0	0	0
	Total	14692781		0.00	0	0	0	0
Public-Institution s	E-Voting		0	0	0	0	0	0
	Poll	5450000		0	0	0	0	0
	Ballot			0	0	0	0	0
	Total	5450000		0	0	0	0	0
Public- Non Institution s	E-Voting		1060963	5.63	1060638	325	99.97	0.03
	Poll	18860984	1316	0.01	1316	0	100.00	0
	Ballot		0	0.00	0	0	0.00	0.00
	Total	18860984	1062279	5.63	1061954	325	99.97	0.03
Total	GRAND TOTAL	39003765	1062279	2.72	1061954	325	99.97	0.03

\* 14692305 are abstained votes in promoter group

Item no.5 - Appointment of Mr. Vidyuth Rajagopal as a Whole Time Director

Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0*	0.00	0	0	0	0
	Poll	14692781		0	0	0	0	0
	Ballot			0	0	0	0	0
	Total	14692781		0.00	0	0	0	0
Public-Institution s	E-Voting		0	0	0	0	0	0
	Poll	5450000		0	0	0	0	0
	Ballot			0	0	0	0	0
	Total	5450000		0	0	0	0	0
Public- Non Institution s	E-Voting		1060963	5.63	1060663	300	99.97	0.03
	Poll	18860984	1316	0.01	1316	0	100.00	0
	Ballot		0	0	0	0	0.00	0
	Total	18860984	1062279	5.63	1061979	300	99.97	0.03
Total	GRAND TOTAL	39003765	1062279	2.72	1061979	300	99.97	0.03

\* 14692305 are abstained votes in promoter group



**Item no.6 - Appointment of Mr. K Sridhar as an Independent Director**

Resolution required: (Ordinary/ Special)

**Whether promoter/ promoter group are interested in the agenda/resolution?**

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [6]=[(4)/(2)]*100	% of Votes against on votes polled [7]=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1	2	100	4	5	66.67	33.33
	Poll	14692781	14692035	99.99	14692035	0	100.00	0
	Ballot		0	0	0	0	0	0
	Total	14692781	14692035	99.99	14692035	0	100.00	0
Public-Institution s	E-Voting		0	0	0	0	0	0
	Poll	5450000	0	0	0	0	0	0
	Ballot		0	0	0	0	0	0
	Total	5450000	0	0	0	0	0	0
Public- Non Institution s	E-Voting		1060963	5.63	1060638	325	99.97	0.03
	Poll	18860984	1316	0.01	1316	0	100.00	0
	Ballot		0	0.00	0	0	0.00	0.00
	Total	18860984	1062279	5.63	1061954	325	99.97	0.03
Total	GRAND TOTAL	39003765	15754314	40.39	15753989	325	99.998	0.002

For CELEBRITY FASHIONS LIMITED

**A. Rishi Kumar**  
**COMPANY SECRETARY**





COMBINED SCRUTINIZER REPORT FOR E-VOTING  
OF  
CELEBRITY FASHIONS LIMITED

To  
THE CHAIRMAN,  
CELEBRITY FASHIONS LIMITED  
SDF - IV & C 2, Third Main Road, MEPZ - SEZ,  
Tambaram, Chennai-600045.

Dear Sir,

SUB: PASSING OF RESOLUTIONS THROUGH E-VOTING AND POLL CONDUCTED AT THE  
27TH ANNUAL GENERAL MEETING.

I, S. Bhaskar, Partner of BP & Associates, Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by

- i. The Board of Directors at their meeting of the Company held on 01<sup>st</sup> August 2016 for the purpose of Scrutinizing the e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
  - ii. The Chairman of the 27<sup>th</sup> Annual General Meeting of the Company for conducting poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 27<sup>th</sup> Annual General Meeting of the members of the Company, held on Friday, 30<sup>th</sup> September, 2016 at 03.00 P.M. at the Registered Office of the Company Situated at SDF IV & C2, 3<sup>rd</sup> Main Road, MEPZ/SEZ, Tambaram, Chennai-600 045.
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 27<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by M/s. Central Depository Services Limited, the authorized agency engaged by the Company to provide facilities for e-voting and at the time of poll at Annual General Meeting.
  3. The e-Voting results were unblocked by me on Friday, 30<sup>th</sup> September, 2016 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 30<sup>th</sup> September, 2016 attached herewith.
  4. At the 27th Annual General Meeting of the Company held on Friday, 30<sup>th</sup> September, 2016 at 03.00 P.M., the Chairman of the meeting had called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.







5. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in Form MGT-13 dated 30<sup>th</sup> September, 2016.

The results of the e-voting together with that of the poll are as under:

Item No of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 1 of the Notice (Ordinary Resolution)	e-Voting	15752698.00	100.00%	300	0%	0	15752998.00	99.99%
	Poll	1316.00	100.00%	0	0%	0	1316.00	0.01%
	<b>Total</b>	<b>15754014.00</b>	<b>100.00%</b>	<b>300</b>	<b>0%</b>	<b>0</b>	<b>15754314.00</b>	<b>100.00%</b>
Item No: 2 of the Notice (Ordinary Resolution)	e-Voting	10710619.00	100.00%	325	0%	5042054	10710944.00	99.99%
	Poll	1316.00	100.00%	0	0%	0	1316.00	0.01%
	<b>Total</b>	<b>10711935.00</b>	<b>100.00%</b>	<b>325</b>	<b>0%</b>	<b>5042054</b>	<b>10712260.00</b>	<b>100.00%</b>
Item No: 3 of the Notice (Ordinary Resolution)	e-Voting	15752698.00	100.00%	300	0%	0	15752998.00	99.99%
	Poll	1316.00	100.00%	0	0%	0	1316.00	0.01%
	<b>Total</b>	<b>15754014.00</b>	<b>100.00%</b>	<b>300</b>	<b>0%</b>	<b>0</b>	<b>15754314.00</b>	<b>100.00%</b>
Item No: 4 of the Notice (Ordinary Resolution)	e-Voting	1060638.00	99.97%	325	0%	14692035	1060963.00	99.88%
	Poll	1316.00	100.00%	0	0%	0	1316.00	0.12%
	<b>Total</b>	<b>1061954.00</b>	<b>99.97%</b>	<b>325</b>	<b>0%</b>	<b>14692035</b>	<b>1062279.00</b>	<b>100.00%</b>
Item No: 5 of the Notice (Special Resolution)	e-Voting	1060663.00	99.97%	300		14692035	1060963.00	99.88%
	Poll	1316.00	100.00%	0	0%	0	1316.00	0.12%
	<b>Total</b>	<b>1061979.00</b>	<b>99.97%</b>	<b>300</b>	<b>0%</b>	<b>14692035</b>	<b>1062279.00</b>	<b>100.00%</b>
Item No: 6 of the Notice (Ordinary Resolution)	e-Voting	15752673.00	100.00%	325	0%	0	15752998.00	99.99%
	Poll	1316.00	100.00%	0	0%	0	1316.00	0.01%
	<b>Total</b>	<b>15753989.00</b>	<b>100.00%</b>	<b>325</b>	<b>0%</b>	<b>0</b>	<b>15754314.00</b>	<b>100.00%</b>

All the resolutions stand passed under e-voting and poll with the requisite majority.





**BP & ASSOCIATES**  
Company Secretaries

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to handover these records to you or other person as authorised by you.

Thanking you,

Yours Faithfully,

S Bhaskar,  
Partner of BP & Associates  
Company Secretaries  
C. P. No: 8315



Place: Chennai-83

Date: 30<sup>th</sup> September, 2016





FORM NO.MGT – 13  
REPORT OF SCRUTINIZER  
FOR  
CELEBRITY FASHIONS LIMITED

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014]

To  
THE CHAIRMAN,  
CELEBRITY FASHIONS LIMITED  
SDF - IV & C 2, Third Main Road,  
MEPZ - SEZ,  
Tambaram, Chennai-600045.

Respected Sir,

Sub: Scrutinizer Report - Passing of Resolution through Electronic Voting-Reg

I, S. BHASKAR, Partner of M/s. BP & Associates, Company Secretaries, Chennai - 83, was appointed as scrutinizer for the 27<sup>th</sup> Annual General Meeting ("AGM") of the members of "CELEBRITY FASHIONS LIMITED ("the Company")" held on Friday, the 30<sup>th</sup> September 2016 at 3.00 P.M. at SDF - IV & C 2, Third Main Road, MEPZ - SEZ, Tambaram, Chennai-600045, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and sub rule (xii) of Rule 20(4) of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The e-Voting period remained open from 9.00 A.M. on Tuesday, the 27<sup>th</sup> September, 2016 up to 5.00 P.M. Thursday, the 29<sup>th</sup> September, 2016.
2. The Shareholders holding shares as on the "cut off" date, i.e. 23<sup>rd</sup> September, 2016 were entitled to vote on the proposed 06 (Six) resolutions (Item No 1 to 6) as mentioned in the Notice of 27<sup>th</sup> Annual General Meeting of the Company.
3. The e-votes were unblocked on Friday, the 30<sup>th</sup> September, 2016 at 8.00 P.M. in the presence of two witnesses, namely Mr.V Gopalan and Mr.P.A.Abilash

They have signed below in confirmation of the votes being unblocked in their presence.

Name: V Gopalan

Name: Mr.P.A.Abilash

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" or "Against", were downloaded from the e-voting website of M/s. Central Depository Services (India) Limited (<https://www.evoting.cdsl.com/>)





5. The result of the e- voting is as under:

**A. ITEM NO- 1: ORDINARY RESOLUTION**

To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2016 and Balance Sheet as at that date and the Directors' Report.

Particulars	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	12	15752698	100%
Voted against the resolution	1	300	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
	-		-

**B. ITEM – 2: ORDINARY RESOLUTION**

To appoint a Director in place of Mrs. Rama Rajagopal (DIN 00003565) who retires by rotation and being eligible, has offered herself for re-appointment.

Particulars	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	9	10710619	100%
Voted against the resolution	2	325	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
	2		5042054



**C. ITEM – 3: ORDINARY RESOLUTION**

To ratify the appointment of Auditors of the Company who were appointed at the 25th Annual General Meeting to hold Office for a period of 3 years (i.e) till the conclusion of next Annual General Meeting of the Company to be held in the Calendar year 2017, and to authorize the Board of Directors to fix their remuneration and to pass the following as on Ordinary Resolution thereof

Particulars	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	12	15752698	100%
Voted against the resolution	1	300	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
	-		-

**D. ITEM – 4: ORDINARY RESOLUTION**

Appointment of Mr. Vidyuth Rajagopal, as a Director.

Particulars	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	6	1060638	100%
Voted against the resolution	2	325	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
	5		14692035







E. ITEM -5 SPECIAL RESOLUTION

Appointment of Mr.Vidyuth Rajagopal as Whole-time Director

Particulars	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	7	1060663	100%
Voted against the resolution	1	300	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
	5		14692035

F. ITEM -6 ORDINARY RESOLUTION

Appointment of Mr. K.Sridhar as an Independent Director

Particulars	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	11	15752673	100%
Voted against the resolution	2	325	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
			-





**BP & ASSOCIATES**  
Company Secretaries

6. The Register, all other papers and relevant records relating to e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

Thanking You

Yours faithfully,

S Bhaskar  
Partner of BP & Associates,  
Company Secretaries  
C P No: 8315



Place: Chennai  
Date: 30.09.2016