



ASHOK
PIRAMAL
GROUP

Date: July 31, 2021

Corporate Relations Department
BSE Limited,
1st 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, 5th Floor
Plot No C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051

Company Code: 532621

Company Code: MORARJEE

Dear Sir/ Ma'am,

Sub: Outcome of voting of 26th Annual General Meeting held on 29th July, 2021

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 26th AGM of the Company was held on 29th July, 2021 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 26th 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 26th 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
Company Secretary

MORARJEE TEXTILES LTD

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

Tel : (+91 - 22) 6615 4651
(+91 - 22) 6615 4652
(+91 - 22) 6615 4653

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

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

503, A wing, Peninsula Tower,

Peninsula Corporate Park,

Lower Parel, Mumbai - 400013.

Dear Sir,

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 26th Annual General Meeting of **Morarjee Textiles Limited** held on Thursday, 29th July, 2021 at 2.30 p.m. through video conferencing ('VC').

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 taken on the below mentioned resolutions at the 26th Annual General Meeting of the Equity Shareholders of Morarjee Textiles Limited, held on Thursday, 29th July, 2021 at 2.30 p.m. through video conferencing ('VC'), submit my report as under:

The notice dated 28th June, 2021, 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 general circular nos. 14/2020 dated April 08, 2020, circular no. 17/2020 dated April 13, 2020, circular no. 20/2020 dated May 05, 2020 and 13th January, 2021 issued by the Ministry of Corporate Affairs read with SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (“SEBI circulars”).

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 24th July, 2021 and ended on 29th July, 2021. The shareholders of the Company holding shares as on 23rd July, 2021 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 Central Depository Services (India) Limited (CDSL) 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 CDSL 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 during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

My responsibility as scrutinizer for the remote e-voting and e-voting during 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 during the AGM in respect of the said resolutions:

Ordinary Business:

Item No. 1- Ordinary Resolution-

To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021.

(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
73	22352694	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	3197	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. Harshvardhan A. Piramal (DIN: 00044972), Non-Executive 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
73	22355526	100%(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	365	0%(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. 3- 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
74	22355583	100%(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
2	308	0%(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-

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

(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
72	22352636	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
4	3255	0.01%(Rounded off)

(3) Invalid Votes

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

Morarjee Textiles Limited
Voting Results of the 26th AGM held on 29th July, 2021

Annexure - 2

Voting Results	
Record date	23/07/2021
Total number of shareholders on record date	14872
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	39

Morarjee Textiles Limited
Voting Results of the 26th AGM held on 29th July, 2021

Resolution No. 01: Adoption of Audited Standalone and Consolidated Financial Statements together with the Reports of Board of Directors' and Auditors' thereon for the financial year ended 31st March, 2021

Resolution Required: Ordinary

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	21694663	21623156	99.67	21623156	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	21623156	99.67	21623156	0	100.00	0.00
Public- Institutions	E-Voting	1558544	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	1558544	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13079142	732735	5.60	729538	3197	99.56	0.44
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	13079142	732735	5.60	729538	3197	99.56	0.44
Total		36332349	22355891	61.53	22352694	3197	99.99	0.01
Whether resolution is Pass or Not.								Passed

Morarjee Textiles Limited
Voting Results of the 26th AGM held on 29th July, 2021

Resolution No. 02: Re-appointment of Mr. Harshvardhan A. Piramal (DIN: 00044972), Non-Executive Director, who retires by rotation and eligible for re-appointment.

Resolution Required: Ordinary

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	21694663	21623156	99.67	21623156	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	21623156	99.67	21623156	0	100.00	0.00
Public- Institutions	E-Voting	1558544	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	1558544	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13079142	732735	5.60	732370	365	99.95	0.05
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	13079142	732735	5.60	732370	365	99.95	0.05
Total		36332349	22355891	61.53	22355526	365	100.00	0.00
Whether resolution is Pass or Not.								Passed

Morarjee Textiles Limited
Voting Results of the 26th AGM held on 29th July, 2021

Resolution No. 03: Ratification of the Remuneration of M/s. Phatak Paliwal & Co Cost Accountants for the financial year ending 31st March, 2022.

Resolution Required: Ordinary

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	21694663	21623156	99.67	21623156	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	21623156	99.67	21623156	0	100.00	0.00
Public- Institutions	E-Voting	1558544	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	1558544	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13079142	732735	5.60	732427	308	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	13079142	732735	5.60	732427	308	99.96	0.04
Total		36332349	22355891	61.53	22355583	308	100.00	0.00
Whether resolution is Pass or Not.								Passed

Morarjee Textiles Limited
Voting Results of the 26th AGM held on 29th July, 2021

Resolution No. 04: Consideration of making offer(s) of Non-Convertible Debentures aggregating to Rs. 250 crores on private placement basis.

Resolution Required: Special

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	21694663	21623156	99.67	21623156	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	21623156	99.67	21623156	0	100.00	0.00
Public- Institutions	E-Voting	1558544	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	1558544	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13079142	732735	5.60	729480	3255	99.56	0.44
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	13079142	732735	5.60	729480	3255	99.56	0.44
Total		36332349	22355891	61.53	22352636	3255	99.99	0.01
Whether resolution is Pass or Not.								Passed

Morarjee Textiles Limited
Voting Results of the 26th AGM held on 29th July, 2021

Resolution No. 05: Re-appointment of Lt. Gen. A.K. Singh (DIN: 07698288) as an Independent Director of the Company for a second term of five consecutive years commencing from 07th February, 2022 up to 07th February, 2027.

Resolution Required: Special

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	21694663	21623156	99.67	21623156	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	21623156	99.67	21623156	0	100.00	0.00
Public-Institutions	E-Voting	1558544	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	1558544	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	13079142	732735	5.60	732370	365	99.95	0.05
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	13079142	732735	5.60	732370	365	99.95	0.05
Total		36332349	22355891	61.53	22355526	365	100.00	0.00
Whether resolution is Pass or Not.								Passed