

**CELEBRITY FASHIONS LIMITED**  
**Outcome of Voting on Postal Ballot**  
**Voting Results as per Clause 35A of Equity Listing Agreement with Stock Exchanges**

<b>Date of AGM/EGM</b>	Postal Ballot Voting period from 20 <sup>th</sup> March, 2015 to 18 <sup>th</sup> April, 2015
<b>Total Number of Shareholders as on record date (i.e 06th March 2015. Cut off date )</b>	12333
<b>No. of Shareholders present in the Meeting either in person or through proxy</b>	
<b>Promoter and Promoter Group</b>	N.A
<b>Public</b>	N.A
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	N.A

Agenda-wise

The mode of voting of resolution: Postal Ballot (e-voting & Physical Ballot)

Item No	Details of Agenda	Resolution Required	Mode of Voting	Remarks
		(Ordinary / Special)	(Show of Hands / Poll/Postal Ballot/ E-voting)	
1	To approve Transactions with Related Party	Special	E-Voting & Postal Ballot	The resolution was passed with requisite majority
2	Approval for sale of immoveable property of the Company	Special	E-Voting & Postal Ballot	The resolution was passed with requisite majority



Incase of Poll /Postal Ballot / E-Voting : E-Voting & Postal Ballot

1.To Approve Transactions with Related Party

Promoter / Public	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
	<b>1</b>	<b>2</b>	<b>3=(2/1)*100</b>	<b>4</b>	<b>5</b>	<b>6=(4/2)*100</b>	<b>7=(5/2)*100</b>
Promoter & Promoter Group	14693796	0	0.00%	0	0	0	0
Public - Institutional holders	10819100	0	0.00%	0	0	0	0
Public-Others	13490869	9494	0.07%	9494	1	100	0.00010533
<b>Total</b>	<b>39003765</b>	<b>9494</b>	<b>0.02%</b>	<b>9494</b>	<b>1</b>	<b>100</b>	<b>0.00010533</b>

\* 15710654 Votes abstained and \*200 Invalid Votes

2.Approval for sale of immoveable property of the Company

Promoter / Public	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
	<b>1</b>	<b>2</b>	<b>3=(2/1)*100</b>	<b>4</b>	<b>5</b>	<b>6=(4/2)*100</b>	<b>7=(5/2)*100</b>
Promoter & Promoter Group	14693796	14685035	99.94%	14685035	0	100	0
Public - Institutional holders	10819100	0	0.00%	0	0	0	0
Public-Others	13490869	1034398	7.67%	1034398	581	100	0.00036833
<b>Total</b>	<b>39003765</b>	<b>15719433</b>	<b>40.30%</b>	<b>15719433</b>	<b>581</b>	<b>100</b>	<b>0.00002424</b>

\*335 Invalid Votes

For CELEBRITY FASHIONS LIMITED

  
K. SENTHILKUMAR  
Company Secretary

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New No. 74, (Old No. 62), Akshaya Flats, 3rd Floor, 12th Avenue, Ashok Nagar, Chennai-83.

To

The Chairman,  
**CELEBRITY FASHIONS LIMITED**

**Report of Scrutinizer**

I, S Bhaskar, a Company Secretary in Practice having my office at Third Floor, New No. 74, (Old No.62), Akshaya Flats, 12<sup>th</sup>Avenue, Ashok Nagar, Chennai-83 had been appointed as the scrutinizer to conduct postal ballot process in respect of the following resolution:

- a) Special resolution under section 188 of the Companies Act, 2013 and pursuant to revised clause 49(VII) of the listing agreement authorizing the board of directors to enter into a contract(s)/ arrangement(s)/ transactions(s) with Indian Terrain Fashions Limited upto a maximum limit of Rs. 40 Crores.
- b) Special resolution under section 180(1)(a) and other applicable provisions of the Companies Act, 2013 authorizing the board of directors to sell, transfer, and/or otherwise dispose of company's property situated at 72/1, Sennerkuppam Village , Poonamalle, Chennai 600 054.

Pursuant to the notice dated 11.03.2015 issued under section 110 of the Companies Act 2013.

I have scrutinized the Postal Ballot Forms and e-voting and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said resolutions.

- a) Special resolution under section 188 of the Companies Act, 2013 and pursuant to revised clause 49(VII) of the listing agreement authorizing the board of directors to enter into a contract(s)/ arrangement(s)/ transactions(s) with Indian Terrain Fashions Limited upto a maximum limit of Rs. 40 Crores.

Item No of Notice		Votes in favour of the resolution (A)			Votes against the resolution (B)			Total		Invalid votes/Abstained (C)	
		Nos.	Shares	%	Nos.	Shares	%	Shares	%	Nos.	Shares
Item No: 1 of the Notice (Special Resolution)	e-Voting	10	6700	100	1	1	0.00	6701	100	5*	15710654
	Postal Ballot	31	2794	100	0	0	0.00	2794	100	1#	200
	<b>Total</b>	41	9494		<b>1</b>	<b>1</b>		<b>9495</b>		<b>6</b>	<b>15710854</b>
<b>Total(A+B+C)</b>										<b>48</b>	<b>15720349</b>

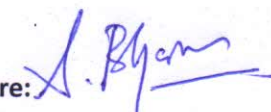
\* - Abstained, #-Invalid

- b) Special resolution under section 180(1)(a) and other applicable provisions of the Companies Act, 2013 authorizing the board of directors to sell, transfer, and/or otherwise dispose of company's property situated at 72/1, Sennerkuppam Village , Poonamalle, Chennai 600 054.

Item No of Notice		Votes in favour of the resolution (A)			Votes against the resolution (B)			Total		Invalid votes/Abstained (C)	
		Nos.	Shares	%	Nos.	Shares	%	Shares	%	Nos.	Shares
Item No: 2 of the Notice (Special Resolution)	e-Voting	13	15716974	100	3	381	0.00	15717355	100	0	0
	Postal Ballot	28	2459	92.48	1	200	7.52	2659	100	3#	335
	<b>Total</b>	41	15719433		<b>4</b>	<b>581</b>		<b>15720014</b>		<b>3</b>	<b>335</b>
<b>Total (A+B+C)</b>										<b>48</b>	<b>15720349</b>

#-Invalid

Place: Chennai  
Date: 21.04.2015

Signature:   
Name: S. Bhaskar  
COP No: 8315

