

CELEBRITY FASHIONS LIMITED

Outcome of Annual General Meeting held on Friday, September 25, 2015  
Voting Results as per Clause 35A of Equity Listing Agreement with Stock Exchanges

Date of AGM/EGM	Not applicable
Total Number of Shareholders as on record date (i.e 18th September 2015 Cut off date)	12272
No. of Shareholders present in the Meeting either in person or through proxy	37
Promoter and Promoter Group	2
Public	35
No. of Shareholders attended the meeting through Video Conferencing	N.A

Agenda-wise

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

Item No	Details of Agenda	Resolution Required	Mode of Voting	Remarks
		(Ordinary / Special)	(Show of Hands /Poll/Postal Ballot/ E-voting)	
1	To receive, consider and adopt the Financial Statements of the Company for the year ended 31st 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	E-Voting & Poll	The resolution was passed with requisite majority
2	To appoint a director in place of Mrs.Rama Rajagopal (holding DIN 000035665), who retires by rotation and being eligible offers herself for re-appointment.	ORDINARY	E-Voting & Poll	The resolution was passed with requisite majority
3	To ratify the appointment of Auditors of the Company who were appointed at the 25th AGM to hold Office for a period of 3 years (i.e) till the conclusion of next AGM to be held in the Calendar year 2016, and to authorize the Board of Directors to fix their remuneration	ORDINARY	E-Voting & Poll	The resolution was passed with requisite majority

For CELEBRITY FASHIONS LIMITED

*M. Umashankar*

Company Secretary

**Mode of Voting: Poll / Postal Ballot / E-Voting : E-Voting & Poll**

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st 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.

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
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
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	1031489	7.65%	1031489	0	100	0
<b>Total</b>	<b>39003765</b>	<b>15716524</b>	<b>40.29%</b>	<b>15716524</b>	<b>0</b>	<b>100</b>	<b>0</b>

\* 0 Votes abstained and 0 Invalid Votes

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

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
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter & Promoter Group	14693796	9642981*	65.63%	9642981	0	100	0
Public -Institutional holders	10819100	0	0.00%	0	0	0	0
Public-Others	13490869	1031489	7.65%	1031464	25	100	0
<b>Total</b>	<b>39003765</b>	<b>10674470</b>	<b>27.37%</b>	<b>10674445</b>	<b>25</b>	<b>100</b>	<b>0</b>

\* 5042054 are abstained Votes

To ratify the appointment of Auditors of the Company who were appointed at the 25th AGM to hold Office for a period of 3 years (i.e) till the conclusion of next AGM to be held in the Calendar year 2016, and to authorize the Board of Directors to fix their remuneration

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
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
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	1031489	7.65%	1031489	0	100	0
<b>Total</b>	<b>39003765</b>	<b>15716524</b>	<b>40.29%</b>	<b>15716524</b>	<b>0</b>	<b>100</b>	<b>0</b>

\* 0 Votes abstained and 0 Invalid Votes

for CELEBRITY FASHIONS LIMITED  
H. Anand  
Company Secretary

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

COMBINED SCRUTINIZER REPORT  
FOR  
CELEBRITY FASHIONS LIMITED

To,

The Chairman of 26<sup>th</sup> Annual General Meeting of the members of CELEBRITY FASHIONS LIMITED (The Company) held on the Friday the 25<sup>th</sup> day of September, 2015 at 2.30 P.M. at "SDF IV & C2, 3<sup>rd</sup> Main Road, MEPZ/SEZ, Tambaram, Chennai - 600 045".

Dear Sir,

Sub: Passing of Resolution through e-Voting and poll conducted at the 26<sup>th</sup> Annual General Meeting.

1. I, S Bhaskar, Company Secretary, has been appointed as Scrutinizer by
  - i. The Board of Directors of the Company at their meeting held on 11<sup>th</sup> August, 2015 for the purpose of Scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and
  - ii. The Chairman of the 26<sup>th</sup> Annual General Meeting as ordered for scrutinizing the poll process by him under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules, 2014, on the resolutions contained in the notice to the 26<sup>th</sup> Annual General Meeting of the members of the Company, held on Friday, 25<sup>th</sup> day of September, 2015 at 2.30 P.M. 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 26<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 in the AGM notice, based on the reports generated from the e-voting system provided by Central Depository and Securities Limited (CDSL) the authorized agency engaged by the Company to provide e-voting facilities to its Members for e-voting and based on ballot paper at the time of poll at AGM.
3. The e-Voting results have been unblocked by me on 25<sup>th</sup> day of September, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 26<sup>th</sup> September, 2015 attached herewith.





4. At the 26<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September 2015, 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. 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 26<sup>th</sup> September, 2015.

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

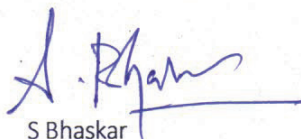
Item No of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid * / Abstained votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 1 of the Notice (Ordinary Resolution)	e-Voting	1,46,90,905	93.5	-	-	-	1,46,90,905	93.5
	Poll	10,25,619	6.5	-	-	-	10,25,619	6.5
	<b>Total</b>	<b>1,57,16,524</b>	<b>100</b>	-	-	-	<b>1,57,16,524</b>	<b>100</b>
Item No: 2 of the Notice (Ordinary Resolution)	e-Voting	96,48,826	90.4	25	-	50,42,054*	96,48,851	90.4
	Poll	10,25,619	9.6	-	-	-	10,25,619	9.6
	<b>Total</b>	<b>1,06,74,445</b>	<b>100</b>	-	-	<b>50,42,054*</b>	<b>1,06,74,470</b>	<b>100</b>
Item No: 3 of the Notice (Ordinary Resolution)	e-Voting	1,46,90,905	93.5	-	-	-	1,46,90,905	93.5
	Poll	10,25,619	6.5	-	-	-	10,25,619	6.5
	<b>Total</b>	<b>1,57,16,524</b>	<b>100</b>	-	-	-	<b>1,57,16,524</b>	<b>100</b>

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

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 record to you or other person as authorized by you.

Thanking you,

Yours Faithfully,



S Bhaskar

Company Secretary

M No: 10798 | C P No: 8315



Place: Chennai

Date : 26<sup>th</sup> September, 2015

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

[FORM MGT-13]

REPORT OF SCRUTINIZER – CELEBRITY FASHIONS LIMITED

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management & Administration) Rules, 2014]*

To  
The Chairman  
CELEBRITY FASHIONS LIMITED  
SDF IV & C2, 3<sup>rd</sup> Main Road,  
MEPZ / SEZ, Tambaram,  
Chennai – 600 045

Respected Sir,

Sub: Scrutinizer Report - Passing of Resolution through Electronic Voting

I, S Bhaskar, Company Secretary in practice was appointed as Scrutinizer for the 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of “CELEBRITY FASHIONS LIMITED” held on Friday, the 25<sup>th</sup> day of September, 2015 at 2.30 P.M. at “SDF IV & C2, 3<sup>rd</sup> Main Road, MEPZ/SEZ, Tambaram, Chennai - 600 045, for the purpose of scrutinizing the e-voting process in a fair & transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub rule (xi) of Rule 20 of Companies (Management & 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 am on Tuesday the 22<sup>nd</sup> day of September, 2015 up to 5.00 pm on Thursday the 24<sup>th</sup> day of September, 2015.
2. The Shareholders holding shares as on the “cut off” date, i.e.18<sup>th</sup> September, 2015 were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Notice of the 26<sup>th</sup> Annual General Meeting of “CELEBRITY FASHIONS LIMITED” (Item Number 1 to 3 of the Notice of the 26<sup>th</sup> AGM of Celebrity Fashions Limited)



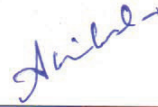


3. The votes were unblocked on 25<sup>th</sup> day of September, 2015 at 5:00 PM in the presence of two witnesses, namely, Mr. V. Vasanth and Mr. P A Abilash

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



Name: V Vasanth



Name: P A Abilash

4. 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 and Securities Limited (<https://www.evotingindia.com/>)
5. The result of the E- voting is as under:

a. Item No - 1:

Ordinary Resolution to receive, 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 31<sup>st</sup> March 2015 and the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

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	14,690,905	100%
Voted against the resolution	-	-	-
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 offers 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	96,48,826	100%
Voted against the resolution	1	25	0%
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
	2		50,42,054*

c. Item – 3:

Ordinary Resolution to ratify the appointment of Auditors of the company who were appointed at the 25<sup>th</sup> 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 2016 and to authorise the Board of Directors to fix their remuneration.

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	1,46,90,905	100%
Voted against the resolution	-	-	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
	-		-

Invalid Vote\* - Being a Interested member for the resolution



6. The Register, all other papers and relevant records relating to electronic 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  
Company Secretary  
M No: 10798 | C P No: 8315



Place: Chennai

Date : 26<sup>th</sup> September, 2015