



Celebrity Fashions Limited

22nd September, 2020

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: Disclosure of Voting Results of the 31st Annual General Meeting

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

At the 31st Annual General Meeting ("AGM") of Celebrity Fashions Limited held on 21st September, 2020 through Video Conferencing ("VC") facility, all the items of business contained in the Notice of AGM, were transacted and approved by the Shareholders with requisite majority.

Please find enclosed the details of voting results (i.e. result of remote e-voting together with that of the e-voting conducted at the AGM) as prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated Scrutinizer's report.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For CELEBRITY FASHIONS LIMITED

A. Rishi Kumar

Company Secretary & Compliance Officer

Encl: a/a

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

Voting Results as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company	CELEBRITY FASHIONS LIMITED
Date of Annual General Meeting	21st September 2020
Total number of shareholders on record date i.e 14th September 2020	13,411
No. of shareholders present in the meeting either in person or through proxy:	Not applicable
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	4
Public:	31

Item No. 1 - To receive, consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon

Resolution required: (Ordinary/ Special)			Ordinary						
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	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		19975679	99.9968	19975679	0	100.0000	0.0000	
	Poll	19976325	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		19976325	19975679	99.9968	19975679	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll	4565000	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		4565000	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		4538142	19.5385	4537697	445	99.9902	0.0098	
	Poll	23226680	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		23226680	4538142	19.5385	4537697	445	99.9902	0.0098
Total	GRAND TOTAL		47768005	24513821	51.3185	24513376	445	99.9982	0.0018

Item No.2- To appoint a Director in place of Mrs. Rama Rajagopal, (DIN: 00003565) who retires by rotation and being eligible offers herself for re-appointment								
Resolution required: (Ordinary/ Special)			Ordinary					
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	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19976325	10989717	55.0137	10989717	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		19976325	10989717	55.0137	10989717	0	100.0000
Public-Institutions	E-Voting	4565000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4565000	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	23226680	4538142	19.5385	4537672	470	99.9896	0.0104
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		23226680	4538142	19.5385	4537672	470	99.9896
GRAND TOTAL		47768005	15527859	32.5068	15527389	470	99.9970	0.0030

Item No.3 - Revision in remuneration of Mr. Vidyuth Rajagopal, Managing Director of the Company								
Resolution required: (Ordinary/ Special)			Ordinary					
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	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19976325	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		19976325	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	4565000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4565000	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	23226680	4538142	19.5385	4537122	1020	99.9775	0.0225
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		23226680	4538142	19.5385	4537122	1020	99.9775
GRAND TOTAL		47768005	4538142	9.5004	4537122	1020	99.9775	0.0225

Item No.4 - Appointment of Mr. Manoj Mohanka as an Independent Director of the Company								
Resolution required: (Ordinary/ Special)			Ordinary					
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	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19976325	19975679	99.9968	19975679	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		19976325	19975679	99.9968	19975679	0	100.0000
Public-Institutions	E-Voting	4565000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4565000	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	23226680	4538142	19.5385	4537122	1020	99.9775	0.0225
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		23226680	4538142	19.5385	4537122	1020	99.9775
GRAND TOTAL		47768005	24513821	51.3185	24512801	1020	99.9958	0.0042



Consolidated Scrutinizer's Report - Celebrity Fashions Limited

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

To,

The Chairman of 31st Annual General Meeting of the Equity Shareholders of Celebrity Fashions Limited held on Monday, the 21st September, 2020 at 02.30 P.M IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Respected Sir,

I, K.J. Chandra Mouli, Partner of BP & Associates, Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by the Board of Directors of **CELEBRITY FASHIONS LIMITED ("the Company")** at its meeting held on 21st August, 2020 the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the 31st Annual General Meeting ("**AGM**") of the Equity Shareholders of "**CELEBRITY FASHIONS LIMITED**" held on Monday, the 21st September, 2020 at 02.30 P.M (Indian Standard Time) through Video Conference (VC) / Other Audio Visual Means (OAVM), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and the General Circular No. 14/2020 dated 08th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/2020 dated 5th May, 2020, in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or other audio visual means (OAVM)" all issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("Listing Regulations") read with Circular dated May 12, 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid 19 pandemic".

I hereby state that, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

1. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the Annual General Meeting.
2. My responsibility as scrutinizer for the e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) is restricted to make





BP & ASSOCIATES

Company Secretaries

scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services India Ltd, (CDSL) the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting by the Shareholders of the Company.

3. The e-Voting period remained open from Friday, the 18th September, 2020 at 9.00 a.m. and ends on Sunday, the 20th September, 2020 at 5.00 p.m. During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, 14th September, 2020 have cast their vote electronically were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the 31st Annual General Meeting of "CELEBRITY FASHIONS LIMITED" (Item Number 1 to 4 of the Notice of the 31st AGM of CELEBRITY FASHIONS LIMITED).
4. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
5. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services India Ltd in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.

The votes were unblocked on Monday, the 21st September, 2020 after the meeting in the presence of two witnesses, namely, **Mr. Karthick Palaniappan and Mr. Earnest K Prem Kumar.G**

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

Name: Karthick Palaniappan

Name: Earnest K Prem Kumar.G

Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of Central Depository Services (India) Limited.





6. The result of the E- voting is as under:

Item No – 1

Ordinary Resolution - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the reports of the Board of Directors and Auditors' thereon.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	Nos.
Remote e-Voting	245,12,863	100.00%	444	0.00%	-	245,13,307	100.00%
e-Voting	513	0.00%	1	0.00%	-	514	0.00%
Total	245,13,376	100.00%	445	0.00%	-	245,13,821	100.00%

Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.

Item No – 2

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

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	Nos.
Remote e-Voting	155,26,876	99.99%	469	0.00%	89,85,862	155,27,345	100.00%
e-Voting	513	0.00%	1	0.00%	-	514	0.00%
Total	155,27,389	100.00%	470	0.00%	89,85,862	155,27,859	100.00%

Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.





BP & ASSOCIATES

Company Secretaries

Item No – 3

Ordinary Resolution - Revision in remuneration of Mr. Vidyuth Rajagopal, Managing Director of the Company.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	Nos.
Remote e-Voting	45,36,609	99.97%	1,019	0.02%	199,75,679	45,37,628	99.99%
e-Voting	513	0.01%	1	0.00%	-	514	0.01%
Total	45,37,122	99.98%	1,020	0.02%	199,75,679	45,38,142	100.00%

Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.

Item No – 4

Ordinary Resolution - Appointment of Mr. Manoj Mohanka as an Independent Director of the Company.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	Nos.
Remote e-Voting	245,12,288	99.99%	1,019	0.00%	-	245,13,307	100.00%
e-Voting	513	0.01%	1	0.00%	-	514	0.00%
Total	245,12,801	100.00%	1,020	0.00%	-	245,13,821	100.00%

Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.

- All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 31st Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,

BP & Associates
Company Secretaries

K.J. Chandra Mouli
Partner

C P No: 15708 | M No: 25315
UDIN:A025315B000744924



Place: Chennai

Date: 21st September, 2020