

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

July 30, 2018

Dear Sir/ Ma'am,

Sub: Outcome and proceedings of 23rd Annual General Meeting of Morarjee Textiles Limited

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the following businesses contained in the notice of the said AGM of the Company were duly approved by shareholders with requisite majority, at their 23rd AGM of the Company held on today i.e. 30th July, 2018 at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018:

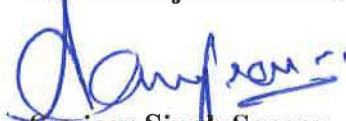
1. Adoption of standalone and consolidated Financial Statements of the Company for the year ended 31st March, 2018.
2. Re-appointment of Mr. Rajendar Kumar Rewari as a Director/Managing Director.
3. Ratification of appointment of M/s Haribhakti & Co., LLP as the Statutory Auditors of the Company for a remaining period of 4 years and to authorize the Board of Directors to fix their remuneration.
4. Ratification of remuneration payable to M/s. Phatak Paliwal & Co., Cost Auditors for the Financial Year 2018-19.
5. Reclassification and increasing the Authorized Share Capital of the Company from Rs. 56.50 Crore to Rs. 60.55 Crore.
6. Create, offer/invite, issue and allotment of 10,00,000, 7.5% Cumulative Redeemable Non-Convertible Preference Shares of Rs. 100/- each amounting to Rs. 10.00 Crore for cash on private placement basis to Ashok Piramal Group Textile Trust.
7. Continuation of appointment of Mr. Ranjan Sanghi (DIN: 00275842) as an Independent Director of the Company till the expiry of his present term (i.e. till 28th September, 2019).

The consolidated scrutinizers' report of Ms. Kala Agarwal, Practicing Company Secretary on the remote e-voting and the voting on poll at the AGM 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
MORARJEE TEXTILES LTD

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

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CIN: L52322MH1995PLC090643



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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

23rd Annual General Meeting of Morarjee Textiles Limited
Held on Monday, 30th July, 2018 at 3.00 p.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 **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 23rd Annual General Meeting of the Equity Shareholders of Morarjee Textiles Limited, held on, Monday, 30th July, 2018 at 3.00 p.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 Thursday, 26th July, 2018 at 10.00 a.m. to Sunday, 29th July, 2018 till 5.00 p.m. (both days inclusive).

Further, on 30th July, 2018, at the 23rd 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 empty ballot box kept for polling was locked in my presence with due identification mark placed by me.
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/ Share Transfer Agents of the Company and authorizations / proxies lodged with the Company.
3. There were no poll papers, which were incomplete and/ or which were otherwise found defective hence none of the poll papers have been treated as invalid and kept separately.
4. The results of the Remote E-voting and voting by poll are as under



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, 2018 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	11	17118	0.08	52	22418271	99.92	22435389	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	17118	0.08	52	22418271	99.92	22435389	100
Voting with Assent	9	17098	0.08	52	22418271	99.92	22435369	100
Voting with Dissent	2	20	100	--	--	--	20	100



Ordinary Business:

Item No. 2- Ordinary Resolution-

To appoint a Director in place of Mr. R.K. Rewari (DIN: 00619240), Managing Director, who retires by rotation and being eligible, has offered himself 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	11	17118	0.08	52	22418271	99.92	22435389	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	17118	0.08	52	22418271	99.92	22435389	100
Voting with Assent	9	17098	0.08	52	22418271	99.92	22435369	100
Voting with Dissent	2	20	100	--	--	--	20	100



Ordinary Business:

Item No. 3- Ordinary Resolution-

To ratify the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 103523W/ W100048) as the Statutory Auditors of the Company and 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	11	17118	0.08	52	22418271	99.92	22435389	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	17118	0.08	52	22418271	99.92	22435389	100
Voting with Assent	8	16998	0.08	52	22418271	99.92	22435269	100
Voting with Dissent	3	120	100	--	--	--	120	100



Special Business

Item No. 4- Ordinary Resolution-

To consider the ratification of remuneration payable to M/s. Phatak Paliwal & Co., Cost Auditors (Firm Registration No. 000105) for the Financial Year ended 31st March, 2019.

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	11	17118	0.08	52	22418271	99.92	22435389	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	17118	0.08	52	22418271	99.92	22435389	100
Voting with Assent	8	16998	0.08	52	22418271	99.92	22435269	100
Voting with Dissent	3	120	100	--	--	--	120	100



Special Business

Item No. 5- Ordinary Resolution-

To consider Re- classification and increased in the authorized share capital of the Company.

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	11	17118	0.08	52	22418271	99.92	22435389	100
Less- Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	17118	0.08	52	22418271	99.92	22435389	100
Voting with Assent	9	17098	0.08	52	22418271	99.92	22435369	100
Voting with Dissent	2	20	100	--	--	--	20	100



Special Business

Item No. 6- Special Resolution-

To consider issue and allotment of 10,00,000, 7.5% Cumulative Redeemable Non Convertible Preference Shares of Rs. 100/- each ("CRNPS") on private placement basis.

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	11	17118	0.08	52	22418271	99.92	22435389	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	17118	0.08	52	22418271	99.92	22435389	100
Voting with Assent	9	17098	0.08	51	22418266	99.92	22435364	100
Voting with Dissent	2	20	80.00	1	5	20.00	25	100



Special Business

Item No. 7- Special Resolution-

To consider the continuation of appointment of Mr. Ranjan Sanghi (DIN: 00275842), as an Independent Director.

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	11	17118	0.08	52	22418271	99.92	22435389	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	17118	0.08	52	22418271	99.92	22435389	100
Voting with Assent	9	17098	0.08	51	22418266	99.92	22435364	100
Voting with Dissent	2	20	80.00	1	5	20.00	25	100

5. A concise list containing the details of Equity Share holders who voted "For" and "Against" was 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 AGARWAL
Practising Company Secretary
COP: 5356

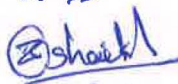


Witnesses:

1. Ms. M.S. Gayatri



2. Ms. Zoya Shaikh



Place: Mumbai
Date: 30/07/2018