



Date: 28th May, 2019

Corporate Relations Department BSE Limited 1st Floor, New Trading Wing Rotunda Building, P J Towers Dalal Street, Fort Mumbai 400 001 **Company Code:** 532621 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:** MORARJEE

Dear Sir/ Ma'am,

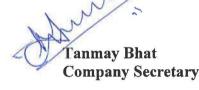
Subject: Annual Secretarial Compliance Report for the FY 2018-19

Pursuant to the SEBI Circular no. CIR/CFD/CMD1/27/2019 dated 8th February 2019, enclosed is the Annual Secretarial Compliance Report of the Company for the financial year 2018-19, issued by Ms. Kala Agarwal, Practicing Company Secretary.

Request you to take the same on your record and oblige.

Thanking you,

Yours faithfully, For Morargee Textiles Limited



Encl: As above



MORARJEE TEXTILES LTD

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ANNEXURE A

B. Com.; F.C.S C.P. No. 5356

Secretarial Compliance Report of Morarjee Textiles Limited for the Year Ended 31st March, 2019.

We have examined:

- (a) all the documents and records made available to us and explanation provided by Morarjee Textiles Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) Reports issued to the Company, Bank Statements and document for the year ended 31st March, 2019 in respect of compliance with the provisions of : (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
 - (c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) GAR Regulations, 2008;

Secretarial Audit Report Morarjee Textiles Limited – 31st March, 2019

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, We hereby report that, during the Review Period:

A. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:- NIL

Sr No	Compliance Requirement (Regulations/ Circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL		

- B. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- C. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: NIL

Sr No	Action taken by	Details violation	of	taken E.g. fines,	Observations/ remarks of the Practicing Company Secretary, if any
		1	NI	L.	



Secretarial Audit Report Morarjee Textiles Limited – 31st March, 2019 D. The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable

Sr. No	Observations of the Practicing Company Secretary in the previous reports		Actions taken by the listed entity, if any	
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Not Applicable

Date: 08/05/2019 Place: Mumbai



Kala Agarwal Practising Company Secretary COP No.: 5356

Secretarial Audit Report Morarjee Textiles Limited – 31st March, 2019