



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

26th August, 2015

Dear Sir,

Sub: Disclosure of the Result of Voting of 20th Annual General Meeting (“AGM”) of Morarjee Textiles Limited pursuant to provisions of Equity Listing Agreement

Ref: Morarjee Textiles Limited [Company code 532621 (BSE), MORARJEE (NSE)]

At the 20th Annual General Meeting of Morarjee Textiles Limited held on Wednesday, 26th August, 2015 at 11.00 am at Hall of Culture, Nehru Center, Dr. Annie Besant Road, Werli, Mumbai – 400 018, all the items of business as contained in the Notice of the AGM were approved by the shareholders, with requisite majority and details of the same have been given below.

| Sr. No. | Particulars of Resolution | Total Votes cast | | Votes in favour of Resolution | | Votes against the Resolution | |
|---------|--|------------------|-----------------------|-------------------------------|---|------------------------------|--|
| | | No. of shares | % of Total Votes cast | No. of shares | % of Votes cast in favour of the resolution | No. of shares | % of Votes cast against the resolution |
| 1. | Ordinary Resolution for adoption of accounts for the year ended 31 st March, 2015 | 25494969 | 100.00% | 25494959 | 100.00% | 10 | 0.00% |
| 2. | Ordinary Resolution for declaration of dividend on equity and preference shares | 25494969 | 100.00% | 25494959 | 100.00% | 10 | 0.00% |
| 3. | Ordinary Resolution for re-appointment of Ms. Urvi A. Piramal as a Director | 25494969 | 100.00% | 25494959 | 100.00% | 10 | 0.00% |



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
(+91-22) 6615 4653

Fax : (+91-22) 6615 4607
(+91-22) 6615 4608
www.morarjeetextiles.com
CIN: L52322MH1995PLC090643



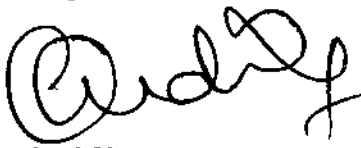

| | | | | | | | |
|----|---|----------|---------|----------|---------|----|-------|
| 4. | Ordinary Resolution for re-appointment of M/s. Manubhai & Shah. as Statutory Auditors of the Company for the FY 2015-16 and fixing their remuneration | 25494969 | 100.00% | 25494959 | 100.00% | 10 | 0.00% |
| 5. | Ordinary Resolution for payment of remuneration by way of Commission to the Directors | 25494969 | 100.00% | 25494907 | 100.00% | 62 | 0.00% |
| 6. | Ordinary Resolution for re-designation of Mr. R.K. Rewari as Managing Director of the Company for the remaining part of his tenure w.e.f. 1 st April, 2015 till 31 st January, 2016 | 25494969 | 100.00% | 25494909 | 100.00% | 60 | 0.00% |
| 7. | Ordinary Resolution for ratification of remuneration to M/s Phatak Paliwal & Co., Cost Auditors for the financial year ended 31 st march, 2016 | 25494969 | 100.00% | 25494907 | 100.00% | 62 | 0.00% |

Further the Scrutinizer's Report on the combined voting results (E-Voting and Poll) is also attached herewith.

Kindly acknowledge the receipt and take the same on record.

Thanking you.

Yours faithfully,
For Morarjee Textiles Limited

Authorized Signatory

Encl :- A/a

Kala Agarwal

B Com. FCS
Practising Company Secretary

K D Enterprise, 2, Swami Sadan, M. G. Road, Kandivali (West), Near Swimming Pool Bus Stop, Mumbai - 400 067. • Mob.: 99819888185
Tel.: 022 28643344 • Telefax : 022 28091177 • E-mail : admin@kalaagarwal.com

www.kalaagarwal.com

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

20th Annual General Meeting of Morarjee Textiles Limited
Held on Monday, 26th August, 2015 at 11.00 A.M. at
"Hall of Culture", Nehru Centre,
Dr. Annie Beasant Road,
Worli, Mumbai-400 018.

Dear Sir,

I, Kala Agarwal, Practising 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 voting by poll taken on the below mentioned resolutions at the 20th Annual General Meeting of the Equity Shareholders of Morarjee Textiles Limited, held on, Wednesday, the 26th August, 2015 at 11.00 A.M. at "Hall of Culture", Nehru Centre, Dr. Annie Beasant Road, Worli, Mumbai-400 018, submit my report as under:

The Company have extended facility of Remote e-voting to the members of the Company through CDSL from Sunday, 23rd August, 2015 at 10.00 a.m to Tuesday, 25th August, 2015 till 5.00 p.m. The Company has also provided the facility of voting through physical Ballot as per the provisions of Clause 35B of the Listing Agreement.

Further, on 26th August, 2015, at the 20th AGM, ballot papers were distributed to the members present in person or by proxy to enable the members to vote who could not do remote e-voting.

1. 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.

Scrutinizer's Report for Morarjee Textiles Limited for 20th AGM



2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and authorizations / proxies lodged with the company.
3. There were no invalid poll papers or ballot papers.
4. The results of the Remote e-voting and voting by poll & ballots are as under

Item No. 1- Ordinary Resolution-

To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Directors and Auditor's thereon.

| Particulars | Remote E-voting | | | Voting By Poll & Ballot | | | Total Voting | |
|---------------------|-----------------|---------------|--------------|-------------------------|---------------|--------------|---------------|--------------|
| | No. of Voters | No. of Shares | Percentage % | No. of Poll Papers | No. of Shares | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Less- Invalid votes | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| Net Valid Votes | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Voting with Assent | 8 | 1518569 | 5.96 | 108 | 23976390 | 94.04 | 25494959 | 100.00 |
| Voting with Dissent | 1 | 10 | 0.00 | 0 | 0 | 0.00 | 10 | 0.00 |

NOTES:

Remote E voting:

** One shareholder holding 10 Shares had dissented the resolution and the percentage of the same is less than 0.001.*



Item No. 2- Ordinary Resolution-

To declare dividend on preference and equity shares of the Company, for the Financial Year 2014-2015.

| Particulars | Remote E-voting | | | Voting By Poll & Ballot | | | Total Voting | |
|---------------------|-----------------|---------------|--------------|-------------------------|---------------|--------------|---------------|--------------|
| | No. of Voters | No. of Shares | Percentage % | No. of Poll Papers | No. of Shares | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Less-Invalid votes | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| Net Valid Votes | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Voting with Assent | 8 | 1518569 | 5.96 | 108 | 23976390 | 94.04 | 25494959 | 100.00 |
| Voting with Dissent | 1 | 10 | 0.00 | 0 | 0 | 0.00 | 10 | 0.00 |

NOTES:**Remote E voting:**

* One shareholder holding 10 Shares had dissented the resolution and the percentage of the same is less than 0.001.



Item No. 3- Ordinary Resolution-

To appoint a Director in place of Ms.Urvi A. Piramal (holding DIN: 00044954), who retires by rotation and is eligible for re-appointment.

| Particulars | Remote E-voting | | | Voting By Poll & Ballot | | | Total Voting | |
|---------------------|-----------------|---------------|--------------|-------------------------|---------------|--------------|---------------|--------------|
| | No. of Voters | No. of Shares | Percentage % | No. of Poll Papers | No. of Shares | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Less-Invalid votes | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| Net Valid Votes | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Voting with Assent | 8 | 1518569 | 5.96 | 108 | 23976390 | 94.04 | 25494959 | 100.00 |
| Voting with Dissent | 1 | 10 | 0.00 | 0 | 0 | 0.00 | 10 | 0.00 |

NOTES:**Remote E voting:**

* One shareholder holding 10 Shares had dissented the resolution and the percentage of the same is less than 0.001.



Item No. 4- Ordinary Resolution-

Re-appointment of M/s. Manubhai & Shah, Chartered Accounts (Registration number 106041W) the retiring auditors, as Statutory Auditor from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

| Particulars | Remote E-voting | | | Voting By Poll & Ballot | | | Total Voting | |
|---------------------|-----------------|---------------|--------------|-------------------------|---------------|--------------|---------------|--------------|
| | No. of Voters | No. of Shares | Percentage % | No. of Poll Papers | No. of Shares | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Less-Invalid votes | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| Net Valid Votes | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Voting with Assent | 8 | 1518569 | 5.96 | 108 | 23976390 | 94.04 | 25494959 | 100.00 |
| Voting with Dissent | 1 | 10 | 0.00 | 0 | 0 | 0.00 | 10 | 0.00 |

NOTES:**Remote E voting:**

** One shareholder holding 10 Shares had dissented the resolution and the percentage of the same is less than 0.001.*



Special Business

Item No. 5- Ordinary Resolution-

To approve the payment of remuneration by way of commission to the Directors (including Independent and Non-Independent Directors) of the Company not exceeding the limits as prescribed by law for the time being in force for each year for the period of five years with effect from 2014-2015.

| Particulars | Remote E-voting | | | Voting By Poll & Ballot | | | Total Voting | |
|---------------------|-----------------|---------------|--------------|-------------------------|---------------|--------------|---------------|--------------|
| | No. of Voters | No. of Shares | Percentage % | No. of Poll Papers | No. of Shares | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Less- Invalid votes | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| Net Valid Votes | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Voting with Assent | 8 | 1518569 | 5.96 | 106 | 23976338 | 94.04 | 25494907 | 100.00 |
| Voting with Dissent | 1 | 10 | 0.00 | 2 | 52 | 0.00 | 62 | 0.00 |

NOTES:

Remote E voting:

** One shareholder holding 10 Shares had dissented the resolution and the percentage of the same is less than 0.001.*

Voting by poll:

*** Two shareholder holding 50 Share and 2 Shares respectively had dissented the resolution and the percentage of the same is less than 0.001.*



Special Business

Item No. 6- Ordinary Resolution-

To consider the re-designation of Director Mr. R. K.Rewari (DIN: 00619240) as the Managing Director of the Company w.e.f 01st April, 2015 till 31st January, 2016.

| Particulars | Remote E-voting | | | Voting By Poll & Ballot | | | Total Voting | |
|---------------------|-----------------|---------------|--------------|-------------------------|---------------|--------------|---------------|--------------|
| | No. of Voters | No. of Shares | Percentage % | No. of Poll Papers | No. of Shares | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Less- Invalid votes | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| Net Valid Votes | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Voting with Assent | 8 | 1518569 | 5.96 | 107 | 23976340 | 94.04 | 25494909 | 100.00 |
| Voting with Dissent | 1 | 10 | 0.00 | 1 | 50 | 0.00 | 60 | 0.00 |

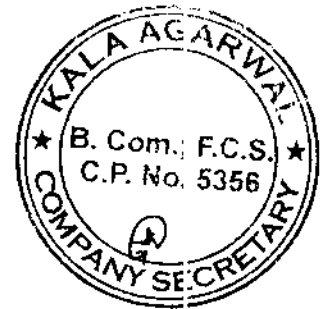
NOTES:

Remote E voting:

* One shareholder holding 10 Shares had dissented the resolution and the percentage of the same is less than 0.001.

Voting by poll:

** One shareholder holding 50 Share had dissented the resolution and the percentage of the same is less than 0.001.



Special Business

Item No. 7- Ordinary Resolution-

To ratify the amount of remuneration payable to M/s PhatakPaliwal and Co., Cost Auditors.

| Particulars | Remote E-voting | | | Voting By Poll & Ballot | | | Total Voting | |
|---------------------|-----------------|---------------|--------------|-------------------------|---------------|--------------|---------------|--------------|
| | No. of Voters | No. of Shares | Percentage % | No. of Poll Papers | No. of Shares | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Less-Invalid votes | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| Net Valid Votes | 9 | 1518579 | 5.96 | 108 | 23976390 | 94.04 | 25494969 | 100.00 |
| Voting with Assent | 8 | 1518569 | 5.96 | 106 | 23976338 | 94.04 | 25494907 | 100.00 |
| Voting with Dissent | 1 | 10 | 0.00 | 2 | 52 | 0.00 | 62 | 0.00 |

NOTES:

Remote E voting:

* One shareholder holding 10 Shares had dissented the resolution and the percentage of the same is less than 0.001.

Voting by poll:

** Two shareholder holding 50 Share and 2 Shares respectively had dissented the resolution and the percentage of the same is less than 0.001.



5. A Compact Disc (CD) containing the list of Equity Share holders who voted "For", "Against" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary, authorized by the Board for safe keeping.

Thanking You,
Yours Faithfully,

Kala

KALA AGARWAL
PRACTISING COMPANY SECRETARY
COP: 5356



Witnesses:

1. Roshni Shah

Rj

2. Disha Shah

Disha

Place: Mumbai

Date: August 26, 2015