



# Celebrity Fashions Limited

27<sup>th</sup> September, 2018

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

**National Stock Exchange of India Limited**

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

**Scrip Code - 532695**

**NSE Symbol: CELEBRITY**

Dear Sir/Madam,

**Sub: Submission of Voting Results along with Scrutiniser's reports of the 29<sup>th</sup> AGM**

**Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) 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 Combined Scrutiniser's report of the 29<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September, 2018.

We are pleased to inform that all the resolutions set out in the notice of Annual General Meeting 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: a/a**

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 2018
Total number of shareholders on record date	13,719
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
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 consider and adopt the audited financial Statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon

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		17784619	99.9964	17784619	0	100.0000	0.0000
	Poll	17785265	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	17785265	17784619	99.9964	17784619	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	4565100	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	4565100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		4994710	21.5043	4994710	0	100.0000	0.0000
	Poll	23226580	182	0.0008	182	0	100.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23226580	4994892	21.5051	4994892	0	100.0000	0.0000
Total	GRAND TOTAL	45576945	22779511	49.9803	22779511	0	100.0000	0.0000



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		10989717	61.7911	10989717	0	100.0000	0.0000
	Poll	17785265	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>17785265</b>	<b>10989717</b>	<b>61.7911</b>	<b>10989717</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	4565100	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>4565100</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		4994710	21.5043	4994685	25	99.9995	0.0005
	Poll	23226580	182	0.0008	182	0	100.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>23226580</b>	<b>4994892</b>	<b>21.5051</b>	<b>4994867</b>	<b>25</b>	<b>99.9995</b>	<b>0.0005</b>
<b>GRAND TOTAL</b>		<b>45576945</b>	<b>15984609</b>	<b>35.0717</b>	<b>15984584</b>	<b>25</b>	<b>99.9998</b>	<b>0.0002</b>

Note: 6794902 are abstained votes in Promoter Group



Item No. 3 - Revision in remuneration of Mr. Vidyuth Rajagopal (DIN: 07578471) Joint Managing Director of the Company

Resolution required: (Ordinary/ Special)			Special 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		0	0.0000	0	0	0.0000	0.0000
	Poll	17785265	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	17785265	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	4565100	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	4565100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		4994710	21.5043	4994685	25	99.9995	0.0005
	Poll	23226580	182	0.0008	182	0	100.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23226580	4994892	21.5051	4994867	25	99.9995	0.0005
GRAND TOTAL		45576945	4994892	10.9593	4994867	25	99.9995	0.0005

Note: 17784619 are abstained votes in Promoter Group



Item no.4 - Appointment of Mr. Vidyuth Rajagopal (DIN: 07578471) as Managing Director of the Company.

Resolution required: (Ordinary/ Special)			Special 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		0	0.0000	0	0	0.0000	0.0000
	Poll	17785265	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	17785265	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	4565100	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	4565100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		4994710	21.5043	4994685	25	99.9995	0.0005
	Poll	23226580	182	0.0008	182	0	100.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23226580	4994892	21.5051	4994867	25	99.9995	0.0005
<b>GRAND TOTAL</b>		<b>45576945</b>	<b>4994892</b>	<b>10.9593</b>	<b>4994867</b>	<b>25</b>	<b>99.9995</b>	<b>0.0005</b>

Note: 17784619 are abstained votes in Promoter Group



Item no.5 - Re-appointment of Mr. N.K. Ranganath (DIN: 00004044) as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)			Special 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	17785265	17784619	99.9964	17784619	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		17785265	17784619	99.9964	17784619	0	100.0000
Public-Institutions	E-Voting	4565100	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		4565100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	23226580	4994710	21.5043	4994685	25	99.9995	0.0005
	Poll		182	0.0008	182	0	100.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		23226580	4994892	21.5051	4994867	25	99.9995
GRAND TOTAL		45576945	22779511	49.9803	22779486	25	99.9999	0.0001



Item no.6 - Re-appointment of Mr. P.S. Raman (DIN: 00003606) as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)		Special 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	17785265	17784619	99.9964	17784619	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		17785265	17784619	99.9964	17784619	0	100.0000
Public-Institutions	E-Voting	4565100	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		4565100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	23226580	4994710	21.5043	4994685	25	99.9995	0.0005
	Poll		182	0.0008	182	0	100.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		23226580	4994892	21.5051	4994867	25	99.9995
GRAND TOTAL		45576945	22779511	49.9803	22779486	25	99.9999	0.0001



Item no.7 - Re-appointment of Mrs. Nidhi Reddy (DIN: 00004081) as an Independent Director of the Company

Resolution required: (Ordinary/ Special)		Special 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	17785265	17784619	99.9964	17784619	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		17785265	17784619	99.9964	17784619	0	100.0000
Public-Institutions	E-Voting	4565100	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		4565100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	23226580	4994710	21.5043	4994685	25	99.9995	0.0005
	Poll		182	0.0008	182	0	100.0000	0.0000
	Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		23226580	4994892	21.5051	4994867	25	99.9995
GRAND TOTAL		45576945	22779511	49.9803	22779486	25	99.9999	0.0001







**BP & ASSOCIATES**

Company Secretaries

**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 29<sup>th</sup> 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 08<sup>th</sup> August 2018 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 29<sup>th</sup> 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 29<sup>th</sup> 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 29<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 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 25<sup>th</sup> September 2018 at 5.30 PM in the presence of two witnesses (please refer my Scrutinizer report on evoting dated 27<sup>th</sup> September, 2018).

4. At the 29<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September, 2018, 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	2,27,79,329	100.00%	-	0.00%	-	2,27,79,329	100.00%
	Poll	182	0.00%	-	-	-	182	0.00%
	<b>Total</b>	<b>2,27,79,511</b>	<b>100.00%</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>2,27,79,511</b>	<b>100.00%</b>
Item No: 2 of the Notice (Ordinary Resolution)	e-Voting	1,59,84,402	100.00%	25	0.00%	67,94,902	1,59,84,427	100.00%
	Poll	182	0.00%	-	-	-	182	0.00%
	<b>Total</b>	<b>1,59,84,584</b>	<b>100.00%</b>	<b>25</b>	<b>0.00%</b>	<b>67,94,902</b>	<b>1,59,84,609</b>	<b>100.00%</b>
Item No: 3 of the Notice (Special Resolution)	e-Voting	49,94,685	100.00%	25	0.00%	1,77,84,619	49,94,710	100.00%
	Poll	182	0.00%	-	-	-	182	0.00%
	<b>Total</b>	<b>49,94,867</b>	<b>100.00%</b>	<b>25</b>	<b>0.00%</b>	<b>1,77,84,619</b>	<b>49,94,892</b>	<b>100.00%</b>
Item No: 4 of the Notice (Special Resolution)	e-Voting	49,94,685	100.00%	25	0.00%	1,77,84,619	49,94,710	100.00%
	Poll	182	0.00%	-	-	-	182	0.00%
	<b>Total</b>	<b>49,94,867</b>	<b>100.00%</b>	<b>25</b>	<b>0.00%</b>	<b>1,77,84,619</b>	<b>49,94,892</b>	<b>100.00%</b>
Item No: 5 of the Notice (Special Resolution)	e-Voting	2,27,79,304	100.00%	25	0.00%	-	2,27,79,329	100.00%
	Poll	182	0.00%	-	-	-	182	0.00%
	<b>Total</b>	<b>2,27,79,486</b>	<b>100.00%</b>	<b>25</b>	<b>0.00%</b>	<b>-</b>	<b>2,27,79,511</b>	<b>100.00%</b>
Item No: 6 of the Notice (Special Resolution)	e-Voting	2,27,79,304	100.00%	25	0.00%	-	2,27,79,329	100.00%
	Poll	182	0.00%	-	-	-	182	0.00%
	<b>Total</b>	<b>2,27,79,486</b>	<b>100.00%</b>	<b>25</b>	<b>0.00%</b>	<b>-</b>	<b>2,27,79,511</b>	<b>100.00%</b>
Item No: 7 of the Notice (Special Resolution)	e-Voting	2,27,79,304	100.00%	25	0.00%	-	2,27,79,329	100.00%
	Poll	182	0.00%	-	-	-	182	0.00%
	<b>Total</b>	<b>2,27,79,486</b>	<b>100.00%</b>	<b>25</b>	<b>0.00%</b>	<b>-</b>	<b>2,27,79,511</b>	<b>100.00%</b>





**BP & ASSOCIATES**  
Company Secretaries

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,

**C Prabhakar,**  
**Partner of BP & Associates,**  
**Practising Company Secretaries,**  
**C P No: 11033**



Place: Chennai-83  
Date: 27/09/2018