



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: 11<sup>th</sup> February, 2022

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 11<sup>th</sup> January, 2022, 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 as prescribed 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. Amresh Narayan (DIN: 09302625) as a Director of the Company and approval for the appointment of Mr. Amresh Narayan (DIN: 09302625) as a Whole Time Director and Chief Executive Officer of the Company and the terms and conditions of his appointment has been passed by the shareholders of the company with the requisite majority on 10<sup>th</sup> February, 2022 (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 CDSL at [www.evotingindia.com](http://www.evotingindia.com).

Request you to take the same on record.

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

  
**Nishthi H Dharmani**  
Company Secretary



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	POSTAL BALLOT
Date of declaration of results (in case of Postal Ballot)	11-02-2022
Start time of the meeting	NA
End time of the meeting	NA

Postal Ballot Voting Results	
Record date	07/01/2022
Total number of shareholders on record date	14808
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	0
b) Public	0
No. of resolution passed in the meeting	0
Disclosure of notes on voting results	NA

Resolution (1)								
Resolution required: (Ordinary/ Special)								
Whether promoter/ promoter group are interested in the agenda/resolution?								
Description of resolution considered								
1. Appointment of Mr. Amresh Narayan (DIN:09302625) as a Director of the Company								
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	21689244	99.98	21689244	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	21689244	99.98	21689244	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	2339840	17.89	2339782	58	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>	13079145	2339840	17.89	2339782	58	100.00	0.00
	<b>Total</b>	36332349	24029084	66.14	24029026	58	100.00	0.00
<b>Whether resolution is Pass or Not.</b>							<b>PASSED</b>	

Disclosure of notes on resolution

\* this fields are optional

Details of invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Resolution (2)										
Resolution required: (Ordinary/Special)					Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?										
NO										
2. Approval for the Appointment of Mr. Amresh Narayan (DIN: 09302625) 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 (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	21689244	99.98	21689244	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)			0.00			0.00			
	Total	21694663	21689244	99.98	21689244	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)			0.00			0.00			
	Total	1558541	0	0.00	0	0	0.00	0.00		
<b>Public- Non Institutions</b>	E-Voting	13079145	2339840	17.89	2339773	67	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)			0.00			0.00			
	Total	13079145	2339840	17.89	2339773	67	100.00	0.00		
	Total	36323349	24029084	66.14	24029017	67	100.00	0.00		
<b>Whether resolution is Pass or Not.</b>										
DISCLOSURE OF NOTES ON RESOLUTION										
PASSED										

\* this fields are optional

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

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### SCRUTINIZER'S REPORT ON POSTAL BALLOT

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 Sir/Madam,

**Sub:** Scrutinizer's Report on the Postal Ballot conducted by **Morarjee Textiles Limited** for the Ordinary and Special Resolution as contained in the Notice of Postal Ballot dated 06<sup>th</sup> January, 2022.

- In terms of the provisions of Section 110 of the Companies Act, 2013 read with Company (Management and Administration) Rules, 2014, I, Kala Agarwal, Practising Company Secretary was appointed as the Scrutinizer by the Company on 06<sup>th</sup> January, 2022 to conduct Postal Ballot as contained in the Notice dated 06<sup>th</sup> January, 2022.
- In terms of Sections 108 and 110 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 14/ 2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/ 2020 dated 15th June, 2020, General Circular No. 33/ 2020 dated 28th September, 2020 and General Circular No. 39/2020 dated 31st December, 2020 No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021 and No. 19/2021 dated December 8, 2021 respectively (collectively referred to as "MCA circulars"), in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India.



- Members' approval was sought for the following :
  - i. Appointment of Mr. Amresh Narayan (DIN:09302625) as a Director of the Company.
  - ii. Approval for the Appointment of Mr. Amresh Narayan (DIN: 09302625) as a Whole Time Director and CEO of the Company and the terms and conditions of his appointment.
- The Company has informed that, on the basis of the Register of Members 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, 7th January, 2022 ("the cut-off date"), the Company completed dispatch of the Notice of Postal Ballot by E-Mail on Monday, 10<sup>th</sup> January, 2022, to 9145 Members who had registered their email ids with the Company/Depositories.
- The Management of the Company was responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting on the resolutions contained in the notice of the Poastal Ballot.
- My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.
- In terms of the aforesaid notice, Members were required to convey their assent or dissent, through remote e-voting system, on e-voting platform provided by Central Depository Services (India) Limited (CDSL) from 9:00 a.m. (IST) on Wednesday, 12<sup>th</sup> January 2022 to 5:00 p.m. (IST) on Thursday, 10<sup>th</sup> February, 2022.
- 64 Members had cast their votes on the remote e-voting platform till 5:00 p.m, (IST)on Thursday, 10th February, 2022.
- After the scrutiny of the remote e-voting result, we report that the Ordinary and Special Resolution as contained in the Notice of Postal Ballot dated 06<sup>th</sup> January, 2022 has been passed with requisite majority.
- We have annexed with this report, the details of the Postal Ballot through remote e-voting and the analysis of the result of the Ordinary and Special Resolution as contained in the said Notice.

  
**KALA AGARWAL**  
 Practising Company Secretary  
 COP: 5356  
 UDIN: F005976C002526670



**Place: Mumbai**  
**Date: 11<sup>th</sup> February, 2022**

**Result of Postal Ballot**

**Item No.1: Appointment of Mr. Amresh Narayan (DIN:09302625) as a Director of the Company.**

**Resolution Type: Ordinary**

Particulars	Number of valid		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	63	24029026	99.9998
Dissent	1	58	0.00024
<b>Total</b>	<b>64</b>	<b>24029084</b>	<b>100</b>

**Item No.2: Approval for the Appointment of Mr. Amresh Narayan (DIN: 09302625) as a Whole Time Director and CEO of the Company and the terms and conditions of his appointment.**

**Resolution Type: Special**

Particulars	Number of valid		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	62	24029017	99.9997
Dissent	2	67	0.00028
<b>Total</b>	<b>64</b>	<b>24029084</b>	<b>100</b>

Based on the aforesaid result, we report that, the Ordinary and Special Resolution as contained in the Notice of Postal Ballot dated 06<sup>th</sup> January, 2022 has been passed with requisite majority.

I hereby confirm that I am maintaining the Register received from CDSL electronically in respect of Remote E-voting conducted during the Postal Ballot. I shall arrange to hand over these records to the Executive Vice Chairman of the Company for safe keeping, after the Chairman signs the Minutes.

Thanking You,  
Yours Faithfully,



**KALA AGARWAL**  
Practising Company Secretary  
COP: 5356  
UDIN: F005976C002526670



Place: Mumbai  
Date: 11<sup>th</sup> February, 2022