



ASHOK
PIRAMAL
GROUP

Date: September 26, 2020

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 25th Annual General Meeting held on 25th September, 2020

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 25th AGM of the Company was held on 25th September, 2020 through Video Conference (VC) / Other Audio Video Means (OAVM).

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 25th 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 25th 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

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Senapati Bapat Marg, Lower Parel,
Mumbai- 400 013 India

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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 LTD
Peninsula Spenta, Mathuradas Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

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 25th Annual General Meeting of **Morarjee Textiles Limited** held on Friday, 25th September, 2020 at 11.30 a.m. through video conferencing ('VC')/ other audio visual means ('OAVM').

I, Kala Agarwal, Practicing 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 25th Annual General Meeting of the Equity Shareholders of Morarjee Textiles Limited, held on Friday, 25th September, 2020 at 11.30 a.m. through video conferencing / other audio visual means, submit my report as under:

The notice dated 26th June, 2020, 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 MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

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 19th September, 2020 and ended on 25th September, 2020. The shareholders of the Company holding shares as on 18th September, 2020 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.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM.

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, 2020 and the reports of the Directors' and Auditor's thereon.

(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	22452120	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	110	0% (Rounded off)

(3) Invalid Votes

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



Ordinary Business:

Item No. 2- 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, offers herself for reappointment.

(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
71	22452061	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
4	169	0% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
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
70	22451961	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
5	269	0% (Rounded off)

(3) Invalid Votes

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



NIL

Special Business

Item No. 4- Ordinary Resolution-

To appoint Ms. Alpana Chinai (DIN: 00136144) as an Independent Director of the Company.

(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
71	22451209	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
4	1021	0% (Rounded off)

(3) Invalid Votes

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

Special Business

Item No. 5- Ordinary Resolution-

To appoint Mr. Archit Jayakar (DIN: 01904013) as an Independent Director of the Company:

(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
71	22451209	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
4	1021	0% (Rounded off)

(3) Invalid Votes

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



Special Business

Item No. 6- Ordinary Resolution-

To appoint Mr. Devesh Harishchandra Dadheech (DIN: 01656629) as an Independent Director of the Company;

(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
71	22451209	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
4	1021	0% (Rounded off)

(3) Invalid Votes

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

Special Business

Item No. 7- Special Resolution-

To consider making offer(s) of Non-Convertible Debentures aggregating to Rs. 150 crores on private placement basis.

(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
70	22452060	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
4	169	0% (Rounded off)

(3) Invalid Votes

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



All of the above seven (7) Resolutions mentioned in the Notice of the AGM dated 25th September, 2020 as per the details mentioned above stand "PASSED" under Remote E-voting and voting conducted during the AGM through E-voting with requisite majority and hence deemed to be passed as on the date of AGM.

I hereby confirm that I am maintaining the Register received from CDSL electronically in respect of Remote E-voting conducted before the AGM and E-voting conducted during the AGM. I shall arrange to hand over these records to the Authorized Director(s) of the Company for safe keeping, after the Chairman signs the Minutes.

Thanking You,
Yours Faithfully,



KALA AGARWAL
Practising Company Secretary
COP: 5356

Place: Mumbai
Date: 25/09/2020



Morarjee Textiles Limited
Voting Results of the 25th AGM held on 25th September, 2020

Date of the AGM:	25-Sep-20
Total Number of shareholders on record date:	15555
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting though Video Conferencing	47
Promoters and Promoter Group:	6
Public:	41

Item No. 1 - To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the reports of the Directors' and Auditor's thereon.

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 & Promoter Group	E-voting	21694663	21694663	100.00%	21694663	-	100%	0
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		21694663	21694663	100.00%	21694663	-	100%
Public - Institutions	E-voting	1713769	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		1713769	-	-	-	-	-
Public - Non Institutions	E-voting	12923917	757567	5.86%	757457	110	99.99%	0.01%
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		12923917	757567	5.86%	757457	110	99.99%
Total		36332349	22452230	61.80%	22452120	110	100%	0.00
Whether resolution is Pass or Not								PASSED

Morarjee Textiles Limited
Voting Results of the 25th AGM held on 25th September, 2020

Item No. 2 - To appoint a director in place of Ms. Urvi A. Piramal (DIN: 00044954), Non-Executive Director, who retires by rotation and being eligible, offers herself for reappointment.

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 & Promoter Group	E-voting	21694663	21694663	100%	21694663	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		21694663	21694663	100%	21694663	0	100%
Public - Institutions	E-voting	1713769	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1713769	-	-	-	-	-
Public - Non Institutions	E-voting	12923917	757567	5.86%	757398	169	99.98%	0.02%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		12923917	757567	5.86%	757398	169	99.98%
Total		36332349	22452230	61.80%	22452061	169	100%	0.00
Whether resolution is Pass or Not								PASSED

Morarjee Textiles Limited
Voting Results of the 25th AGM held on 25th September, 2020

Item No. 3 -Ratification of Remuneration of Cost Auditors

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 & Promoter Group	E-voting	21694663	21694663	100%	21694663	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		21694663	21694663	100%	21694663	0	100%
Public - Institutions	E-voting	1713769	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1713769	-	-	-	-	-
Public - Non Institutions	E-voting	12923917	757567	5.86%	757298	269	99.96%	0.04%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		12923917	757567	5.86%	757298	269	99.96%
Total		36332349	22452230	61.80%	22451961	269	100%	0.00
Whether resolution is Pass or Not								PASSED

Morarjee Textiles Limited

Voting Results of the 25th AGM held on 25th September, 2020

Item No. 4 - To appoint Ms. Alpana Chinai (DIN: 00136144) as an Independent Director of the Company

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 & Promoter Group	E-voting	21694663	21694663	100%	21694663	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		21694663	21694663	100%	21694663	0	100%
Public - Institutions	E-voting	1713769	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1713769	-	-	-	-	-
Public - Non Institutions	E-voting	12923917	757567	5.86%	756546	1021	99.87%	0.13%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		12923917	757567	5.86%	756546	1021	99.87%
Total		36332349	22452230	61.80%	22451209	1021	100.00%	0.00
Whether resolution is Pass or Not								PASSED

Morarjee Textiles Limited
Voting Results of the 25th AGM held on 25th September, 2020

Item No. 5 - To appoint Mr. Archit Jayakar (DIN: 01904013) as an Independent Director of the Company.

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 & Promoter Group	E-voting	21694663	21694663	100%	21694663	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		21694663	21694663	100%	21694663	0	100%
Public - Institutions	E-voting	1713769	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1713769	-	-	-	-	-
Public - Non Institutions	E-voting	12923917	757567	5.86%	756546	1021	99.87%	0.13%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		12923917	757567	5.86%	756546	1021	99.87%
Total		36332349	22452230	61.80%	22451209	1021	100.00%	0.00
Whether resolution is Pass or Not								PASSED

Morarjee Textiles Limited

Voting Results of the 25th AGM held on 25th September, 2020

Item No. 6 - To appoint Mr. Devesh Dadheech (DIN: 01656629) as an Independent Director of the Company.

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 & Promoter Group	E-voting	21694663	21694663	100%	21694663	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		21694663	21694663	100%	21694663	0	100%
Public - Institutions	E-voting	1713769	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1713769	-	-	-	-	-
Public - Non Institutions	E-voting	12923917	757567	5.86%	756546	1021	99.87%	0.13%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		12923917	757567	5.86%	756546	1021	99.87%
Total		36332349	22452230	61.80%	22451209	1021	100.00%	0.00
Whether resolution is Pass or Not								PASSED

Morarjee Textiles Limited

Voting Results of the 25th AGM held on 25th September, 2020

Item No. 7: To consider making offer(s) of Non-Convertible Debentures aggregating to Rs. 150 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 & Promoter Group	E-voting	21694663	21694663	100%	21694663	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		21694663	21694663	100%	21694663	0	100%
Public - Institutions	E-voting	1713769	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1713769	-	-	-	-	-
Public - Non Institutions	E-voting	12923917	757566	5.86%	757397	169	99.98%	0.02%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		12923917	757566	5.86%	757397	169	99.98%
Total		36332349	22452229	61.80%	22452060	169	100%	0.00
Whether resolution is Pass or Not								PASSED