



Celebrity Fashions Limited

14th February, 2017

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th 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 of Postal Ballot under Regulation 44 (3) of SEBI (LODR) Regulations, 2015.

With reference to above, we are pleased to inform that members of the Company have passed Special/Ordinary resolutions as set out in the Notice of Postal Ballot Dated 6th January 2017.

Please find enclosed herewith Voting result of postal Ballot under Regulation 44 (3) of SEBI (Listing Obligations and disclosure Requirements), Regulations, 2015 along with Scrutinizer Report.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **CELEBRITY FASHIONS LIMITED**

A. Rishi Kumar
Company Secretary & Compliance Officer
Encl.: as above



Format of Voting Results

S No.	Particulars	Details
1	Date of Postal Ballot	12th February 2017
2	Total number of shareholders on record date	13,710
	No. of shareholders present in the meeting either in person or through proxy:	
	Promoters and Promoter Group:	Not Applicable
3	Public:	Not Applicable
	No. of Shareholders attended the meeting through Video Conferencing	
	Promoters and Promoter Group	Not Applicable
4	Public:	Not Applicable

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

Item no. 1 - Increase in the Authorised Share Capital of the Company

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	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)]*	4	5	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*100
				100			100	
Promoter and Promoter Group	E-Voting		14692035	99.99	14692035	0	100.00	0.00
	Poll	14692781	0	0	0	0	0.00	0.00
	Ballot		746	0.01	746	0	100.00	0.00
	Total	14692781	14692781	100.0000	14692781	0	100.00	0.00
Public-Institutions	E-Voting		5450000	100.00	5450000	0	100.00	0.00
	Poll	5450000	0	0	0	0	0.00	0.00
	Ballot		0	0	0	0	0.00	0.00
	Total	5450000	5450000	100.00	5450000	0	100.00	0.00
Public- Non Institutions	E-Voting		1043219	5.53	1034469	8750	99.16	0.84
	Poll	18860984	0	0.00	0	0	0.00	0.00
	Ballot		14289	0.08	14287	2	99.99	0.01
	Total	18860984	1057508	5.61	1048756	8752	99.17	0.83
Total	GRAND TOTAL	39003765	21200289	54.35	21191537	8752	99.96	0.04



Item no.2- Alteration of Capital Clause of the Memorandum of Association 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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	% 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	1	2	100	14692035	4	500	0.00
	Poll	14692781	0	0	0	0	0.00	0.00
	Ballot		746	0.01	746	0	100.00	0.00
	Total	14692781	14692781	100.00	14692781	0	100.00	0.00
Public-Institution s	E-Voting		5450000	100.00	5450000	0	100.00	0.00
	Poll	5450000	0	0	0	0	0.00	0.00
	Ballot		0	0	0	0	0.00	0.00
	Total	5450000	5450000	100.00	5450000	0	100.00	0.00
Public- Non Institution s	E-Voting		1043219	5.53	1034469	8750	99.16	0.84
	Poll	18860984	0	0.00	0	0	0.00	0.00
	Ballot		13989	0.07	13887	102	99.27	0.73
	Total	18860984	1057208	5.61	1048356	8852	99.16	0.84
Total	GRAND TOTAL	39003765	21199989	54.35	21191137	8852	99.96	0.04

Item no.3- Issue of Equity Shares to Mr. Charath Ram Narsimhan, Managing Director of the Company on Preferential basis

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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	% 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	1	2	100	14692035	4	500	0	
	Poll	14692781			14692035	0	100.00	0	
	Ballot		746	0.01	746	0	0	0	
	Total	14692781	14692781	100.00	14692781	0	100.00	0	
Public-Institution s	E-Voting		5450000	100.00	5450000	0	100.00	0	
	Poll		5450000	0	0	0	0	0	
	Ballot			0	0	0	0	0	
	Total		5450000	100.00	5450000	0	100.00	0	
Public- Non Institution s	E-Voting		17600	0.09	8850	8750	50.28	49.72	
	Poll		18860984	0	0	0	0.00	0	
	Ballot		14189	0.08	12986	1203	91.52	8.48	
	Total		18860984	31789	0.17	21836	9953	68.69	31.31
Total	GRAND TOTAL		39003765	20174570	51.72	20164617	9953	99.95	0.05

*1025619 Shares in Public Non Institution are obtained votes



Item no.4 - Issue of Equity Shares to Mrs. Rama Rajagopal, Promoter Director of the Company on Preferential basis

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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 5 100	% of Votes against on votes polled (7)=[(5)/(2)]*100 (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		2	0.00	4		0	
	Poll	14692781		0.00			0	
	Ballot			0.00			0	
	Total	14692781		0.00			0	
Public-Institution s	E-Voting		5450000	100.00	5450000		0.00	
	Poll	5450000		0			0	
	Ballot			0			0	
	Total	5450000		100.00			0.00	
Public- Non Institution s	E-Voting		1043219	5.53	1034469		0.84	
	Poll	18860984		0.00			0.00	
	Ballot		14189	0.08	12986		8.48	
	Total	18860984	1057408	5.61	1047455		0.94	
total	GRAND TOTAL	39003765	6507408	16.68	6497455		0.15	

* 14692781 are abstained votes in Promoter Group

Item no.5 - Issue of warrants to Mr. Venkatesh Rajagopal, Promoter Director of the Company on Preferential basis

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	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	$(3)=[(2)/(1)]^*$	4	500	$(6)=[(4)/(2)]^*1$	$(7)=[(5)/(2)]^*100$
	E-Voting		0*	0.00	0	0	0	0
Promoter and Promoter Group	Poll	14692781	0	0	0	0	0	0
	Ballot			0	0	0	0	0
	Total	14692781	0	0.00	0	0	0	0
Public-Institution s	E-Voting		5450000	100.00	5450000	0	100.00	0
	Poll	5450000	0	0	0	0	0	0
	Ballot		0	0	0	0	0	0
	Total	5450000	5450000	100.00	5450000	0	100.00	0
Public- Non Institution s	E-Voting		1043219	5.53	1034469	8750	99.161	0.84
	Poll	18860984	0	0.00	0	0	0.00	0
	Ballot		14189	0.08	12886	1303	90.82	9.18
	Total	18860984	1057408	5.61	1047355	10053	99.05	0.95
Total	GRAND TOTAL	39003765	6507408	16.68	6497355	10053	99.85	0.15

* 14692781 are abstained votes in Promoter Group



Item no.6 - Issue of Warrants to Mrs. Rama Rajagopal, Promoter Director of the Company on Preferential basis

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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*100
		1	2	100	4	5	100	
Promoter and Promoter Group	E-Voting			0	0.00	0	0	0
	Poll	14692781		0	0	0	0	0
	Ballot			0	0	0	0	0
	Total	14692781		0	0.00	0	0	0
Public-Institution s	E-Voting		5450000	100.00	5450000	0	100.00	0
	Poll	5450000		0	0	0	0	0
	Ballot			0	0	0	0	0
	Total	5450000		5450000	100.00	0	100.00	0
Public- Non Institution s	E-Voting		1043219	5.53	1034469	8750	99.16	0.84
	Poll	18860984		0	0.00	0	0.00	0
	Ballot		14189	0.08	12887	1302	90.82	9.18
	Total	18860984	1057408	5.61	1047356	10052	99.05	0.95
Total	GRAND TOTAL	39003765	6507408	16.68	6497356	10052	99.846	0.15

* 14692781 are abstained votes in Promoter Group

Item no.7 - Issue of Warrants to Mr. Charath Ram Narsimhan, Managing Director of the Company on Preferential basis

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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – In favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1	2	100	4	5	100	0
	Poll	14692781		99.99	14692035	0	100.00	0
	Ballot		746	0.01	746	0	100.00	0
	Total	14692781	14692781	100.00	14692781	0	100.00	0
Public-Institution s	E-Voting		5450000	100.00	5450000	0	100.00	0
	Poll	5450000		0	0	0	0	0
	Ballot			0	0	0	0	0
	Total	5450000	5450000	100.00	5450000	0	100.00	0
Public- Non Institution s	E-Voting		17600	0.09	8850	8750	50.28	49.72
	Poll	18860984		0	0	0	0.00	0
	Ballot		14189	0.08	12887	1302	90.82	9.18
	Total	18860984	31789	0.17	21737	10052	68.38	31.62
Total	GRAND TOTAL	39003765	20174570	51.72	20164518	10052	99.95	0.05

*1025619 Shares in Public Non Institution are abstained votes



Item no.8 - Approval for sale of immovable property 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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes - against	% 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	1	2	100	14692035	4	5100	0
	Poll	14692781		0	0	0	0	0
	Ballot		746	0.01	746	0	100.00	0
	Total	14692781	14692781	100.00	14692781	0	100.00	0
Public-Institution s	E-Voting		5450000	100.00	5450000	0	100.00	0
	Poll	5450000		0	0	0	0	0
	Ballot		0	0	0	0	0	0
	Total	5450000	5450000	100.00	5450000	0	100.00	0
Public- Non Institution s	E-Voting		1043219	5.53	1034469	8750	99.16	0.84
	Poll	18860984		0.00	0	0	0.00	0
	Ballot		14154	0.08	12816	1338	90.55	9.45
	Total	18860984	1057373	5.61	1047285	10088	99.05	0.95
Total	GRAND TOTAL	39003765	21200154	54.35	21190066	10088	99.95	0.05



For CELEBRITY FASHIONS LIMITED

X. P. R. S.

A. Rishi Kumar
Company Secretary



FORM NO.MGT – 13

**REPORT OF SCRUTINIZER
FOR
CELEBRITY FASHIONS LIMITED**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 24 of the Companies (Management and Administration) Rules, 2014]

Report of Scrutinizer

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 Postal Ballots and Electronic Voting

I, C Prabhakar, Partner, BP & Associates, Company Secretaries, was appointed as a scrutinizer by the Board of Directors of **CELEBRITY FASHIONS LIMITED** for the purpose of scrutinizing the e-voting and postal ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and postal ballot out as per the provision of Companies act, 2013 on the below mentioned resolution(s). We submit our report as under:

1. The e-voting period remained open from 14th January, 2017 at 9:00 A.M. and ends on 12th February, 2017 at 5:00 PM.
2. The Shareholders holding shares as on the "cut off" date, i.e. 30th December, 2016 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the Notice of Postal Ballot dated 6th January, 2017.
3. The votes were unblocked on 13th day of February, 2017 at 12.15 PM in the presence of two witnesses, namely, Mr. S R Vikneswaran and Ms. S Preethi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

S.R. Vikneswaran

Name: S R Vikneswaran

S. Preethi

Name: S Preethi

4. The Physical postal ballots were received upto 5.00 pm on 12th January, 2016 through self-addressed business reply envelopes.
5. 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/>)





The result of the E- voting & Postal Ballot are as under:

Item No - 1:

Ordinary Resolution: To increase the Authorised Share Capital of the Company

Item No of Notice	Mode of Voting	Number of Member Voted	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	17	21176504	99.89%	8750	0.04%	0	21185254	99.93%
	Postal Ballot	46	15033	0.07%	2	0.00%	0	15035	0.07%
	Total	63	21191537	99.96%	8752	0.04%	0	21200289	100.00%

- The Resolution has been passed by the requisite majority since more than 51% of the votes are being casted in favour of the resolution. The resolution has been passed as on date of the announcement of the result.

Item - 2:

Special Resolution: To alter the Capital Clause of the Memorandum of Association

Item No of Notice	Mode of Voting	Number of Member Voted	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
			Nos.	%	Nos.	%		Nos.	%
Item No: 2 of the Notice (Special Resolution)	e- Voting	17	21176504	99.89%	8750	0.04%	0	21185254	99.93%
	Postal Ballot	46	14633	0.07%	102	0.00%	300	14735	0.07%
	Total	63	21191137	99.96%	8852	0.04%	300	21199989	100.00%

- The resolution has been passed by the requisite majority since more than three-fourth of the votes are being casted in favour of the resolution. The resolution has been passed as on date of the announcement of the result.





Item – 3:

Special Resolution: Issue of Equity Shares to Mr. Charath Ram Narsimhan, Managing Director of the Company on preferential basis:

Item No of Notice	Mode of Voting	Number of Member Voted	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
			Nos.	%	Nos.	%		Nos.	%
Item No: 3 of the Notice (Special Resolution)	e-Voting	17	20150885	99.88%	8750	0.04%	1025619	20159635	99.93%
	Postal Ballot	46	13732	0.07%	1203	0.01%	100	14935	0.07%
	Total	63	20164617	99.95%	9953	0.05%	1025719	20174570	100.00%

- The resolution has been passed by the requisite majority since more than three-fourth of the votes are being casted in favour of the resolution. The resolution has been passed as on date of the announcement of the result.

Item – 4: Special Resolution: Issue of Equity Shares to Mrs. Rama Rajagopal, Promoter Director of the Company on preferential basis:

Item No of Notice	Mode of Voting	Number of Member Voted	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
			Nos.	%	Nos.	%		Nos.	%
Item No: 4 of the Notice (Special Resolution)	e-Voting	17	6484469	99.65%	8750	0.13%	14692035	6493219	99.78%
	Postal Ballot	46	12986	0.20%	1203	0.02%	846	14189	0.22%
	Total	63	6497455	99.85%	9953	0.15%	14692881	6507408	100.00%

- The resolution has been passed by the requisite majority since more than three-fourth of the votes are being casted in favour of the resolution. The resolution has been passed as on date of the announcement of the result.





Item – 5: Special Resolution: To issue Convertible Warrants on preferential basis to Mr. Venkatesh Rajagopal, Promoter Director of the Company.

Item No of Notice	Mode of Voting	Number of Member Voted	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
			Nos.	%	Nos.	%		Nos.	%
Item No: 5 of the Notice (Special Resolution)	e-Voting	17	6484469	99.65%	8750	0.13%	14692035	6493219	99.78%
	Postal Ballot	46	12886	0.20%	1303	0.02%	846	14189	0.22%
	Total	63	6497355	99.85%	10053	0.15%	14692881	6507408	100.00%

- The resolution has been passed by the requisite majority since more than three-fourth of the votes are being casted in favour of the resolution. The resolution has been passed as on date of the announcement of the result.

Item – 6: Special Resolution: To issue Convertible Warrants on preferential basis to Mrs. Rama Rajagopal, Promoter Director of the Company.

Item No of Notice	Mode of Voting	Number of Member Voted	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
			Nos.	%	Nos.	%		Nos.	%
Item No: 6 of the Notice (Special Resolution)	e-Voting	17	6484469	99.65%	8750	0.13%	14692035	6493219	99.78%
	Postal Ballot	46	12887	0.20%	1302	0.02%	846	14189	0.22%
	Total	63	6497356	99.85%	10052	0.15%	14692881	6507408	100.00%

- The resolution has been passed by the requisite majority since more than three-fourth of the votes are being casted in favour of the resolution. The resolution has been passed as on date of the announcement of the result.





Item – 7: Special Resolution: To issue Convertible Warrants on preferential basis to Mr. Charath Ram Narsimhan, Managing Director of the Company

Item No of Notice	Mode of Voting	Number of Member Voted	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
			Nos.	%	Nos.	%		Nos.	%
Item No: 7 of the Notice (Special Resolution)	e-Voting	17	20150885	99.88%	8750	0.04%	1025619	20159635	99.93%
	Postal Ballot	46	13633	0.07%	1302	0.01%	100	14935	0.07%
	Total	63	20164518	99.95%	10052	0%	1025719	20174570	100.00%

- The resolution has been passed by the requisite majority since more than three-fourth of the votes are being casted in favour of the resolution. The resolution has been passed as on date of the announcement of the result.

Item – 8: Special Resolution: Approval for sale of immovable property of the company.

Item No of Notice	Mode of Voting	Number of Member Voted	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
			Nos.	%	Nos.	%		Nos.	%
Item No: 8 of the Notice (Special Resolution)	e-Voting	17	21176504	99.89%	8750	0.04%	0	21185254	99.93%
	Postal Ballot	46	13562	0.06%	1338	0.01%	135	14900	0.07%
	Total	63	21190066	99.95%	10088	0.05%	135	21200154	100.00%

- The resolution has been passed by the requisite majority since more than three-fourth of the votes are being casted in favour of the resolution. The resolution has been passed as on date of the announcement of the result.

Thanking You,

Date: 14th February 2017
Place: Chennai - 83



For BP & Associates

C Prabahakar
Partner of BP & Associates
Company Secretaries
M.No: 30433/COP No: 11033