



ASHOK  
PIRAMAL  
GROUP

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.

Date: 29<sup>th</sup> December, 2023

Dear Sir /Madam,

**Ref: Morarjee Textiles Limited (Company Code: 532621, NSE: MORARJEE)**

**Sub: Disclosure under Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 – Voting results and Scrutinizer’s Report on the business transacted by way of Postal Ballot conducted through remote E-voting.**

In furtherance to our letter dated 28<sup>th</sup> November, 2023, intimating regarding the dispatch of Notice of Postal Ballot along with the Explanatory statement and pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, read with Section 108 and Section 110 of the Companies Act, 2013 together with Companies (Management and Administration) Rules, 2014, we are submitting herewith the voting results of the business transacted by way of postal ballot in the prescribed format under regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 along with the consolidated report of the scrutinizer on the remote e-voting as **Annexure A** and **Annexure B** respectively.

As per Scrutinizer’s Report, we wish to inform you that the resolution as set out in the Notice of Postal Ballot concerning the appointment of Mr. Kishor Dhage (DIN: 10349307) as a Director of the Company and approval for the appointment of Mr. Kishor Dhage as a Whole-time Director and Chief Executive Officer of the Company and terms and conditions of his appointment has been passed by the shareholders of the Company with requisite majority on 29<sup>th</sup> December, 2023 (last day of remote e-voting).

The above information is being uploaded on the website of the company i.e. <https://www.morarjee.com> website of the Stock Exchange(s) i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Request you to take the same on record.

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

**Harshvardhan A. Piramal**  
**Executive Vice Chairman**

Encl: as above

**MORARJEE TEXTILES LTD**  
The New Mahalaxmi Silk Mills Pvt. Ltd.,  
Mathuradas Mills Compound,  
N. M. Joshi Marg, Lower Parel (W)  
Mumbai – 400013 India

Tel : 8657720751

[www.morarjee.com](http://www.morarjee.com)  
CIN: L52322MH1995PLC090643

<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	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-12-2023
Start time of the meeting	
End time of the meeting	

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Divyesh N. Vanpariya
Firms Name	M/s. DNV & Associates
Qualification	CS
Membership Number	41999
Date of Board Meeting in which appointed	10-11-2023
Date of Issuance of Report to the company	29-12-2023

<b>Voting results</b>	
Record date	24-11-2023
Total number of shareholders on record date	15097
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Kishor Dhage (DIN: 10349307) as a Director of the Company				
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)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21694663						
	Poll							
	Postal Ballot (if applicable)		21694663	100	21694663	0	100	0
	Total		21694663	21694663	100	21694663	0	100
Public- Institutions	E-Voting	2050167						
	Poll							
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2050167	0	0	0	0	0
Public- Non Institutions	E-Voting	12587519						
	Poll							
	Postal Ballot (if applicable)		316399	2.5136	315986	413	99.8695	0.1305
	Total		12587519	316399	2.5136	315986	413	99.8695
Total		36332349	22011062	60.5825	22010649	413	99.9981	0.0019
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for the Appointment of Mr. Kishor Dhage (DIN: 10349307) as a Whole Time Director and CEO of the Company and the terms and conditions of his appointment				
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)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21694663						
	Poll							
	Postal Ballot (if applicable)		21694663	100	21694663	0	100	0
	Total		21694663	21694663	100	21694663	0	100
Public- Institutions	E-Voting	2050167						
	Poll							
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2050167	0	0	0	0	0
Public- Non Institutions	E-Voting	12587519						
	Poll							
	Postal Ballot (if applicable)		316399	2.5136	315986	413	99.8695	0.1305
	Total		12587519	316399	2.5136	315986	413	99.8695
Total		36332349	22011062	60.5825	22010649	413	99.9981	0.0019
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	







# DNV & ASSOCIATES

## Company Secretaries

38, Shreeji Shopping Arcade, Opp Sanjog Hotel, M G Road, Borivali East, Mumbai – 400066.  
Mob: 8082544970 Email: divyeshvanpariya88@gmail.com

### FORM NO. MGT-13

#### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto]

To,  
The Executive Vice Chairman,  
**MORARJEE TEXTILES LIMITED,**  
The New Mahalaxmi Silk Mills Pvt. Ltd.,  
Mathuradas Mills Compound,  
N. M. Joshi Marg, Lower  
Parel, Mumbai – 400013

**Subject: Scrutinizer's Report on postal ballot through E-Voting Process in respect of passing of Resolutions set out in postal ballot notice dated November 10, 2023**

Dear Sir/Madam,

We, M/s. DNV & Associates, Company Secretaries, having office at 38, Shreeji Shopping Arcade, Opp Sanjog Hotel, M G Road, Borivali East, Mumbai - 400066, Maharashtra, India, were appointed as Scrutinizer conduct the Postal ballot through electronic voting process ("remote e-voting") in respect of following resolution as set out in Postal ballot notice:

1. Ordinary Resolution for Appointment of Mr. Kishor Dhage (DIN:10349307) as a Director of the Company.
2. Special Resolution for Approval for the Appointment of Mr. Kishor Dhage (DIN: 10349307) as a Whole Time Director and CEO of the Company and the terms and conditions of his appointment.

I Present this report as follows:

1. The management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 May 05, 2020 and 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as 'MCA Circulars') relating to remote e-voting on the resolution contained in Postal Ballot Notice. Our responsibility as Scrutinizer for the remote e-voting is to ensure that the voting process is conducted in a fair and transparent manner, and is restricted to submit a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by National



Securities Depository Limited (NSDL), the agency engaged by the Company to provide remote e-voting facility for e-voting facility to its members.

2. Pursuant to the Postal Ballot Notice dated **November 10, 2023**, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and pursuant to other applicable laws and regulations.
3. The Company has confirmed to us that Notice dated **November 10, 2023**, along with attachment setting out material facts under Section 102 of the Act was sent by electronic mode on Tuesday, November, 28, 2023 to those shareholders whose e-mail id was registered with the Registrar and Share Transfer Agent /Company / Depositories in compliance with the MCA Circulars and SEBI Circulars. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, November 24, 2023.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had published advertisement about completion of dispatch of Postal Ballot Notice and providing remote e-voting facility in the English newspaper "Active Times" and in Marathi newspaper "Mumbai Lakshdeep" on Wednesday, November 29, 2023.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 30 (Thirty) days from Thursday, November 30, 2023 (09:00 A.M.) and ended on Friday, December 29, 2023 (05:00 P.M.).



6. The voting rights of members was considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, November 24, 2023.
7. The votes cast under remote e-voting facility Were thereafter unblocked and were counted.
8. Summary of the remote e-voting are as follows:

**Item No. 1: As an Ordinary Resolution:**

**Appointment of Mr. Kishor Dhage (DIN:10349307) as a Director of the Company**

(i) Voted in Favour of the resolution:

Mode of Voting	Number of members voting	Number of votes cast	% of total number of valid votes cast
Voted through remote e-voting	124	2,20,10,649	99.9981%

(ii) Voted Against the resolution:

Mode of Voting	Number of members voting	Number of votes cast	% of total number of valid votes cast
Voted through remote e-voting	7	413	0.0019%

(iii) Invalid / Abstained votes:

Mode of Voting	Number of members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	0	0



**Item No. 2: As an Special Resolution:**

**Approval for the Appointment of Mr. Kishor Dhage (DIN: 10349307) as a Whole Time Director and CEO of the Company and the terms and conditions of his appointment:**

(i) Voted in Favour of the resolution:

<b>Mode of Voting</b>	<b>Number of members voting</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
Voted through remote e-voting	124	2,20,10,649	99.9981%

(ii) Voted Against the resolution:

<b>Mode of Voting</b>	<b>Number of members voting</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
Voted through remote e-voting	7	413	0.0019%

(iii) Invalid / Abstained votes:

<b>Mode of Voting</b>	<b>Number of members whose votes were invalid</b>	<b>Number of shares held by them</b>
Voted through remote e-voting	0	0



9. Based on the foregoing, the Resolution No(s). 1 and 2 have been passed with the requisite majority on i.e. December 29, 2023.
10. All the relevant records shall remain in our safe custody until the Chairperson of the Company considers, approves and signs the minutes of the postal ballot of the Company shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

Thanking you,  
Yours faithfully,

For DNV & Associates  
Company Secretaries  
Firm Unique Code: S2018MH628300

*D.N. Vanpariya*

Divyesh N. Vanpariya  
Proprietor  
Membership No: 41999  
C.P. No.: 21050



UDIN: A041999E003072653

Date: 29/12/2023  
Place: Mumbai

**Counter signed by  
MORARJEE TEXTILES LIMITED**

**Harshvardhan A. Piramal  
Executive Vice Chairman**