



Celebrity Fashions Limited

27th September, 2017

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

Scrip Code - 532695

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400051.

NSE Symbol: CELEBRITY

Dear Sir/Madam,

Sub.: Submission of Voting results along with the Scrutinizer's report of the 28th Annual General Meeting

Ref.: Regulation 44 of SEBI (LODR) Regulations, 2015

With reference to the above subject, we herewith enclose the voting results as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's report on E-voting, Poll and Combined report for the 28th Annual General Meeting (AGM) of the Company held on 25th September, 2017.

We are pleased to inform that all the resolutions set out in the notice of AGM have been passed with requisite majority.

Kindly take the above information on record.

Thanking you,

Yours faithfully,

For **CELEBRITY FASHIONS LIMITED**

A. Rishi Kumar
Company Secretary & Compliance Officer

Encl: As above



CELEBRITY FASHIONS LIMITED

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

Particulars	Details
Date of Annual General Meeting	25th September 2017
Total number of shareholders on record date	14,229
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	30
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	NIL
Public	NIL

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

Item no. 1 - To receive, consider and adopt the audited standalone financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of

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 1	No. of votes polled 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour 4	No. of Votes – against 5	% 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		16444983	99.996	16444983	0	100.00	0.00
	Poll	16445629	0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	16445629	16444983	99.996	16444983	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	4566000	0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	4566000	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		2768436	13.15	2768436	0	100.00	0.00
	Poll	21059620	6238	0.03	6238	0	100.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	21059620	2774674	13.18	2774674	0	100.00	0.00
Total	GRAND TOTAL	42071249	19219657	45.68	19219657	0	100.00	0.00



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 Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held 1	No. of votes polled 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour 4	No. of Votes – against 5	% 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	16445629	9650081	58.68	9650081	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total		9650081	58.68	9650081	0	100.00	0.00
Public-Institutions	E-Voting	4566000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	21059620	2768436	13.15	2768411	25	99.999	0.001
	Poll		6238	0.03	6238	0	100.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total		2774674	13.18	2774649	25	99.999	0.001
GRAND TOTAL		42071249	12424755	29.53	12424730	25	99.9998	0.0002

Note: 6794902 are abstained votes in Promoter Group



Item No. 3 - To appoint M/s. SRSV & Associates as Statutory Auditors of the Company and fix their remuneration

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 1	No. of votes polled 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour 4	No. of Votes – against 5	% 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		16444983	99.996	16444983	0	100.00	0.00
	Poll	16445629	0	0	0	0	0	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0	0.00
	Total	16445629	16444983	99.996	16444983	0	100.00	0.00
Public-Institutions	E-Voting		0	0	0	0	0	0.00
	Poll	4566000	0	0	0	0	0	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0	0.00
	Total	4566000	0	0	0	0	0	0.00
Public- Non Institutions	E-Voting		2768436	13.15	2768436	0	100.00	0.00
	Poll	21059620	6238	0.03	6238	0	100.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0	0.00
	Total	21059620	2774674	13.18	2774674	0	100.00	0.00
GRAND TOTAL		42071249	19219657	45.68	19219657	0	100.00	0.00



Item no.4 - Re-designation of Mr. Vidyuth Rajagopal as Joint Managing Director of the Company.

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 1	No. of votes polled 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour 4	No. of Votes – against 5	% 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	16445629	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	4566000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	21059620	2768436	13.15	2768411	25	99.999	0.001
	Poll		6238	0.03	6238	0	100.000	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.000
	Total		2774674	13.18	2774649	25	99.999	0.001
GRAND TOTAL		42071249	2774674	6.60	2774649	25	99.999	0.001

Note: 16444983 are abstained votes in Promoter Group

For CELEBRITY FASHIONS LIMITED



A. Rishi Kumar
Company Secretary



FORM NO.MGT - 13
Report of Scrutinizer - 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 TN 600045 IN

Respected Sir,

Sub: Scrutinizer Report - Passing of Resolution through Electronic Voting

We, M/s. BP & Associates, Practising Company Secretaries, were appointed as Scrutinizers for the 28th Annual General Meeting of the Equity Shareholders of "Celebrity Fashions Limited" held on Monday, the 25th September 2017 at 02.30 p.m. at SDF - IV & C 2, Third Main Road, MEPZ - SEZ, Tambaram, Chennai TN 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 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 09.00 AM on Friday, the 22nd of September, 2017 up to 5.00 PM on Sunday, the 24th September, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e., 15th September, 2017 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the 28th Annual General Meeting of "Celebrity Fashions Limited" (Item Number 1 to 4 of the Notice of the 28th AGM of "Celebrity Fashions Limited")
3. The votes were unblocked on Monday, the 25th September, 2017 around 5.30 PM in the presence of two witnesses, namely, Ms.M. Priya and Mr.R.Ragul

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

Name: M. Priya

Name: R.Ragul





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 Services (India) Limited.

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

(a) Item No - 1

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
18	19,213,419	100.00%

(ii) Voted against the resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid/Abstain Votes:

Number of Members voted in evoting	Total number of votes cast by them
-	-

(b) 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.

(i) Voted in favour of the Resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
15	12,418,492	100.00%

(ii) Voted against the resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
1	25	0.00%





BP & ASSOCIATES

Company Secretaries

(iii) Invalid/Abstain Votes:

Number of Members voted in evoting	Total number of votes cast by them
2	6,794,902

* The Above Category denotes to Abstain Votes

(c) Item No - 3

To Appoint M/s. SRSV & Associates as Statutory Auditors of the Company and fix their Remuneration.

(i) Voted in **favour** of the Resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
18	19,213,419	100.00%

(ii) Voted **against** the resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid/Abstain Votes:

Number of Members voted in evoting	Total number of votes cast by them
-	-

(d) Item No - 4

Re-designation of Mr. Vidyuth Rajagopal (DIN: 07578471) as Joint Managing Director of the Company.

(i) Voted in **favour** of the Resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
11	2,768,411	100.00%

(ii) Voted **against** the resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
1	25	0.00%

(iii) Invalid/Abstain Votes:

Number of Members voted in evoting	Total number of votes cast by them
6	16,444,983

* The Above Category denotes to Abstain Votes





BP & ASSOCIATES

Company Secretaries

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,

Partner,

BP & Associates,

Practising Company Secretaries,

C P No: 8315



Place: Chennai

Date: 26/09/2017



FORM NO.MGT - 13
Report of Scrutinizer - Celebrity Fashions Limited

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21 (2) 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 poll -Reg

We, M/s. BP & Associates, Practising Company Secretaries, Chennai - 83, was appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s) at the 28th Annual General Meeting of the Equity Shareholders of "Celebrity Fashions Limited" held on Monday, the 25th September 2017 at 02.30 p.m. at SDF - IV & C 2, Third Main Road, MEPZ - SEZ, Tambaram, Chennai TN 600045, submit report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in our presence with due identification marks place by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company.
3. We did not find poll Papers Invalid.
4. The result of the poll is as under:

(a) Item No - 1

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	6,238	100%





BP & ASSOCIATES

Company Secretaries

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid/Abstain Votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
-	-

(b) 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.

(i) Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	6,238	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid/Abstain Votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
-	-

(c) Item No- 3

To Appoint M/s. SRSV & Associates as Statutory Auditors of the Company and fix their Remuneration.

(i) Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	6,238	100%





BP & ASSOCIATES

Company Secretaries

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid/Abstain Votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
-	-

(d) **Item No - 4**

Re-designation of Mr. Vidyuth Rajagopal (DIN: 07578471) as Joint Managing Director of the Company.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	6,238	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid/Abstain Votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
-	-





BP & ASSOCIATES
Company Secretaries

5. A Compact disc containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary by the Board for safe keeping.

Thanking You,

Yours faithfully,

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



Place: Chennai
Date: 26/09/2017



**Combined Scrutinizer Report for e-Voting and Poll
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 28th Annual General Meeting

We, M/s. BP & Associates, Practising Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by

- i. The Board of Directors of the Company at their meeting held on 18th August 2017 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 28th 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 28th Annual General Meeting of the members of the Company.
2. The Management of the Company is responsible to ensure the compliance requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 28th 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 Central Depository Services (India) Ltd, 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 and Poll results were unblocked by us on 25th September 2017 at 5.30 PM in the presence of two witnesses (please refer my Scrutinizer report on evoting dated 26th September, 2017).
4. At the 28th Annual General Meeting of the Company held on 25th September, 2017, the Chairman of the meeting had suo motto 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 results of the e-voting together with that of the poll are as under:

Item No of Notice	Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained* Votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 1 of the Notice (Ordinary Resolution)	e-Voting	19,213,419	99.97%	-	0.00%	-	19,213,419	99.97%
	Poll	6,238	0.03%	-	-	-	6,238	0.03%
	Total	19,219,657	100.00%	-	0.00%	-	19,219,657	100.00%
Item No: 2 of the Notice (Ordinary Resolution)	e-Voting	12,418,492	99.95%	25	0.00%	6,794,902	12,418,517	99.95%
	Poll	6,238	0.05%	-	-	-	6,238	0.05%
	Total	12,424,730	100.00%	25	0.00%	6,794,902	12,424,755	100.00%
Item No: 3 of the Notice (Ordinary Resolution)	e-Voting	19,213,419	99.97%	-	-	-	19,213,419	99.97%
	Poll	6,238	0.03%	-	-	-	6,238	0.03%
	Total	19,219,657	100.00%	-	0.00%	-	19,219,657	100.00%
Item No: 4 of the Notice (Ordinary Resolution)	e-Voting	2,768,411	99.78%	25	0.00%	16,444,983	2,768,436	99.78%
	Poll	6,238	0.22%	-	-	-	6,238	0.22%
	Total	2,774,649	100.00%	25	0.00%	16,444,983	2,774,674	100.00%

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

We hereby confirm that we are 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. We 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,
Practising Company Secretaries,
C P No: 8315



Place: Chennai-83

Date: 26/09/2017