



PIRAMAL
GROUP

28th September, 2023

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/ Madam,

Sub: Outcome of voting of 27th Annual General Meeting held on 27th September, 2023

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 28th AGM of the Company was held on Wednesday, 27th September, 2023 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 M/s. DNV & Associates, Practicing 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 28th 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 28th 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



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 : 022- 66811600

www.morarjee.com
CIN: L52322MH1995PLC090643



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 Chairperson,
MORARJEE TEXTILES LIMITED,
The New Mahalaxmi Silk Mills Pvt. Ltd.,
Mathuradas Mills Compound,
N. M. Joshi Marg, Lower
Parel, Mumbai – 400013

Subject: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process as well as E-Voting during the 28th Annual General Meeting (AGM) of the Members of MORARJEE TEXTILES LIMITED (the Company) held on Wednesday, September 27, 2023, at 2:30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

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 by the Board of Directors of the Company for the purpose of:

- a) Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendments thereto; and
- b) Scrutinizing the e-voting during the AGM for those shareholders, who did not cast their votes through remote e-voting facility in terms of provisions of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

in a fair and transparent manner, for passing of the Resolutions as mentioned under Item No(s). 1, 2 and 3 as set out in the Notice of 28th AGM of the members of the Company dated May 29, 2023.



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 issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as 'MCA Circulars') relating to remote e-voting and e-voting during the AGM on the resolutions contained in the AGM Notice. Our responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to make a Consolidated 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 and e-voting during the AGM.
2. In compliance with the MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "SEBI Circulars"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Notice along with the Annual Report 2022-23 was sent through electronic mode to equity shareholders whose email address is registered with the Company/ Share Transfer Agent of the Company/National Securities Depository Limited ("NSDL") / Central Depository Services Limited ("CDSL") / Depository Participants;
3. The Company has confirmed to us that Notice dated May 29, 2023, along with attachment setting out material facts under Section 102 of the Act was sent by electronic mode on Tuesday September, 5, 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, August 25, 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 AGM Notice and providing remote e-voting facility in the English newspaper "Active Times" and in Marathi newspaper "Mumbai Lakshdeep" on Friday, September 08, 2023.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Sunday, September 24, 2023 (09:00 A.M.) and ended on Tuesday, September 26, 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. Wednesday, September 20, 2023.
7. As required under the said rules, after the completion of the e-voting at the AGM. the votes casted through e-voting during the AGM were counted, thereafter the votes casted under remote e-voting facility were unblocked and the reports were downloaded from the NSDL e-voting platform in the presence of two witnesses who are not in employment with the Company:
8. Summary of the remote e-voting and e-voting during the AGM are as follows:



Item No. 1: As an Ordinary Resolution:

To receive, consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and**
b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.:

(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	97	2,17,26,219	99.9993%

(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	4	145	0.0007%

(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 Ordinary Resolution:

To appoint a Director in place of Ms. Urvi A. PIRAMAL (DIN: 00044954), Non-Executive Director, who retires by rotation and being eligible, has offers herself for reappointment:

(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	97	2,17,26,208	99.9993%

(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	4	156	0.0007%

(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



Special Business:

Item No. 3: As an Ordinary Resolution:

Ratification of Remuneration of Cost Auditors:

(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	98	2,17,26,248	99.9995%

(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	3	116	0.0005%

(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



9. Based on the foregoing, the Resolution No(s). 1, 2, and 3 have been passed with the requisite majority on the date of the AGM i.e. September 27, 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 28th Annual General Meeting and the same shall be handed over thereafter to the Chairman or 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: A041999E001106040

Date: 27/09/2023
Place: Mumbai

**Counter signed by
MORARJEE TEXTILES LIMITED**

**Chairperson/Authorised Signatory
Nishthi H. Dharmani**

General information about company	
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 / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-09-2023
Start time of the meeting	02:30 PM
End time of the meeting	02:55 PM

Scrutinizer Details

Name of the Scrutinizer	Mr. Divyesh N. Vanpariya
Firms Name	M/s. DNV & Associates
Qualification	CS
Membership Number	41999
Date of Board Meeting in which appointed	29-05-2023
Date of Issuance of Report to the company	27-09-2023

Voting results	
Record date	20-09-2023
Total number of shareholders on record date	15491
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	6
b) Public	45
No. of resolution passed in the meeting	3
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				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, 2023				
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	21694663	100	21694663	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		21694663	21694663	100	21694663	0	100
Public-Institutions	E-Voting	1558539	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1558539	0	0	0	0	0
Public- Non Institutions	E-Voting	13079147	31701	0.2424	31556	145	99.5426	0.4574
	Poll							
	Postal Ballot (if applicable)							
	Total		13079147	31701	0.2424	31556	145	99.5426
Total		36332349	21726364	59.799	21726219	145	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

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

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ms. Urvi A. Piramal (DIN: 00044954), Non-Executive Non-Independent Director, Who retires by rotation and eligible for re-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	21694663	100	21694663	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		21694663	21694663	100	21694663	0	100
Public-Institutions	E-Voting	1558539	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1558539	0	0	0	0	0
Public- Non Institutions	E-Voting	13079147	31701	0.2424	31545	156	99.5079	0.4921
	Poll							
	Postal Ballot (if applicable)							
	Total		13079147	31701	0.2424	31545	156	99.5079
Total		36332349	21726364	59.799	21726208	156	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

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

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the Remuneration of M/s. Phatak Paliwal & Co. Cost Accountants for the financial year ending 31st March, 2024				
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	21694663	100	21694663	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		21694663	21694663	100	21694663	0	100
Public- Institutions	E-Voting	1558539	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1558539	0	0	0	0	0
Public- Non Institutions	E-Voting	13079147	31701	0.2424	31585	116	99.6341	0.3659
	Poll							
	Postal Ballot (if applicable)							
	Total		13079147	31701	0.2424	31585	116	99.6341
Total		36332349	21726364	59.799	21726248	116	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

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