

## Annexure - 6

### Form No. MGT-9

#### Extract of Annual Return

As on the financial year ended on 31<sup>st</sup> March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i)	CIN:-	L52322MH1995PLC090643
ii)	Registraion Date:-	14 <sup>th</sup> July, 1995
iii)	Name of the Company	Morarjee Textiles Limited
iv)	Category / Sub-Category of the Company:-	Company limited by Shares
v)	Address of Registered Office and Contact details:-	Peninsula Spenta, Mathuradas Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013. Tel: (+91 22) 66154651 Email: corporatesecretarial@ashokpiramalgroup.com
vi)	Whether Listed Company:-	Yes
vii)	Name, address and contact details of the Registrar and Transfer Agent, if any:-	Freedom Registry Limited (Share Transfer Agent) Plot No: 101/102, 19 <sup>th</sup> Street, MIDC Area, Satpur, Nashik 422007 Telephone: (0253)-2354032 Fax No: (0253)-2351126 Email Id: support@freedomregistry.in

#### II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing to 10% or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main Product/Service	NIC Code of the Product/Service	% of total turnover of the company
1	Cotton Fabrics	17115	95% approx.

#### III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY -

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate Company	% of Shares Held	Applicable Section
1	Morarjee Castiglioni (india) Private Limited Peninsula Spenta, Mathuradas Mills Compound Senapati Bapat Marg, Lower Parel Mumbai MH 400013 IN	U17110MH1997PTC110278	Associate Company	50%	2(6)
2	Just Textiles Limited Flat No. 25, 5 <sup>th</sup> Floor, Aryan Mahal, Plot No. 43, PM Shukla Marg, C Road, Churchgate, Mumbai 400 020	U17100MH1987PLC044296	Associate Company	49%	2(6)

#### IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>Promoters</b>									
<b>Indian</b>									
Individual/HUF	1,04,551	0	1,04,551	0.29	1,04,551	0	1,04,551	0.29	0.00
Central Govt	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other									
Ashok Piramal Group Textiles Trust through its Trustee Ms Urvi A Piramal	2,15,90,112	0	2,15,90,112	59.42	2,15,90,112	0	2,15,90,112	59.42	0.00
Morarjee Goculdas Spinning & Weaving Co. Ltd Senior Employee Stock Option Scheme through its trustee Urvi Piramal & Mahesh Gupta (D)	15,11,994	0	15,11,994	4.16	15,11,994	0	15,11,994	4.16	0.00
<b>Sub-total (A) (1):-</b>	<b>2,32,06,657</b>	<b>0</b>	<b>2,32,06,657</b>	<b>63.87</b>	<b>2,32,06,657</b>	<b>0</b>	<b>2,32,06,657</b>	<b>63.87</b>	<b>0.00</b>
<b>Foreign</b>									
NRIs- Individuals	0	0	0	0.00	0	0	0	0	0.00
Other- Individuals	0	0	0	0.00	0	0	0	0	0.00
Bodies Corp.	0	0	0	0.00	0	0	0	0	0.00
Banks/ FI	0	0	0	0.00	0	0	0	0	0.00
Any Other	0	0	0	0.00	0	0	0	0	0.00
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Total Shareholding of Promoters (A) = (A) (1)+(A)(2)</b>	<b>2,32,06,657</b>	<b>0</b>	<b>2,32,06,657</b>	<b>63.87</b>	<b>2,32,06,657</b>	<b>0</b>	<b>2,32,06,657</b>	<b>63.87</b>	<b>0.00</b>
<b>Public Shareholding</b>									
<b>Institutions</b>									
Mutual Funds	0	1,010	1,010	0.00	0	1,010	1,010	0.00	0.00
Banks / FI	1,765	1,817	3,582	0.01	1,040	1,817	2,857	0.01	0.00
Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Companies	17,09,644	0	17,09,644	4.71	17,09,644	0	17,09,644	4.71	0.00
FIs	0	258	258	0.00	0	258	258	0.00	0.00
Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Others (specify)	0	0.0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (B)(1):</b>	<b>17,11,409</b>	<b>3,085</b>	<b>17,14,494</b>	<b>4.72</b>	<b>17,10,684</b>	<b>3,085</b>	<b>17,13,769</b>	<b>4.72</b>	<b>0.00</b>
<b>Non-Institutions</b>									
Bodies Corporate	13,06,636	41,320	13,47,956	3.71	14,61,387	30,905	14,92,292	4.11	0.40

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Individuals									
Individual Shareholders holding nominal share capital upto ₹ 1 lakh	55,64,990	2,67,364	58,32,354	16.05	51,98,123	2,53,536	54,51,659	15.00	-1.05
Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	37,94,098	27,736	3,821,834	10.52	38,26,390	27,736	38,54,126	10.61	0.09
<b>Others</b>									
Clearing Member	15,270	0	15,270	0.04	1,28,138	0	1,28,138	0.35	0.31
NRIs	1,62,418	1,68,330	3,30,748	0.91	2,55,116	1,67,556	4,22,672	1.16	0.25
IEPF Authority	63,036	0	63,036	0.17	63,036	0	63,036	0.17	0.00
<b>Sub-Total (B)(2):</b>	<b>1,09,06,448</b>	<b>5,04,750</b>	<b>1,14,11,198</b>	<b>31.41</b>	<b>1,09,32,190</b>	<b>479,733</b>	<b>1,14,11,923</b>	<b>31.41</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>1,26,17,857</b>	<b>5,07,835</b>	<b>1,31,25,692</b>	<b>36.13</b>	<b>1,26,42,874</b>	<b>4,82,818</b>	<b>1,31,25,692</b>	<b>36.13</b>	<b>0.00</b>
<b>Shares held by Custodian for GDRs &amp; ADRs (C)</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>3,58,24,514</b>	<b>5,07,835</b>	<b>3,63,32,349</b>	<b>100.00</b>	<b>3,58,49,531</b>	<b>4,82,818</b>	<b>3,63,32,349</b>	<b>100.00</b>	<b>0.00</b>

## ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/encumbered to total shares	
Urvi A Piramal	49,566	0.14	0	49,566	0.14	0	0
Harsh A. Piramal	16,522	0.05	0	16,522	0.05	0	0
Rajeev A. Piramal	16,522	0.05	0	16,522	0.05	0	0
Nandan A. Piramal	16,522	0.05	0	16,522	0.05	0	0
Kalpana Singhania	5,419	0.01	0	5,419	0.01	0	0
Ashok Piramal Group Textiles Trust through its trustee Ms.Urvi A Piramal	2,15,90,112	59.42	0	2,15,90,112	59.42	0	0
Morarjee Goculdas Spinning & Weaving Co. Ltd. Senior Employee Stock Option Scheme through its trustee Urvi Piramal & Mahesh Gupta	15,11,994	4.16		15,11,994	4.16		
<b>Total</b>	<b>2,32,06,657</b>	<b>63.87</b>	<b>0</b>	<b>2,32,06,657</b>	<b>63.87</b>	<b>0</b>	<b>0</b>

## iii) Change in Promoters' Shareholding

There was no change in the promoter shareholding during the year

**iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)**

Sr. No.	Name of the Shareholder	Date	Transaction	Shareholding at the Beginning of the year - 1st April, 2018		Cumulative Shareholding during the year - 31st March 2019	
				No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Ruchit Bharat Patel	-	-	18,33,361	5.05	18,33,361	5.05
2	Life Insurance Corporation of India	-	-	15,18,358	4.18	15,18,358	4.18
3	Shrikrishna Finvest and Capital Management Private Limited	-	-	6,17,651	1.70	6,17,651	1.70
4	Santosh Murarilal Gupta	01-04-2018	-	3,38,600	0.93	3,38,600	0.93
		29-06-2018	Market Sale	-45	0.00	3,38,555	0.93
		03-08-2018	Market Sale	-5,000	-0.01	3,33,555	0.92
		10-08-2018	Market Sale	-3,000	-0.01	3,30,555	0.91
		31-08-2018	Market Sale	-2,555	-0.01	3,28,000	0.90
		07-09-2018	Market Sale	-1,000	0.00	3,27,000	0.90
		14-09-2018	Market Sale	-500	0.00	3,26,500	0.90
		05-10-2018	Market Sale	-1,628	0.00	3,24,872	0.89
		12-10-2018	Market Sale	-1,372	0.00	3,23,500	0.89
		26-10-2018	Market Sale	-1,000	0.00	3,22,500	0.89
		02-11-2018	Market Sale	-2,604	-0.01	3,19,896	0.88
		16-11-2018	Market Sale	-1,247	0.00	3,18,649	0.88
		23-11-2018	Market Sale	-1,100	0.00	3,17,549	0.87
		07-12-2018	Market Sale	-500	0.00	3,17,049	0.87
		14-12-2018	Market Sale	-468	0.00	3,16,581	0.87
		08-03-2019	Market Sale	-581	0.00	3,16,000	0.87
		15-03-2019	Market Sale	-1,000	0.00	3,15,000	0.87
5	The Oriental Insurance Company Limited	-	-	1,91,286	0.53	1,91,286	0.53
6	Lal Tolani	01-04-2018	-	1,83,831	0.51	1,83,831	0.51
		13-04-2018	Market Purchase	1,227	0.00	1,85,058	0.51
		20-04-2018	Market Purchase	450	0.00	1,85,508	0.51
		18-05-2018	Market Purchase	2,000	0.01	1,87,508	0.52
		08-06-2018	Market Purchase	4,442	0.01	1,91,950	0.53
		22-06-2018	Market Purchase	2,173	0.01	1,94,123	0.53
		29-06-2018	Market Purchase	2,000	0.01	1,96,123	0.54
		06-07-2018	Market Purchase	4,000	0.01	2,00,123	0.55
		20-07-2018	Market Purchase	256	0.00	2,00,379	0.55
		27-07-2018	Market Purchase	144	0.00	2,00,523	0.55
		03-08-2018	Market Purchase	22	0.00	2,00,545	0.55
		17-08-2018	Market Purchase	407	0.00	2,00,952	0.55
		24-08-2018	Market Purchase	4,000	0.01	2,04,952	0.56
		31-08-2018	Market Purchase	4,000	0.01	2,08,952	0.58
		07-09-2018	Market Purchase	2,000	0.01	2,10,952	0.58
		14-09-2018	Market Purchase	2,000	0.01	2,12,952	0.59
		29-09-2018	Market Purchase	6,603	0.02	2,19,555	0.60
05-10-2018	Market Purchase	37,333	0.10	2,56,888	0.71		
26-10-2018	Market Purchase	3,929	0.01	2,60,817	0.72		
16-11-2018	Market Purchase	299	0.00	2,61,116	0.72		

Sr. No.	Name of the Shareholder	Date	Transaction	Shareholding at the Beginning of the year - 1st April, 2018		Cumulative Shareholding during the year - 31st March 2019	
				No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
		30-11-2018	Market Purchase	11,104	0.03	2,72,220	0.75
		07-12-2018	Market Purchase	653	0.00	2,72,873	0.75
		14-12-2018	Market Purchase	2,002	0.01	2,74,875	0.76
		21-12-2018	Market Purchase	1,613	0.00	2,76,488	0.76
		04-01-2019	Market Purchase	2,000	0.01	2,78,488	0.77
		11-01-2019	Market Purchase	3,035	0.01	2,81,523	0.77
		18-01-2019	Market Purchase	4,201	0.01	2,85,724	0.79
		25-01-2019	Market Purchase	3,895	0.01	2,89,619	0.80
		01-02-2019	Market Purchase	1,208	0.00	2,90,827	0.80
		08-02-2019	Market Purchase	4,719	0.01	2,95,546	0.81
		15-02-2019	Market Purchase	2,481	0.01	2,98,027	0.82
7	Sunita M. Gupta	01-04-2018	-	1,16,000	0.32	1,16,000	0.32
8	Jashwanti Maganlal Desai	01-04-2018	-	1,00,000	0.28	1,00,000	0.28
9	Bharat Jayantilal Patel	01-04-2018	-	92,697	0.26	92,697	0.26
10	Nila Anilkumar Desai	-	-	71,000	0.20	71,000	0.20
11	Mitali Hitesh Javeri	01-04-2018	-	6,0110	0.17	60,110	0.17
		12-10-2018	Market Purchase	23,867	0.07	83,977	0.23
		30-11-2018	Market Purchase	1,223	0.00	85,200	0.23
		07-12-2018	Market Purchase	4,000	0.01	89,200	0.25
		14-12-2018	Market Purchase	12,700	0.03	1,01,900	0.28
12	Ami Hitesh Javeri	01-04-2018	-	51,500	0.14	51,500	0.14
		12-10-2018	Market Purchase	25,000	0.07	76,500	0.21
		30-11-2018	Market Purchase	8,700	0.02	85,200	0.23
		07-12-2018	Market Purchase	5,519	0.02	90,719	0.25
		14-12-2018	Market Purchase	1,806	0.00	92,525	0.25
		21-12-2018	Market Purchase	10,033	0.03	1,02,558	0.28

#### v) Shareholding of Directors and Key Managerial Personnel

For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Urvi A Piramal	49,566	0.14	49,566	0.14
Harshvardhan Piramal	16,522	0.05	16,522	0.05
*Mahesh S. Gupta	1,16,000	0.32	1,16,000	0.32
R. K. Rewari	100	0.00	100	0.00
**Ranjan Sanghi	4,000	0.01	4,000	0.01
Shobhan Thakore	0	0.00	0	0.00
Aditya Mangaldas	0	0.00	0	0.00
Lt. Gen A.K. Singh	0	0.00	0	0.00
Ranjan Pant	0	0.00	0	0.00
S. C. Kashimpuria	850	0.00	850	0.00
***Sanjeev Singh Sengar	1	0.00	1	0.00
**** Tanmay Bhat	1	0.00	1	0.00

\*Joint shareholding of Ms. Sunita M. Gupta and Mr. Mahesh S. Gupta.

\*\* Resigned as the Director of the Company w.e.f 8<sup>th</sup> April, 2019.

\*\*\* Resigned as Company Secretary w.e.f 20<sup>th</sup> March, 2019.

\*\*\*\* Appointed as Company Secretary w.e.f. 8<sup>th</sup> May, 2019.

## vi) Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in lakhs)

Sr. No	Particulars	*Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>A</b>	<b>Indebtedness at the beginning of the financial year</b>				
i.	Principal Amount	24,066.54	28,046.21	-	<b>52,112.75</b>
ii.	Interest due but not paid	-	-	-	-
iii.	Interest accrued but not due	231.28	172.13	-	<b>403.41</b>
	<b>Total (i+ii+iii)</b>	<b>24,297.82</b>	<b>28,218.34</b>	-	<b>52,516.16</b>
<b>B</b>	<b>Change in Indebtedness during the financial year</b>				
	Addition	15,291.65	-	-	<b>15,291.65</b>
	Reduction	-	(16,125.86)	-	<b>(16,125.86)</b>
	Net Change	15,291.65	(16,125.86)	-	<b>(834.21)</b>
<b>C</b>	<b>Indebtedness at the end of the financial year</b>				
i.	Principal Amount	38,890.44	12,092.48	-	<b>50,982.92</b>
ii.	Interest due but not paid	-	-	-	-
iii.	Interest accrued but not due	699.03	-	-	<b>699.03</b>
	<b>Total (i+ii+iii)</b>	<b>39,589.47</b>	<b>12,092.48</b>	-	<b>51681.95</b>

\*The amount of Non-Convertible Preference Shares of ₹ 2476.34 Lakhs is included in Secured Loans.

## VI. Remuneration of Directors and Key Managerial Personnel

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(₹ in lakhs)

Particulars of Remuneration	Mr. Harsh A Piramal	Mr. R K Rewari	TOTAL
Gross Salary			
(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	140.62	143.44	<b>284.06</b>
(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	14.7	0.79	<b>15.49</b>
(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0	0	<b>0</b>
Stock Options	0	0	<b>0</b>
Sweat Equity	0	0	<b>0</b>
Commission	0	0	<b>0</b>
<b>Total (A)</b>	<b>155.32</b>	<b>144.23</b>	<b>299.55</b>
Ceiling as per the Act (As per Schedule V of the Act)		As per Schedule V of the Act	

### B. Remuneration to other Directors

(₹ in lakhs)

Sr. No	Particulars of Remuneration	Ms. Urvi A Piramal	Mr. Mahesh S. Gupta	Mr. Ranjan Sanghi*	Mr. Shobhan Thakore	Mr. Aditya Mangaldas	Mr. Ranjan Pant	Lt Gen A.K. Singh	Total Amount
<b>I</b>	<b>INDEPENDENT DIRECTORS</b>								
1)	Fees For attending Board/Committee meetings	-	-	2.65	3.50	2.65	2.20	3.20	<b>14.20</b>
2)	Commission	-	-	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
3)	Others	-	-	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
	<b>TOTAL (I)</b>	-	-	<b>2.65</b>	<b>3.50</b>	<b>2.65</b>	<b>2.20</b>	<b>3.20</b>	<b>14.20</b>

(₹ in lakhs)

Sr. No	Particulars of Remuneration	Ms. Urvi A Piramal	Mr. Mahesh S. Gupta	Mr. Ranjan Sanghi*	Mr. Shobhan Thakore	Mr. Aditya Mangaldas	Mr. Ranjan Pant	Lt Gen A.K. Singh	Total Amount
<b>II NON-EXECUTIVE DIRECTORS</b>									
1)	Fees For attending Board/Committee meetings	2.30	2.00	-	-	-	-	-	<b>4.30</b>
2)	Commission	0.00	0.00	-	-	-	-	-	<b>0.00</b>
3)	Others	0.00	0.00	-	-	-	-	-	<b>0.00</b>
<b>TOTAL (II)</b>		<b>2.30</b>	<b>2.00</b>	-	-	-	-	-	<b>4.30</b>
<b>Total B (I + II)</b>									<b>18.50</b>
<b>Total Managerial Remuneration (A+B)</b>									<b>318.05</b>
Overall Ceiling as per the Act		11% of the Net Profits of the Company read with provisions of Schedule V of the Act							

\*Resigned as the Director of the Company w.e.f. 8<sup>th</sup> April, 2019**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(₹ in lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. S C Kashimpuria (Chief Financial Officer)	*Mr. Sanjeev Singh Sengar (Company Secretary)	
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	51.57	15.40	<b>66.97</b>
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961 0.16 0.24 0.40	0	0	<b>0</b>
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	<b>0</b>
2	Stock Options	0	0	<b>0</b>
3	Sweat Equity	0	0	<b>0</b>
4	Commission	0	0	<b>0</b>
	- as % of profit	0	0	<b>0</b>
	- others,specify	0	0	<b>0</b>
5	Others, please specify	0	0	<b>0</b>
<b>Total</b>		<b>51.57</b>	<b>15.40</b>	<b>66.97</b>

\* Resigned as Company Secretary w.e.f 20<sup>th</sup> March, 2019.**VII Penalties/Punishment/Compounding of Offences**

There were no penalties/punishment/compounding of offences for the breach of any provisions of the Companies Act, 2013 against the Company or its Directors, or other Officers in default, during the year.