

PROCEEDINGS OF THE 26<sup>th</sup> ANNUAL GENERAL MEETING OF M/s. CELEBRITY FASHIONS LIMITED HELD ON FRIDAY THE 25<sup>th</sup> SEPTEMBER 2015 AT 02.30 PM, AT THE REGISTERED OFFICE OF THE COMPANY AT SDF IV & C2, THIRD MAIN ROAD, MEPZ/SEZ, TAMBARAM , CHENNAI -600045.

**DIRECTORS PRESENT:**

Mr. V Rajagopal  
Mr.Charath Ram Narsimhan  
Mr.N.K.Ranganath

Chairman  
Managing Director  
Director  
(Chairman - Audit Committee & Stakeholders Relationship Committee  
(Authorized Representative-Nomination & Remuneration Committee

**IN ATTENDANCE:**

Mrs.V.Visalakshi - Chief Financial Officer  
Ms. M. Uma Maheswari, Company Secretary  
Mr.Bhaskar Swaminathan – Secretarial Auditor

**MEMBERS ATTENDANCE:**

Members in person: 37  
Members by proxy: NIL

**CHAIRMAN:**

Mr.V.Rajagopal, Chairman of the Board of Directors presided over the meeting.

The Chairman then welcomed all Members to the 26<sup>th</sup> AGM of the Company and introduced the Directors on the dais.

The Chairman having ascertained that the requisite quorum fixed for the Meeting was present declared the Meeting open. The Chairman informed the members that the Register of Directors & KMP and their Shareholding under Section 170 of the Companies Act, 2013 and Register of proxies were placed on the table and were available for inspection.

The Chairman then informed that the Notice of the 26<sup>th</sup> Annual General Meeting (AGM) along with the copies of the Audited Accounts for the year ended 31<sup>st</sup> March, 2015 together with the Director's and Auditor's Reports having been dispatched to all the Members within the statutory period. With the consent of the Members, the Notice of the 26th AGM was taken as read.

The Chairman then called upon the Company Secretary to read out the Auditor's report to the Members.

The Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2015 and its future outlook. Further the Chairman invited the members to ask queries, if any on the notice, annual report and the financials. Members attended the meetings have raised queries on the company's accounts and businesses, which were replied by the Chairman and the Management team.



After ascertaining that there were no more queries, the Chairman informed the Members that Pursuant to the Provisions of the Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had extended the e-voting facility through Central Depository Services India Ltd to the Members of the Company in respect of businesses to be transacted at Annual General Meeting. The e-voting commenced at 22<sup>nd</sup> September, 2015 (9.00 a.m.) and ended at 24<sup>th</sup> September, 2015 (5.00 p.m.). Mr.S.Bhaskar, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed that as per the provisions of the Companies Act 2013, resolutions shall not be passed by show of hands as Company provided e-voting facility. Thus, the company arranged for a poll for the members present on all the resolutions to be passed in this meeting. Mr. S Bhaskar, Practicing Company Secretary is appointed as the Scrutinizer for the Poll Process.

The Chairman ordered Poll on the resolutions of Ordinary Business set out in items 1 to 3 of the Annual General Meeting Notice. Poll Ballot paper was distributed to the members.

**ORDINARY BUSINESS:**

1. Consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution)
2. Re-appointment of Mrs.Rama Rajagopal (DIN 00003565) who retires by rotation (Ordinary Resolution)
3. Ratification of appointment of M/s.Anil Nair & Associates, Chartered Accountants (Firm Registration No.000175S) & M/s.CNGSN & Associates, Chartered Accountants (Firm Registration No.004915S) as Statutory Auditors and fixing their remuneration (Ordinary Resolution)

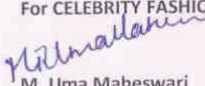
He requested all members, who have not voted through e-voting mechanism, to participate in Poll and cast their votes in proportion of their shares of the paid up equity share capital of the Company as on the cut-off date September 18, 2015.

The Chairman informed that the combined result of e-voting and the poll would be declared on/before 28<sup>th</sup> September, 2015. Further said, the Combined result along with report of Scrutinizer will be informed to stock exchanges (NSE & BSE) and report of Scrutinizer for e-voting and the Poll uploaded on website of Central Depository Services India Ltd ([www.cdslindia.com](http://www.cdslindia.com)).

Thereafter Poll was conducted.

There being no other business to be transacted, the Chairman declared closure of the meeting.

For CELEBRITY FASHIONS LIMITED

  
M. Uma Maheswari  
Company Secretary

