



Corporate Relations Department BSE Limited, 1 st 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, 5 th Floor Plot No C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai 400 051 Company Code: MORARJEE
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27th July, 2016

Dear Sir/ Ma'am,

Sub: Outcome of voting at 21st Annual General Meeting (“AGM”) of Morarjee Textiles Limited

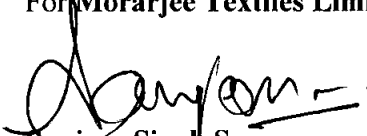
Pursuant to Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the 21st AGM of the shareholders of Morarjee Textiles Limited was held today i.e. 27th July, 2016 at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018. The following businesses contained in the notice of the AGM were duly approved by shareholders, with requisite majority:

1. Ordinary Resolution for Adoption of Standalone and Consolidated Financial Statements for the year ended 31st March, 2016;
2. Ordinary Resolution for declaration of Dividend on Preference and Equity shares for the FY 2015-16;
3. Ordinary Resolution for re-appointment of Mr. Mahesh S. Gupta (DIN: 00046810) as Director;
4. Ordinary Resolution for re-appointment of M/s. Manubhai & Shah LLP as Statutory Auditors of the Company for the FY 2016-17 and fixing their remuneration;
5. Special Resolution for re-appointment of Mr. R. K. Rewari as the Managing Director for a period of 3 years w.e.f. 1st February, 2016;
6. Ordinary Resolution for the ratification of remuneration of Cost Auditors for the FY 2016-17.

The consolidated scrutinizers' report on the remote e-voting and the voting at the AGM, as submitted by Ms. Kala Agarwal, Practicing Company Secretary, is enclosed herewith.

Request you to take the same on record and oblige.

Yours truly,
For **Morarjee Textiles Limited**


Sanjeev Singh Sengar
Company Secretary
Encl.: As above



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.: 09819888185
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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

21st Annual General Meeting of Morarjee Textiles Limited
Held on Wednesday, the 27th July, 2016 at 03.00 p.m. at
"Hall of Harmony", Nehru Centre,
Dr. Annie Beasant Road,
Worli, Mumbai-400 018.

Dear Sir,

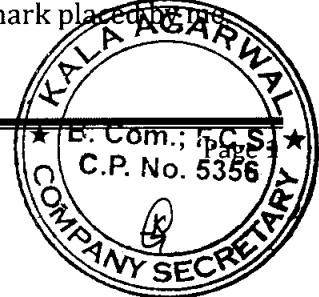
I, Kala Agarwal, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **M/s. Morarjee Textiles Limited ("the Company")** for the purpose of Remote E-voting and voting by poll taken on the below mentioned resolutions at the 21st Annual General Meeting of the Equity Shareholders of Morarjee Textiles Limited, held on, Wednesday, the 27th July, 2016 at 03.00 p.m. at "Hall of Harmony", 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, 24th July, 2016 at 10.00 a.m. to Tuesday, 26th July, 2016 till 5.00 p.m.

Further, on 27th July, 2016, at the 21st AGM, ballot papers were distributed to the members present in person or by proxy to enable the members to vote who could not vote by Remote E-voting.

1. After the time fixed for closing of poll by the Chairperson, 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 the 21st AGM



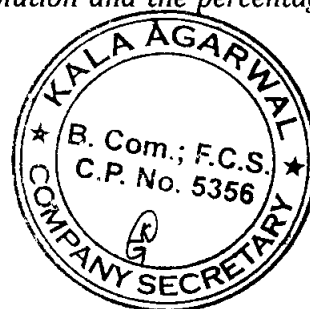
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and authorizations / proxies lodged with the company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Remote E-voting and voting by poll 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, 2016 and the Reports of the Directors and Auditor's thereon.

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	12	1519853	6.34	60	22441551	93.66	23961404	100
Less- Invalid votes	--	--	--	3	191	100	191	100
Net Valid Votes	12	1519853	6.34	57	22441360	93.66	23961213	100
Voting with Assent	11	1519843	6.34	57	22441360	93.66	23961203	100
* Voting with Dissent	1	10	--	--	--	--	10	--

** One shareholder holding 10 Shares has 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 2015-2016.

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	12	1519853	6.34	60	22441551	93.66	23961404	100
Less-Invalid votes	--	--	--	3	191	100	191	100
Net Valid Votes	12	1519853	6.34	57	22441360	93.66	23961213	100
Voting with Assent	11	1519843	6.34	57	22441360	93.66	23961203	100
* Voting with Dissent	1	10	--	--	--	--	10	--

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

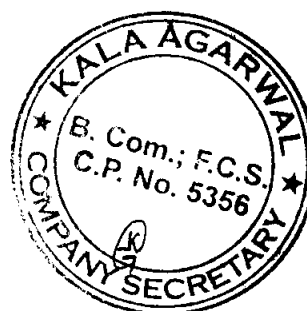


Item No. 3- Ordinary Resolution-

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

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	12	1519853	6.34	60	22441551	93.66	23961404	100
Less-Invalid votes	--	--	--	3	191	100	191	100
Net Valid Votes	12	1519853	6.34	57	22441360	93.66	23961213	100
Voting with Assent	9	1519741	6.34	56	22441358	93.66	23961099	100
* Voting with Dissent	3	112	--	1	2	--	114	--

** Four shareholders holding 114 Shares have 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			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	12	1519853	6.34	60	22441551	93.66	23961404	100
Less-Invalid votes	--	--	--	3	191	100	191	100
Net Valid Votes	12	1519853	6.34	57	22441360	93.66	23961213	100
Voting with Assent	10	1519841	6.34	57	22441360	93.66	23961203	100
* Voting with Dissent	2	12	--	--	--	--	12	--

** Two shareholder holding 12 Shares has dissented the resolution and the percentage of the same is less than 0.001.*



Special Business

Item No. 5- Special Resolution-

To consider the re-appointment of Director Mr. R. K. Rewari (DIN: 00619240) as the Managing Director of the Company, for a period of 3 (three) years w.e.f 1st February, 2016.

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	12	1519853	6.34	60	22441551	93.66	23961404	100
Less- Invalid votes	--	--	--	3	191	100	191	100
Net Valid Votes	12	1519853	6.34	57	22441360	93.66	23961213	100
Voting with Assent	10	1519841	6.34	56	22441358	93.66	23961099	100
* Voting with Dissent	2	12	--	1	2	--	14	--

** Three shareholders holding 14 Shares have dissented the resolution and the percentage of the same is less than 0.001.*



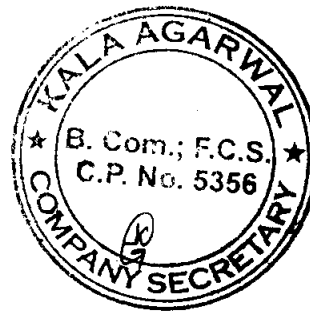
Special Business

Item No. 6- Ordinary Resolution-

To ratify the amount of remuneration payable to M/s Phatak Paliwal and Co., Cost Auditors, for the financial year 2016-17.

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	12	1519853	6.34	60	22441551	93.66	23961404	100
Less-Invalid votes	--	--	--	3	191	100	191	100
Net Valid Votes	12	1519853	6.34	57	22441360	93.66	23961213	100
Voting with Assent	10	1519742	6.34	56	22441358	93.66	23961099	100
* Voting with Dissent	2	110	--	1	2	--	112	--

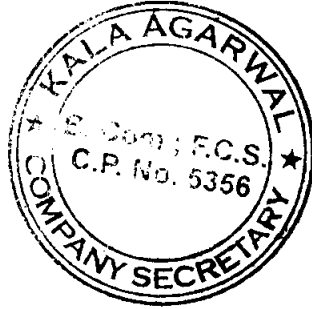
**Three shareholders holding 112 Shares have dissented the resolution and the percentage of the same is less than 0.001*



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 handed over to the Company Secretary Mr. Sanjeev Singh Sengar.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary Mr. Sanjeev Singh Sengar, authorized by the Board for safe keeping.

Thanking You,
Yours Faithfully,

Kala
KALA AGARWAL
Practising Company Secretary
COP: 5356



Witnesses:

1. Ms. Pooja Sanghavi
2. Ms. Ankita Sirsalewala

Place: Mumbai
Date: 27th July, 2016

A handwritten signature in black ink, appearing to read "Sanjeev Sengar".

