

### Details of Voting Results:

Date of the AGM	29 <sup>th</sup> September, 2014
Total no. of Shareholders as on Book Closure Date	17801
No. of shareholders present in the meeting either in person or through proxy:	73
Promoter and Promoter Group:	2
Public:	71
No. of shareholders attended the meeting through Video Conferencing	Not Applicable
Promoter and Promoter Group:	
Public:	

### Details of the Agenda:

**Resolution No. 1-** To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon

**Resolution required: Ordinary**  
**Mode of voting: Poll & E-Voting**

Promoter/Public	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>Mode of voting: E-voting and Poll</b>							
Promoter and Promoter Group	23201238	23201238	100%	23201238	-	100 %	-
Public Financial holders	1644972	1644972	100%	1644972	-	100%	-
Public-others	680379	680378	99.99%	676335	4043	99.41%	0.59%
<b>Total</b>	<b>25526589</b>	<b>25526588</b>	<b>99.99</b>	<b>25522545</b>	<b>4043</b>	<b>99.98%</b>	<b>0.02%</b>




### MORARJEE TEXTILES LTD

2, Peninsula Spenta, Mathuradas Mills,  
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**Resolution No. 2- To declare dividend on preference and equity shares of the Company.**

**Resolution required: Ordinary  
Mode of voting: Poll & E-Voting**

Promoter/Public	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>Mode of voting: E-voting and Poll</b>							
Promoter and Promoter Group	23201238	23201238	100%	23201238	-	100 %	-
Public Financial holders	1644972	1644972	100%	1644972	-	100%	-
Public-others	679669	679668	99.99%	676335	3333	99.51%	0.49%
<b>Total</b>	<b>25525879</b>	<b>25525878</b>	<b>99.99</b>	<b>25522545</b>	<b>3333</b>	<b>99.98%</b>	<b>0.02%</b>



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**Resolution No. 3- Re-appointment of Mr. Mahesh S. Gupta as a Director, who retires by rotation and being eligible, offers himself for re-appointment.**

**Resolution required: Ordinary**  
**Mode of voting: Poll & E-Voting**

Promoter/Public	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>Mode of voting: E-voting and Poll</b>							
Promoter and Promoter Group	23201238	23201238	100%	23201238	-	100 %	-
Public Financial holders	1644972	1644972	100%	1644972	-	100%	-
Public-others	680379	680378	99.99%	676335	4043	99.41%	0.59%
<b>Total</b>	<b>25526589</b>	<b>25526588</b>	<b>99.99</b>	<b>25522545</b>	<b>4043</b>	<b>99.98%</b>	<b>0.02%</b>

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**Resolution No. 4- To Reappoint the Statutory Auditors of the Company.**

**Resolution required: Ordinary**

**Mode of voting: Poll & E-Voting**

Promoter/Public	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>Mode of voting: E-voting and Poll</b>							
Promoter and Promoter Group	23201238	23201238	100%	23201238	-	100 %	-
Public Financial holders	1644972	1644972	100%	1644972	-	100%	-
Public-others	680379	680378	99.99%	676335	4043	99.41%	0.59%
<b>Total</b>	<b>25526589</b>	<b>25526588</b>	<b>99.99</b>	<b>25522545</b>	<b>4043</b>	<b>99.98%</b>	<b>0.02%</b>

*Kaviz*



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**Resolution No. 5- Appointment of Mr. Ranjan Pant as Independent Director of the Company for consecutive period of 5 Years.**

**Resolution required: Ordinary**  
**Mode of voting: Poll & E-Voting**

Promoter/Public	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>Mode of voting: E-voting and Poll</b>							
Promoter and Promoter Group	23201238	23201238	100%	23201238	-	100 %	-
Public Financial holders	1644972	1644972	100%	1644972	-	100%	-
Public-others	680379	680378	99.99%	676335	4043	99.41%	0.59%
<b>Total</b>	<b>25526589</b>	<b>25526588</b>	<b>99.99</b>	<b>25522545</b>	<b>4043</b>	<b>99.98%</b>	<b>0.02%</b>

*Kawji*





**Resolution No. 6- Appointment of Mr. Aditya Mangaldas as Independent Director of the Company for consecutive period of 5 Years**

**Resolution required: Ordinary  
Mode of voting: Poll & E-Voting**

Promoter/Public	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>Mode of voting: E-voting and Poll</b>							
Promoter and Promoter Group	23201238	23201238	100%	23201238	-	100 %	-
Public Financial holders	1644972	1644972	100%	1644972	-	100%	-
Public-others	680379	680378	99.99%	676335	4043	99.41%	0.59%
<b>Total</b>	<b>25526589</b>	<b>25526588</b>	<b>99.99</b>	<b>25522545</b>	<b>4043</b>	<b>99.98%</b>	<b>0.02%</b>



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**Resolution No. 7- Appointment of Mr. Shobhan Thakore as Independent Director of the Company for consecutive period of 5 Years**

**Resolution required: Ordinary  
Mode of voting: Poll & E-Voting**

Promoter/Public	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>Mode of voting: E-voting and Poll</b>							
Promoter and Promoter Group	23201238	23201238	100%	23201238	-	100 %	-
Public Financial holders	1644972	1644972	100%	1644972	-	100%	-
Public-others	680379	680378	99.99%	676335	4043	99.41%	0.59%
<b>Total</b>	<b>25526589</b>	<b>25526588</b>	<b>99.99</b>	<b>25522545</b>	<b>4043</b>	<b>99.98%</b>	<b>0.02%</b>

*Shobhan*





**Resolution No. 8- Appointment of Mr. Ranjan Sanghi as Independent Director of the Company for consecutive period of 5 Years**

**Resolution required: Ordinary  
Mode of voting: Poll & E-Voting**

Promoter/Public	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>Mode of voting: E-voting and Poll</b>							
Promoter and Promoter Group	23201238	23201238	100%	23201238	-	100 %	-
Public Financial holders	1644972	1644972	100%	1644972	-	100%	-
Public-others	680379	680378	99.99%	676335	4043	99.41%	0.59%
<b>Total</b>	<b>25526589</b>	<b>25526588</b>	<b>99.99</b>	<b>25522545</b>	<b>4043</b>	<b>99.98%</b>	<b>0.02%</b>



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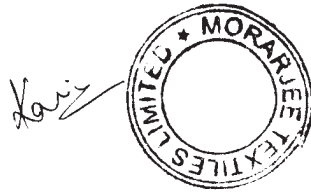




**Resolution No. 9- Termination of “Morarjee Textiles Limited – Stock Option Plan 2006”.**

**Resolution required: Special  
Mode of voting: Poll & E-Voting**

Promoter/Public	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>Mode of voting: E-voting and Poll</b>							
Promoter and Promoter Group	23201238	23201238	100%	23201238	-	100 %	-
Public Financial holders	1644972	1644972	100%	1644972	-	100%	-
Public-others	680379	680378	99.99%	676335	4043	99.41%	0.59%
<b>Total</b>	<b>25526589</b>	<b>25526588</b>	<b>99.99</b>	<b>25522545</b>	<b>4043</b>	<b>99.98%</b>	<b>0.02%</b>



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**Resolution No. 10- Approval of Cost Auditor Remuneration.**

**Resolution required: Ordinary**  
**Mode of voting: Poll & E-Voting**

Promoter/Public	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>Mode of voting: E-voting and Poll</b>							
Promoter and Promoter Group	23201238	23201238	100%	23201238	-	100 %	-
Public Financial holders	1644972	1644972	100%	1644972	-	100%	-
Public-others	680379	680378	99.99%	676335	4043	99.41%	0.59%
<b>Total</b>	<b>25526589</b>	<b>25526588</b>	<b>99.99</b>	<b>25522545</b>	<b>4043</b>	<b>99.98%</b>	<b>0.02%</b>

Thanking you.

Yours faithfully,  
For Morarjee Textiles



Karina Vaz  
Dy. Company Secretary

**FORM No. MGT-13**

**COMBINED 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**

19<sup>th</sup> Annual General Meeting of Morarjee Textiles Limited  
Held on Monday, the 29<sup>th</sup> September, 2014 at  
M. C. Ghia Hall, 4th Floor, Bhogilal  
Hargovindas Building, 18/20, K. Dubash Marg, Kala  
Goda, Mumbai-400 001

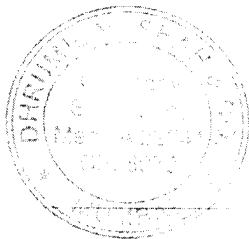
Dear Sir,

We, Dhrumil Shah (e-voting scrutinizer) & Kala Agarwal (poll scrutinizer), Practicing Company Secretaries, have been appointed as Scrutinizers by the Board of Directors of Morarjee Textiles Limited, ("the Company") for the purpose of e-voting and poll taken on the below mentioned resolutions at the Annual General Meeting of Morarjee Textiles Limited, held on Monday, the 29<sup>th</sup> September, 2014 at 11.00 am. At M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Goda, Mumbai-400 001

The Company have extended facility of e-voting to the members of the Company through CDSL from Tuesday, 23<sup>rd</sup> September, 2014 at 10.00 a.m to Wednesday, 24<sup>th</sup> September, 2014 at 6.00 p.m.

Further, on 29<sup>th</sup> September, 2014, at the 19<sup>th</sup> AGM, polling papers were distributed to the members present in person or by proxy to enable the members to vote who could not do e-voting. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and authorizations / proxies lodged with the company.

The results of the e-voting/poll are as under:



1. A Compact Disc (CD) containing the list of Equity Share holders who voted "For" and "Against" for each resolution is handed over to the Company Secretary authorized by the Board.
2. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

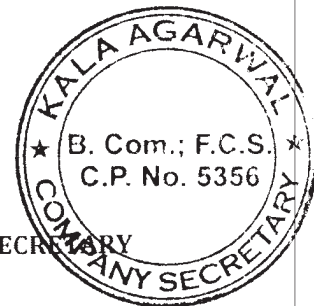
FOR DHRUMIL M. SHAH & CO



DHRUMIL SHAH  
COMPANY SECRETARY



KALA AGARWAL  
PRACTISING COMPANY SECRETARY



Place: Mumbai  
Date: 29<sup>th</sup> September, 2014



**Item No. 1- Ordinary Resolution-**

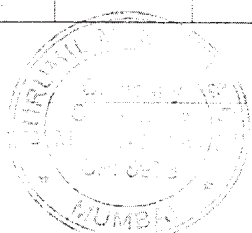
To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

Particulars	Number of Voters	Evoting		Number of Poll Papers	Voting By Poll		Total Voting	
		No. of Shares	Percentage %		No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	18	25471444	-	56	55145	-	25526589	-
Less- Invalid votes	0	0	-	1	1	-	1	-
Net Valid Votes	18	25471444	100.00%	55	55144	100.00%	25526588	100.00%
Voting with Assent	15	25467401	99.98%	55	55144	100.00%	25522545	99.98%
Voting with Dissent	3	4043	00.02%	0	0	00.00%	4043	00.02%

**Item No. 2- Ordinary Resolution-**

To declare dividend on preference and equity shares of the Company.

Particulars	Number of Voters	Evoting		Number of Poll Papers	Voting By Poll		Total Voting	
		No. of Shares	Percentage %		No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	16	25470734	-	56	55145	-	25525879	-
Less- Invalid votes	0	0	-	1	1	-	1	-
Net Valid Votes	16	25470734	100.00%	55	55144	100.00%	25525878	100.00%
Voting with Assent	15	25467401	99.98%	55	55144	100.00%	25522545	99.98%
Voting with Dissent	1	3333	00.02%	0	0	00.00%	3333	00.02%



**Item No. 3- Ordinary Resolution-**

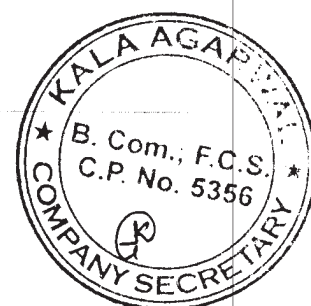
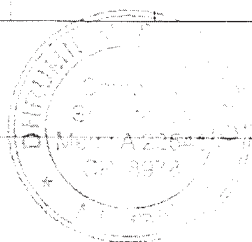
To appoint a Director in place of Mr. Mahesh S. Gupta (DIN:00046810), who retires by rotation and is eligible for re-appointment.

Particulars	Number of Voters	Evoting		Number of Poll Papers	Voting By Poll		Total Voting	
		No. of Shares	Percentage %		No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	18	25471444	-	56	55145	-	25526589	-
Less- Invalid votes	0	0	-	1	1	-	1	-
Net Valid Votes	18	25471444	100.00%	55	55144	100.00%	25526588	100.00%
Voting with Assent	15	25467401	99.98%	55	55144	100.00%	25522545	99.98%
Voting with Dissent	3	4043	00.02%	0	0	00.00%	4043	00.02%

**Item No. 4- Ordinary Resolution-**

Re-appointment of M/s. Shah & Co., Chartered Accountants (ICAI Registration No. 109430W) the retiring auditors, as Statutory Auditors.

Particulars	Number of Voters	Evoting		Number of Poll Papers	Voting By Poll		Total Voting	
		No. of Shares	Percentage %		No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	18	25471444	-	56	55145	-	25526589	-
Less- Invalid votes	0	0	-	1	1	-	1	-
Net Valid Votes	18	25471444	100.00%	55	55144	100.00%	25526588	100.00%
Voting with Assent	15	25467401	99.98%	55	55144	100.00%	25522545	99.98%
Voting with Dissent	3	4043	00.02%	0	0	00.00%	4043	00.02%

**Item No. 5- Ordinary Resolution-**


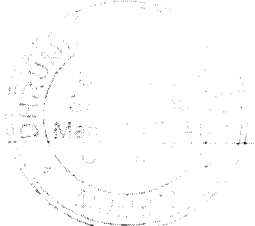
To appoint Mr. Ranjan Pant (DIN:00005410) as an Additional Director and Independent Director of the Company.

Particulars	Number of Voters	Evoting		Number of Poll Papers	Voting By Poll		Total Voting	
		No. of Shares	Percentage %		No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	18	25471444	-	56	55145	-	25526589	-
Less- Invalid votes	0	0	-	1	1	-	1	-
Net Valid Votes	18	25471444	100.00%	55	55144	100.00%	25526588	100.00%
Voting with Assent	15	25467401	99.98%	55	55144	100.00%	25522545	99.98%
Voting with Dissent	3	4043	00.02%	0	0	00.00%	4043	00.02%

**Item No. 6- Ordinary Resolution-**

To appoint Mr. Aditya Mangaldas (DIN: 00032233) as an Independent Director of the Company.

Particulars	Number of Voters	Evoting		Number of Poll Papers	Voting By Poll		Total Voting	
		No. of Shares	Percentage %		No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	18	25471444	-	56	55145	-	25526589	-
Less- Invalid votes	0	0	-	1	1	-	1	-
Net Valid Votes	18	25471444	100.00%	55	55144	100.00%	25526588	100.00%
Voting with Assent	15	25467401	99.98%	55	55144	100.00%	25522545	99.98%
Voting with Dissent	3	4043	00.02%	0	0	00.00%	4043	00.02%



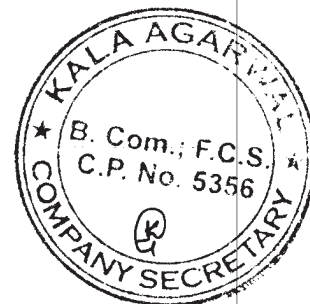
**Item No. 7- Ordinary Resolution-***To appoint Mr. Shobhan Thakore (DIN: 00031788) as an Independent Director of the Company.*

Particulars	Number of Voters	Evoting		Number of Poll Papers	Voting By Poll		Total Voting	
		No. of Shares	Percentage %		No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	18	25471444	-	56	55145	-	25526589	-
Less- Invalid votes	0	0	-	1	1	-	1	-
Net Valid Votes	18	25471444	100.00%	55	55144	100.00%	25526588	100.00%
Voting with Assent	15	25467401	99.98%	55	55144	100.00%	25522545	99.98%
Voting with Dissent	3	4043	00.02%	0	0	00.00%	4043	00.02%

**Item No. 8- Ordinary Resolution-***To appoint Mr. RanjanSanghi (DIN: 00275842) as an Independent Director of the Company.*

Particulars	Number of Voters	Evoting		Number of Poll Papers	Voting By Poll		Total Voting	
		No. of Shares	Percentage %		No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	18	25471444	-	56	55145	-	25526589	-
Less- Invalid votes	0	0	-	1	1	-	1	-
Net Valid Votes	18	25471444	100.00%	55	55144	100.00%	25526588	100.00%
Voting with Assent	15	25467401	99.98%	55	55144	100.00%	25522545	99.98%
Voting with Dissent	3	4043	00.02%	0	0	00.00%	4043	00.02%

8





**Item No. 9- Special Resolution-**

To terminate/cancel/rescind the "Morarjee Textiles Limited (ESOP Plan-2006)", which was approved by the shareholders on 14<sup>th</sup> June, 2006;

Particulars	Number of Voters	Evoting		Number of Poll Papers	Voting By Poll		Total Voting	
		No. of Shares	Percentage %		No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	18	25471444	-	56	55145	-	25526589	-
Less- Invalid votes	0	0	-	1	1	-	1	-
Net Valid Votes	18	25471444	100.00%	55	55144	100.00%	25526588	100.00%
Voting with Assent	15	25467401	99.98%	55	55144	100.00%	25522545	99.98%
Voting with Dissent	3	4043	00.02%	0	0	00.00%	4043	00.02%

**Item No. 10- Ordinary Resolution-**

To ratify remuneration payable to M/s. Pathak Paliwal & Co., Cost Accountants who are appointed as Cost Auditors of the Company.

Particulars	Number of Voters	Evoting		Number of Poll Papers	Voting By Poll		Total Voting	
		No. of Shares	Percentage %		No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	18	25471444	-	56	55145	-	25526589	-
Less- Invalid votes	0	0	-	1	1	-	1	-
Net Valid Votes	18	25471444	100.00%	55	55144	100.00%	25526588	100.00%
Voting with Assent	15	25467401	99.98%	55	55144	100.00%	25522545	99.98%
Voting with Dissent	3	4043	00.02%	0	0	00.00%	4043	00.02%

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