



ASHOK  
PIRAMAL  
GROUP

Date: 26<sup>th</sup> August, 2022

Corporate Relations Department  
BSE Limited,  
1<sup>st</sup> Floor, New Trading Wing  
Rotunda Building, P J Towers  
Dalal Street, Fort  
Mumbai 400 001

The Market Operations Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No C/1, G Block  
Bandra-Kurla Complex  
Bandra (E), Mumbai 400 051

Company Code: 532621

Company Code: MORARJEE

Dear Sir/ Madam,

**Sub: Outcome of voting of 27<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> August, 2022**

In accordance with the circulars of Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 27<sup>th</sup> AGM of the Company was held on Thursday, 25<sup>th</sup> August, 2022 through Video Conference (VC).

As per the requirements of the Companies Act, 2013, Listing Regulations and the relevant Circulars issued by the Ministry of Corporate Affairs, the Company had provided remote e-voting facility to its Shareholders for voting on the businesses transacted at the AGM. The Company had appointed Ms. Kala Agarwal, Practising Company Secretary as the Scrutinizer for remote e-voting and e-voting at the AGM. As per the Scrutinizer's Report, all Resolutions as set out in the Notice of 27<sup>th</sup> AGM have been duly approved by the Shareholders with requisite majority. The Scrutinizer's Report is enclosed as **Annexure - 1**.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consolidated outcome of voting held through remote e-voting and e-voting during the 27<sup>th</sup> AGM of the Company is enclosed as **Annexure - 2**.

Request you to take the same on record.

Thanking You,  
Yours truly,  
For **Morarjee Textiles Limited**

*Nishthi H Dharmani*

**Nishthi H Dharmani**  
Company Secretary



**MORARJEE TEXTILES LTD**

503, 5<sup>th</sup> Floor, Peninsula Tower- 1,  
Peninsula Corporate Park, Ganpatrao  
Kadam Marg, Lower Parel,  
Mumbai – 400013 India

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Fax : (+91-22) 6615 4607  
(+91-22) 6615 4653  
www.morarjeetextiles.com  
CIN: L52322MH1995PLC090643



801, Embassy Centre, Plot No. 207, Jamnalal Bajaj Road, Nariman Point, Mumbai - 400 021.  
Tel: +91-22-22824639 / 22824659 / 7021597117 / 9137774259  
Mob: + 91-9819888185 • E-mail: agarwalkala@gmail.com / admin@kalaagarwal.com

[www.kalaagarwal.com](http://www.kalaagarwal.com)

**FORM NO. MGT-13**

**SCRUTINIZER'S REPORT ON E-VOTING AND POLL**

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014)

To,  
**The Chairperson,  
Morarjee Textiles Limited,  
Peninsula Corporate Park, Unit 5,  
Ground Floor, Tower 1, Wing B,  
Ganpatrao Kadam Marg,  
Lower Parel, Mumbai: 400013.**

Dear Madam,

**Sub:** Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and e-voting conducted during the Annual General Meeting, for the 27<sup>th</sup> Annual General Meeting of Morarjee Textiles Limited held on Thursday, 25<sup>th</sup> August, 2022 at 02.30 p.m. through video conferencing ('VC') / other audio visual means ('OAVM').

I, Kala Agarwal, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **Morarjee Textiles Limited ("the Company")** for the purpose of Remote E-voting and E-Voting at AGM on the below mentioned resolutions at the **27<sup>th</sup> Annual General Meeting** of the Equity Shareholders of Morarjee Textiles Limited, held on **Thursday, 25<sup>th</sup> August, 2022 at 02.30 p.m.** through video conferencing / other audio visual means, submit my report as under:

The notice dated 19<sup>th</sup> May, 2022, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022.

The Company have extended facility of Remote e-voting to the members of the Company through NSDL from Monday, 22nd August, 2022 at 09:00 A.M. and ends on Wednesday, 24th August, 2022 at 05:00 P.M. (IST) and the NSDL e-voting platform was blocked thereafter.

The Company had provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The book closure started from 19th August, 2022 and ended on 25th August, 2022. The shareholders of the Company holding shares as on 18th August, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and downloaded from the e-voting website of NSDL in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted and the results were prepared.

I have scrutinized and reviewed the remote e-voting and e-voting done at the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of remote e-voting and e-voting at the AGM in respect of the said resolutions:

**Ordinary Business:**

**Item No. 1- Ordinary Resolution-**

**To receive, consider and adopt**

**a) the audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 and the reports of the Directors' and Auditor's thereon.**

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
109	23946080	99.99% (rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	2040	0.01%(rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**b) the audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 and the reports of Auditor's thereon.**

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
109	23946080	99.99% (rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	2040	0.01%(rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Ordinary Business:**

**Item No. 2- Ordinary Resolution-**

**To appoint a director in place of Mr. Mahesh S. Gupta (DIN: 00046810), Non-Executive - Non Independent Director, who retires by rotation and being eligible, has offers himself for re-appointment.**

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
109	23946062	99.99% (rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
03	2058	0.01%(rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Ordinary Business:**

**Item No. 3- Ordinary Resolution-**

**To re-appoint M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No.103523W/W100048) as Statutory Auditors of the Company and to fix their remuneration.**

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
109	23946062	99.99% (rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
03	2058	0.01%(rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Special Business**

**Item No. 4- Ordinary Resolution-**

**Ratification of Remuneration of Cost Auditors.**

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
109	23946062	99.99% (rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
03	2058	0.01%(rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them

NIL	NIL
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## **Special Business**

### **Item No. 5- Special Resolution-**

#### **Approval to make offer(s) of Non-Convertible Debentures up to an overall amount of Rs. 250**

##### **Core:**

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
109	23946062	99.99% (rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
03	2058	0.01%(rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

All of the above five (5) Resolutions mentioned in the Notice of the AGM dated 25th August, 2022 as per the details mentioned above stand "PASSED" under Remote E-voting and voting conducted at the AGM through E-voting with requisite majority and hence deemed to be passed as on the date of AGM.

I hereby confirm that I am maintaining the Register received from NDSL electronically in respect of Remote E-voting conducted before the AGM and E-voting conducted during the AGM. I shall arrange to hand over these records to the Authorized Director(s) of the Company for safe keeping, after the Chairperson signs the Minutes.

Thanking You,

Yours Faithfully,

Kala

Agarwal

Digitaly signed by Kala Agarwal  
DN: c=IN, o=Practising  
2.5.4.2=0976D000856793, ou=KALA  
7913846, st=Maharashtra,  
serialNumber=85347287937646894892mca4e  
=0976D0008567937646894892mca4e  
Agarwal  
Date: 2022.08.26 18:14:06 +05'30'

**KALA AGARWAL**

**Practising Company Secretary**

**COP: 5356**

**UDIN: F005976D000856793**

**Place: Mumbai**

**Date: August 26, 2022**

<b>General information about company</b>	
Scrip code	532621
NSE Symbol	MORARJEE
MSEI Symbol	NOTLISTED
ISIN	INE161G01027
Name of the company	MORARJEE TEXTILES LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	25-08-2022
Start time of the meeting	2:30 PM
End time of the meeting	3:00 PM

<b>Voting Results</b>	
Record date	18/08/2022
Total number of shareholders on record date	15400
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	48
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	



Resolution (1)								
Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
Description of resolution considered				To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022				
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	21694663	21694663	100.00	21694663	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	21694663	21694663	100.00	21694663	0	100.00	0.00
Public- Institutions	E-Voting	1558541	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1558541	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13079145	2253457	17.23	2251417	2040	99.91	0.09
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	13079145	2253457	17.23	2251417	2040	99.91	0.09
<b>Total</b>		36332349	23948120	65.91	23946080	2040	99.99	0.01
<b>Whether resolution is Pass or Not.</b>							Passed	

Disclosure of notes on resolution

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (2)								
Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
Description of resolution considered				To appoint a director in place of Mr. Mahesh S. Gupta (DIN: 00046810), Non-Executive - Non Independent Director, who retires by rotation and being eligible, has offers himself for re-appointment.				
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	21694663	21694663	100.00	21694663	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	21694663	21694663	100.00	21694663	0	100.00	0.00
Public- Institutions	E-Voting	1558541	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1558541	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13079145	2253457	17.23	2251399	2058	99.91	0.09
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	13079145	2253457	17.23	2251399	2058	99.91	0.09
<b>Total</b>		36332349	23948120	65.91	23946062	2058	99.99	0.01
<b>Whether resolution is Pass or Not.</b>							Passed	

Disclosure of notes on resolution

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (3)								
Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
Description of resolution considered				To re-appoint M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 103523W/W100048) as Statutory Auditors of the Company and to fix their remuneration				
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	21694663	21694663	100.00	21694663	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	21694663	21694663	100.00	21694663	0	100.00	0.00
Public- Institutions	E-Voting	1558541	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1558541	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13079145	2253457	17.23	2251399	2058	99.91	0.09
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	13079145	2253457	17.23	2251399	2058	99.91	0.09
<b>Total</b>		36332349	23948120	65.91	23946062	2058	99.99	0.01
<b>Whether resolution is Pass or Not.</b>							Passed	

Disclosure of notes on resolution

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (4)								
Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
Description of resolution considered				Ratification of Remuneration of Cost Auditors				
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"
<b>Promoter and Promoter Group</b>	E-Voting	21694663	21694663	100.00	21694663	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	21694663	21694663	100.00	21694663	0	100.00	0.00
<b>Public- Institutions</b>	E-Voting	1558541	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	1558541	0	0.00	0	0	0.00	0.00
<b>Public- Non Institutions</b>	E-Voting	13079145	2253457	17.23	2251399	2058	99.91	0.09
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	13079145	2253457	17.23	2251399	2058	99.91	0.09
<b>Total</b>		36332349	23948120	65.91	23946062	2058	99.99	0.01
<b>Whether resolution is Pass or Not.</b>							Passed	

Disclosure of notes on resolution

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (5)								
Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
Description of resolution considered				Approval to make offer(s) of Non-Convertible Debentures up to an overall amount of Rs. 250 Crore				
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	21694663	21694663	100.00	21694663	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	21694663	21694663	100.00	21694663	0	100.00	0.00
Public- Institutions	E-Voting	1558541	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1558541	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13079145	2253457	17.23	2251399	2058	99.91	0.09
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	13079145	2253457	17.23	2251399	2058	99.91	0.09
<b>Total</b>		36332349	23948120	65.91	23946062	2058	99.99	0.01
<b>Whether resolution is Pass or Not.</b>							Passed	

Disclosure of notes on resolution

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0