



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

Name to the Exchange
Bombay Stock Exchange Limited
National Stock Exchange of India Limited

Stock Code/id
532621
MORARJEE

5th February, 2015

Dear Sir,

Declaration of Result- Postal Ballot

The Company had sought approval of the Shareholders of the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Admission) Rules, 2014 and other applicable provisions for Alteration of the Object Clause of Memorandum of Association.

Based on the Scrutinizer's Report dated 5th February, 2015 from Mr. Dhruvil M. Shah of M/s. Dhruvil M. Shah & Co. Practicing Company Secretaries, we are pleased to inform the results of the voting conducted through E-Voting/Postal Ballot for the above mentioned Special Resolution

Result of Postal Ballot and E-voting (Summary)

Physical Voting

Sr. No.	Particular's	No. of Postal Ballot Forms	No. of Shares	% of Assent/Dissent
1	Total Postal Ballot Forms received	183	24005399	-
2	Less-Invalid Postal Ballot Forms	14	1821	-
3	Net valid Postal Ballot forms	169	24003578	100

Kaur

MORARJEE TEXTILES LTD

2, Peninsula Spenta, Mathuradas Mills,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013 INDIA

Tel : (+91-22) 6615 4651
(+91-22) 6615 4652
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(+91-22) 6615 4608
www.morarjeetextiles.com

CIN No: L52322MH1995PLC090643



4	Postal Ballot forms with assent	164	24002701	99.99
5	Postal Ballot forms with dissent	5	877	0.01

E-Voting

Sr. No.	Particular's	No. of E-voters	No. of Shares	% of Assent/Dissent
1	Total E-voting received	15	1665310	-
2	Less-Invalid Postal Ballot Forms	0	0	0
3	Net valid E- Voting	15	1665310	100
4	E- Voting with assent	8	1649052	99.02
5	E- Voting with dissent	7	16258	0.98

Total

Sr. No.	Particular's	Total No. of voters	No. of Shares	% of Assent/Dissent
1	Total voting received	198	25670709	-
2	Less-Invalid Voting	14	1821	-
3	Net valid Voting	184	25668888	100
4	Voting with assent	172	25651753	99.93
5	Voting with dissent	12	17135	0.07

The Company announced the above Special Resolution as passed with overwhelming majority on 5th February, 2015 based on the report submitted by the Scrutinizer.

Copy of the Scrutinizer Report is enclosed herewith for your ready reference.

Request you to take the above on record.

Thanking you,

Morarjee Textiles Limited

Karina Vaz
Dy. Company Secretary
Encl:- A/a



Ref No.:1992

SCRUTINIZER'S REPORT

To,
Chairperson / Managing Director
MORARJEE TEXTILES LIMITED.
Peninsula Spenta, Mathuradas Mills Compound,
Senapati Bapat Marg, Lower Parel
Mumbai- 400 013.

1. I, Dhrumil Mahendra Shah, of Dhrumil M Shah & Co., Practising Company Secretaries, Mumbai have been appointed by the Board Of Directors of **Morarjee Textiles Limited** at its meeting held on 29th December, 2014 had appointed me as a scrutinizer for conducting Postal- Ballot voting process and I have given my consent to act as a scrutinizer vide letter dated 29th December, 2014 for passing of the following Special Resolution by Postal Ballot:

SPECIAL RESOLUTION NO.1:

1. ALTERATION OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION:

"RESOLVED THAT pursuant to section 13 and other applicable provisions, if any, of the Companies Act, 2013, (Including any amendment thereto or re-enactment thereof), and subject to the approval of the Registrar of Companies, Mumbai, and such other competent authorities, as may be required, the Memorandum of Association of the Company be and is hereby altered by way of inserting new Object Clauses no. 3A after the existing Clause no. 3, and inserting of new Object Clause nos. 18A, 18B and 18C after the existing Clause no. 18, as mentioned below :

CLAUSE III (A): THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:-

- 3A. To carry on the business of generation, accumulation, distribution, transformation, preservation, converters, transmitters, processors, developers, storers, stockist, wholesalers, retailers, jobbers, agents, brokers, representatives, collaborators, merchandising, marketing, managing, leasing, renting, procurers, carriers, mixing, contracting and supply of and to generally deal in all form of energy and any such products and byproducts derived from such business including without limitation electricity, steam, power, solar energy, wind energy, biomass energy, geothermal energy, hydel energy, tidal energy, thermal energy, steam energy and wave energy, and other conventional and non-conventional and renewal energy sources, waste treatment plants of all kinds and equipment thereof in India and outside India and to manufacture, assemble, fabricate, buy, sell, exchange, resale, lend, lease, supply, alter, import, export,



improve, repair, service or otherwise deal in, either directly or as agents or in partnership or collaboration with others, high tension and low tension transformers of all types and designs, voltages and wattages.

CLAUSE III (B): OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:-

- 18A. To carry on all or any of the business of purchasers, creators, generators, manufacturers, producers, procurers, suppliers, distributors, convertors, processors, developers, storers, carriers and dealers in, design or otherwise acquire to use, sell, transfer or otherwise dispose of electricity, steam, hydro or tidal, water, wind, solar, hydrocarbon fuels, fuel handling equipments and machinery and fuel handling facilities thereto and any products or by products derived from any such business (including without limitation distillate fuel oil and natural gas whether in liquefied or vaporized form), or other energy of every kind and description and stoves, cookers, heaters, geysers, biogas, plants, gas and steam turbines, boilers, generators, alternators, diesel generating sets and other energy devices and appliances of every kind and description.
- 18B. To carry on the business of manufacturers, sellers, exporters, importers, dealers, agents, suppliers and assemblers of all kinds of power generation equipments including wind-mills, wind turbines, solar panels, solar modules, wave energy generators, bio-mass and bio-gas plants and all other conventional power generation equipments and spares of power generation equipments.
- 18C. To carry on the business in India and abroad as civil contractors, infrastructure development contractors and engineers and civil engineers, electrical engineers, mechanical engineers, architects, interior decorators and to construct, acquire, develop, establish, consult, provide, maintain, administer, operate, modify, level, renovate, remodel, rebuild, undertake, run, manage, contribute, assist or otherwise undertake contract for any type of civil construction, infrastructure development works, road construction, erection, lay out, repair, demolition work of highways, subways, underground tunnels, runways, flyovers, bridges, freeways, culverts, solar energy projects, renewable energy projects and other similar works and for this purpose to acquire, hand over purchase, sell buildings and to carry on all or any of the foregoing activities for building materials, goods, plants, machineries, equipments, accessories, parts, tools, fittings, articles, materials and facilities of whatsoever nature and to do all incidental act and things necessary for the attainment of foregoing objects under various schemes such as Build, Operate and Transfer (BOT), Build, Operate, Lease and Transfer (BOLT), Build, Own, Lease and Transfer (BOLT) and to contract with the Central and State Government and / or their departments and / or their companies and / or their respective agencies and private companies, public companies, bodies corporate and other agencies to do all acts and things necessary for the attainment of the foregoing objects.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment and also power to settle questions, difficulties or doubts that may arise in



this regard without requiring the board to secure any further approval of the members of the Company.”

2. I submit my report as under :

- i. The Company has Completed on 5th January, 2015 the dispatch of Postal - Ballot forms along with postage pre- paid business reply envelope to its Members whose name appear on the Register of Members/ list of Beneficiaries as on date 19th December, 2014.
- ii. Particulars of all the Postal Ballot forms received from the Members have been entered in the register separately maintained for the purpose.
- iii. The Postal Ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of postal ballot forms.
- iv. The Postal ballot forms were duly opened in my presence and scrutinized and the Shareholding was confirmed with the Register of Members of the Company as on 19th December, 2014.
- v. Postal Ballot forms received up to the close of working Hours on 4th February, 2015, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- vi. Envelopes containing Postal- ballot forms received after close of working hour on 4th February, 2015 were not considered for my scrutiny.
- vii. I did not find any defaced or mutilated ballot paper.

3. A summary of Postal- Ballot forms/E-voting are given below:

1. For Special Resolution No.1:

Physical Voting

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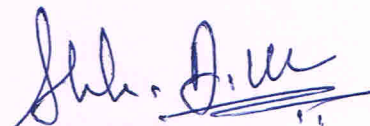
Total

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5.	voting with dissent.	12	17135	0.07

4. I will hand over the Postal Ballot Forms and other relevant papers / register and records for safe custody of Ms. Karina Vaz - Dy. Company Secretary, who is authorized by Postal Ballot Committee to supervise the Postal Ballot Process.
5. You may accordingly declare the result of the Voting by Postal Ballot.

PLACE: MUMBAI
DATE: 5th February, 2015

FOR DHRUMIL M. SHAH & CO.



**DHRUMIL SHAH
COMPANY SECRETARY**

