

NOTICE

Notice is hereby given that the 22nd Annual General Meeting (“AGM”) of the members of Morarjee Textiles Limited will be held on Tuesday, 22nd August, 2017 at 3:00 p.m. at “Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018”, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the reports of the Directors’ and Auditor’s thereon.
2. To declare dividend on Preference and Equity Shares of the Company for the Financial Year 2016-17.
3. To appoint a Director in place of Ms. Urvi A. Piramal (DIN: 00044954), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 103523W/ W100048) as statutory auditors of the Company for 5 years and to fix their remuneration and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and recommendations of the Audit Committee, M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 103523W/ W100048), be appointed as statutory auditors of the Company, in place of retiring auditors M/s Manubhai & Shah LLP, Chartered Accountants (Firm Registration No. 106041W / W100136), to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 27th AGM, subject to ratification by members at every annual general meeting, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such

acts, deeds and things as may be necessary to give effect to the foregoing resolution.

Special Business:

5. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company and subject to the approval of the Central Government or such other Statutory / Regulatory approvals as may be required, the consent of the members of the Company be and is hereby accorded to appoint Mr. Harsh A. Piramal (DIN: 00044972) as a Whole-Time Director to be designated as Executive Vice Chairman to hold office for a period of five years w.e.f. 1st April, 2017.

RESOLVED FURTHER THAT during the tenure of Mr. Harsh A. Piramal as the Executive Vice Chairman, he shall be paid remuneration as mentioned below which shall not exceed the ceiling as provided in Section 197 read with Schedule V of the Companies Act, 2013, for a period of three years w.e.f. 1st April, 2017 with the authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to Mr. Harsh A. Piramal including the payment of commission as may be determined, however that the annual remuneration including commission does not exceed the limit mentioned hereinafter.

Salary

Basic Salary	In the scale of ₹ 1,50,00,000 to ₹ 2,40,00,000 p.a.
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Perquisites

LTA	As per the Rules of the Company
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Medical Reimbursement	At actuals
Medical Insurance	As per Rules of the Company
Accident Insurance	As per Rules of the Company
Reimbursement of Car & Telephone expenses	As per Rules of the Company
Leave encashment	At the end of Tenure
Gratuity	As per the Rules of the Company
PF	As per Rules of the Company
Superannuation Fund	Nil
Commission	As may be determined by the Board

RESOLVED FURTHER THAT where, in any Financial Year during the currency of his tenure, the Company has no or inadequate profits, Mr. Harsh A. Piramal shall be paid the above remuneration as minimum remuneration for a period of three years w.e.f. 1st April, 2017, however such minimum remuneration shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013 and that the following perquisites shall not be included in the computation of the ceiling on remuneration prescribed under Schedule V of the Companies Act, 2013;

- a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, and
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of tenure.

RESOLVED FURTHER THAT the term of office of Mr. Harsh A. Piramal shall be subject to retirement by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, including

but not limited to filing of necessary Forms and returns with the Registrar of Companies and to seek approval/ consent from Central Government or any other statutory or regulatory authorities, as may be required to give effect to the foregoing resolution."

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and 197 of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Lt. Gen. A. K. Singh (DIN: 07698288), who was appointed as an Additional Director of the Company with effect from 8th February, 2017 and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from the date of appointment i.e. 8th February, 2017 and he shall not be liable to retire by rotation."

7. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the draft regulations contained in the Articles of Association of the Company be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors and/ or the Key Managerial Personnel of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To consider and if thought fit, pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modifications or re-enactments thereof, for the time being in force, the Company hereby ratifies the payment of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) as remuneration to M/s. Phatak Paliwal & Co., Cost Accountants (Firm Registration Number 000105), appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company for the Financial Year ended 31st March, 2018.

RESOLVED FURTHER THAT the Board of Directors and/or the Key Managerial Personnel of the Company be and are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**On behalf of the Board
For Morarjee Textiles Limited**

**Sanjeev Singh Sengar
Company Secretary**

Place: Mumbai

Date: 1st June, 2017

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a

single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) **MEMBER/PROXY SHOULD BRING THE ATTENDANCE SLIP SENT HERewith, DULY FILLED IN, FOR ATTENDING THE MEETING.**
- 4) The proxy shall not have the right to speak at the meeting.
- 5) An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the Special Businesses to be transacted at the meeting is annexed hereto.
- 6) Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Directors proposed to be appointed/re-appointed in this AGM are annexed to this notice.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from 12th August, 2017 to 22nd August, 2017 (both days inclusive).
- 8) The dividend, if declared at the Annual General Meeting, will be paid to those Members of the Company whose names stand on the Register of Members of the Company as on 11th August, 2017. The dividend will be paid on or before 21st September, 2017.
- 9) All relevant documents referred to in the Explanatory Statement shall be open for inspection, upto two days prior to the said meeting, at the Registered Office of the Company on all working days during 12.00 PM to 02.00 PM and at the meeting.
- 10) Members holding shares in physical form are requested to address all their correspondence including change of address, mandates etc. to the Registrar and Transfer Agents (RTA) viz. M/s. Freedom Registry Limited, Plot No. 101/102, 19th Street, MIDC Area, Satpur, Nashik 422007 and the Members holding shares in dematerialized form should approach their respective Depository Participants for the same.



- 11) Since shares of the Company are traded on the Stock Exchanges compulsorily in demat mode, shareholders holding shares in physical mode are strongly advised to get their shares dematerialized.
- 12) The shareholders who are holding shares in demat form and have not yet registered their email IDs, are requested to register their email IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically. Shareholders holding shares in physical form may register their email IDs with the RTA by sending an email at support@freedomregistry.in. The Annual Report of the Company and other documents proposed to be sent through email will also be made available on the Company's website i.e. www.morarjee.com
- 13) Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be downloaded from the Company's website www.morarjee.com
- 14) **E-Voting:**
- i) In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide an e-voting (remote e-voting) facility to its members and the business set out in the notice may be transacted through remote e-voting.
 - ii) The Company also offers the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote at the AGM through ballot for all businesses specified in the notice. However, the Members who have exercised their right to vote by remote e-voting may attend the AGM but shall not be entitled to vote at the AGM.
 - iii) **Voting rights of the members (for remote e-voting and voting at AGM) shall be reckoned on shares registered in the name of the members as on the cut-off date i.e. 11th August, 2017. A person who is not a Member on the cut-off date should treat this notice for information purposes only.**
- iv) The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
 - v) The Board of Directors has appointed Ms. Kala Agarwal, Practicing Company Secretary, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed for the said purpose.
 - vi) The Scrutinizer will, after scrutinizing the votes cast at the meeting and through remote e-voting, not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson/ Managing Director who shall declare the results. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company viz. www.morarjee.com and on the website of CDSL viz. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- The instructions for shareholders voting electronically are as under:**
- i) The voting period begins on 19th August, 2017 at 10:00 a.m. and ends on 21st August, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11th August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Meeting, i.e. 22nd August, 2017.
 - iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iv) The shareholders should log on to the e-voting website i.e. www.evotingindia.com and follow the below procedure:

- a. Click on shareholders.
- b. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat or Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. <p>The sequence number is printed on the address label affixed to the Annual Report and will also be mentioned in the email which will be sent to the Shareholders whose email ID's are registered with the Company.</p>
	<ul style="list-style-type: none"> • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <MORARJEE TEXTILES LIMITED> on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation



box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by you by clicking on "Click here to print" option on the Voting page.
- xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to

www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No: 5

Mr. Harsh A. Piramal was appointed as the Whole-Time Director (Executive Vice Chairman) of the Company for a period of 5 years with effect from 1st April, 2013.

On the recommendation of the Nomination and Remuneration Committee ("NRC") and pursuant to the provisions of Section 196, 197, 203 of the Companies Act, 2013 read with Schedule V of the Act and the rules made thereunder, the Board of Directors passed a resolution on 15th May, 2017, approving the re-appointment of Mr. Harsh A. Piramal as the Whole-Time Director (designated as the Executive Vice Chairman) for a period of five years with effect from 1st April, 2017 at the remuneration for 3 years as mentioned in the Notice of the AGM, subject to the approval of the shareholders at this AGM.

The Board of Directors recommends the resolution of re-appointment of Mr. Harsh A. Piramal, as a Whole-Time Director (designated as the Executive Vice Chairman), for the approval of the shareholders of the Company at the remuneration as mentioned in the resolution at Item No. 5 of the notice of the AGM. The Board of Directors considers the appointment of Mr. Harsh A. Piramal in the best interest of the Company.

A brief Resume of Mr. Harsh A. Piramal, his experience and other directorships held by him is given in **Annexure I** to this Notice.

Except for Mr. Harsh A. Piramal and Ms. Urvi A. Piramal, Chairperson, being relative of Mr. Harsh A. Piramal, none of the Directors/ KMP's and/or their relatives is anyway concerned or interested in the said resolution.

Item No. 6

On recommendations of Nomination and Remuneration Committee and in pursuance of the Company's endeavor to maintain diversity of the Board, Lt. Gen. A. K. Singh was appointed as an Independent Director by the Board of Directors of the Company at its meeting held on 8th February, 2017 under Section 149 and 161 of the Companies Act, 2013. The Company has received a notice along with the requisite deposit as required under Section 160 of the Companies Act, 2013 from a member

proposing the candidature of Lt. Gen. A.K. Singh as an Independent Director of the Company for a term 5(five) consecutive years from the date of appointment i.e. 8th February, 2017.

In the opinion of the Board of Directors of the Company, Lt. Gen. A. K. Singh fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for his appointment as an Independent Director of the Company and he is independent of the management of the Company. He shall not be liable to retire by rotation.

Brief resume of Lt. Gen. A.K. Singh as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given in "**Annexure I**" to this notice.

The Board of Directors of the Company recommends the resolution for the approval of members.

Except for Lt. Gen A. K. Singh, none of the Directors/ KMPs and/or their relatives is anyway concerned or interested in the above mentioned resolution.

Item No. 7

The existing Articles of Association ("AOA") of the Company are based on erstwhile Companies Act, 1956 and contain references to specific sections of the Companies Act, 1956. Further, some of the regulations in the existing AOA are no longer in conformity with new Companies Act, 2013 ("the Act"). Many of the regulations of the existing AOA of the Company require alterations/ modifications/ deletions in order to bring in line with the provisions of the Act. Hence, it is considered prudent to replace the existing AOA completely with a new set of regulations. Accordingly, the Board of Directors of the Company approved the alteration in the existing Articles of Association by way of substituting new set of Articles of Association of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, any amendment/alteration in the AOA requires the approval of the Members by way of a Special Resolution. Accordingly, consent of the Members is sought for approving the Special Resolution set out at Item No. 7 of the Notice. Copies of the existing and new AOA of the Company are available for inspection at the

Registered Office of the Company during business hours on any working day except Saturdays up to the date of the Annual General Meeting and are also available on the website of the Company viz. www.morarjee.com.

None of the Directors/ KMP's and/or their relatives is anyway concerned or interested in the above mentioned resolution.

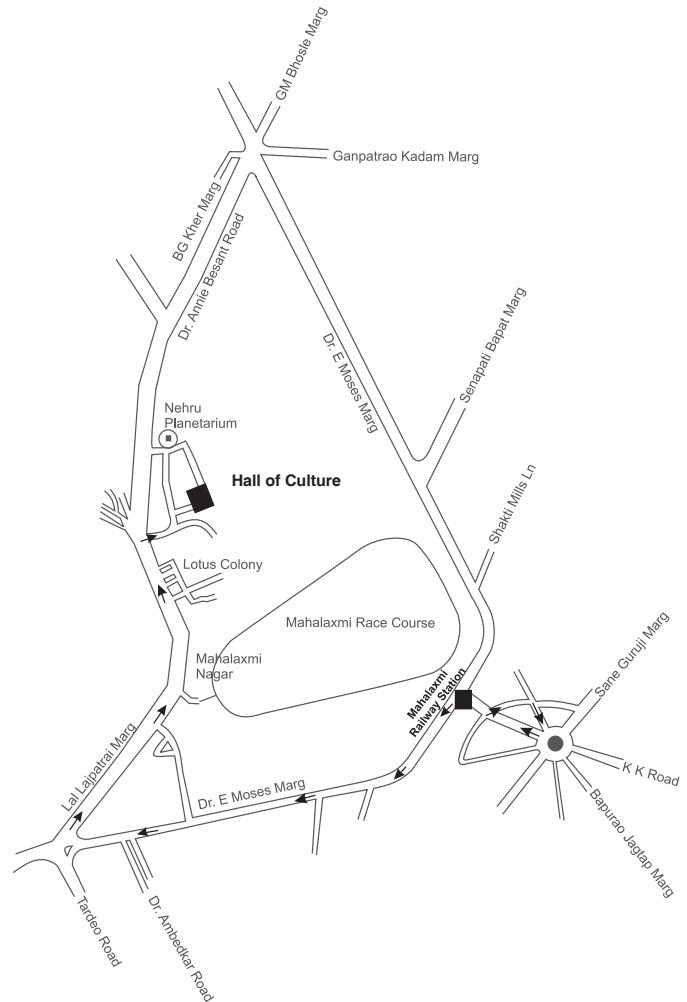
Item No. 8

As per the provisions of Section 148 of the Companies Act, 2013, the Company is required to appoint a Cost Auditor to conduct the audit of the cost records of the Company. On the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 15th May, 2017 appointed M/s. Phatak Paliwal & Co., as the Cost Auditor of the Company for the year 2017-18. M/s. Phatak Paliwal & Co., have given their consent to the said appointment.

Based on the recommendations of the Audit Committee, the Board has fixed the remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) to be paid to Cost Auditors subject to ratification by the members as per Sub Section (3) of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

The Board, therefore, recommends the resolution appearing under the Item No. 8 of the accompanying Notice for its ratification.

None of the Directors, KMPs and/or their relatives is anyway concerned or interested in the said resolution.



Route Map

ANNEXURE-I

Details of the Directors Seeking appointment/ Re-appointment in the forthcoming Annual General Meeting (Pursuant to Clause 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of the Director	Ms. Urvi A. Piramal	Mr. Harsh A. Piramal	Lt. Gen A. K. Singh
Age	64 years	43 years	64 years
Qualifications, experience, brief resume of the Director & Nature of his expertise	Brief resume with qualifications, experience and nature of expertise of Ms. Urvi A. Piramal is stated in the Directors' Profile section of the Corporate Governance Report.	Brief resume with qualifications, experience and nature of expertise of Mr. Harsh A. Piramal is stated in the Directors' Profile section of the Corporate Governance Report	Brief resume with qualifications, experience and nature of expertise of Lt. Gen A.K. Singh is stated in the Directors' Profile section of the Corporate Governance Report.
Relationship with other directors and Key Managerial Personnel	Mr. Harsh A. Piramal - Son	Ms. Urvi A. Piramal: Mother	None
Names of the Listed entities in which the director holds directorships	<ul style="list-style-type: none"> • Peninsula Land Limited • Morarjee Textiles Limited • Goodtime Real Estate Development Private Limited 	<ul style="list-style-type: none"> • Morarjee Textiles Limited • Integra Garments and Textiles Limited • Camphor and Allied Products Ltd 	None
Chairman/ Member of the Committees of the Board of Directors as on 31 st March, 2017	<p>Morarjee Textiles Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – Chairperson • Nomination & Remuneration Committee – Member <p>Peninsula Land Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – Chairperson • Nomination & Remuneration Committee – Member 	<p>Camphor & Allied Products Limited</p> <ul style="list-style-type: none"> • Audit Committee – Chairman • Stakeholders & Remuneration Committee – Chairman • Nomination & Remuneration Committee – Chairman • Corporate Social Responsibility Committee – Member <p>Integra Garments & Textiles Ltd</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination & Remuneration Committee – Member <p>Morarjee Textiles Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – Member 	None
Number of Board meetings attended during FY 2016-17	4	4	1
Date of first appointment on the Board of the Company	1 st February, 2005	1 st June, 2004	8 th February, 2017
Shareholding in the Company as on 31 st March, 2017	49,566 Equity Shares	16,522 Equity Shares	None



MORARJEE TEXTILES LIMITED

Regd. Office: Peninsula Spenta, Mathuradas Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013.

Telephone No: 022 -66154651; **Website:** www.morarjee.com;

Email: corporatesecretarial@ashokpiramalgroup.com;

CIN: L52322MH1995PLC090643

NOTICE is hereby given that the 22nd Annual General Meeting ("AGM") of the Company is scheduled to be held on Tuesday, 22nd August, 2017 at 3:00 p.m. at "Hall of Culture" Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018, to transact the business as set forth in the Notice of the AGM.

The Annual Reports of the Company for the Financial Year ended 31st March, 2017, including the Notice of the AGM, Attendance Slip, Proxy Form and Route Map have been sent electronically via e-mails to those members whose e-mail Ids are registered with the Company or the Depositories, as the case may be and physical copies to those members whose e-mail Ids are not registered with the Company or Depositories as on 21st July, 2017 at their respective registered postal addresses in the permitted modes. The physical copy of the Annual Report shall also be sent to those members who have specifically requested for the same. The dispatch of the Annual Reports was completed on 26th July, 2017. The Annual Report is also hosted on the website of the Company viz. www.morarjee.com and on the website of Central Depository Services (India) Limited (CDSL) viz. www.cdslindia.com and www.evotingindia.com. The documents pertaining to the business to be transacted at the AGM are available for inspection at the Registered Office of the Company.

In compliance with provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings, the Company is pleased to provide e-voting ("Remote e-voting") facility to its members and the business set out in the notice may be transacted through remote e-voting. The Company has entered into an agreement with the CDSL for facilitating the remote e-voting services.

Only Members whose names are recorded in the Register of Members or in the Register of beneficial owners maintained by the Depositories as on the **cut-off date being 11th August, 2017** shall be entitled to avail the facility of remote e-voting or voting at the AGM.

The remote e-voting period commences on Saturday, 19th August, 2017 at 10:00 a.m. and concludes on Monday, 21st August, 2017 at 5:00 p.m. The remote e-voting module shall be disabled by CDSL and members will not be allowed to vote electronically beyond the said timeline and the portal shall be blocked.

Any person, who acquires the shares of the Company after the dispatch of the Notice of the AGM and becomes member as on the cut off-date i.e. 11th August, 2017 can view the notice of the AGM on the Company's website or the CDSL website as mentioned above. Such member(s) may obtain his Login ID and Password by sending a request to helpdesk.evoting@cdslindia.com. They may also refer to the voting instructions on the CDSL website. However, if you are already registered on the CDSL e-voting platform, you can use your existing User-Id and Password.

Members who have not cast their votes through remote e-voting can exercise their voting right by voting through poll at the AGM Venue. The Company shall make arrangements for voting on poll at the AGM. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting.

A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on poll instead of himself. A proxy need not be a member of the Company. The Proxy Form duly completed, stamped and signed should reach the Registered Office of the Company not less than 48 hours before the AGM. The details with respect to the appointment and the conduct of the proxy can be referred to in the Notice of the AGM.

In case of any queries or grievance regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting user manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com or address the same to Mr. Rakesh Dalvi, Deputy Manager, P.J. Towers, 16th Floor, Dalal Street, Fort. Mumbai - 400001, Tel.: 1800200533.

Further, pursuant to the provisions of Section 91 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Register of members and Share Transfer Books of the Company will remain closed from Saturday, 12th August, 2017 to Tuesday, 22nd August, 2017 (both days inclusive) for the 22nd Annual General Meeting of the members of the Company.

For Morarjee Textiles Limited
Sd/-

Place: Mumbai
Date: 26th July, 2017

Sanjeev Singh Sengar
Company Secretary



मोरारजी टेक्सटाईल्स लिमिटेड

नोंदणीकृत कार्यालय : पेनिन्सुला स्पेन्टा, मथुरादास मिल्स कंपाउंड,
सेनापती बापट मार्ग, लोअर परळ, मुंबई-४०००१३.

दुरध्वनी क्र.: ०२२ -६६१५४६५१; वेबसाईट: www.morarjee.com;
ई-मेल: corporatesecretarial@ashokpiramalgrou.com;

सीआयएन: एल५२३२२एमएच१९९५पीएलसी०९०६४३

येथे सूचना देण्यात येत आहे की, कंपनीचे २२वी वार्षिक सर्वसाधारण सभा (एजीएम) मंगळवार दि. २२ ऑगस्ट, २०१७ रोजी दु.३.०० वा. हॉल ऑफ कल्चर, नेहरू सेंटर, डॉ. अंनी बेझंट रोड, वरळी, मुंबई-४०००१८ येथे एजीएमच्या सूचनेत नमुद विषयावर विमर्ष करण्याकरिता होणार आहेत.

३१ मार्च, २०१७ रोजी संपलेल्या वित्तीय वर्षाकरिता कंपनीचे वार्षिक अहवाल तसेच एजीएमची सूचना, उपस्थिती पावती, प्रॉक्सी नमुना व रुट मॅप हे ज्या सदस्यांचे ई-मेल आयडी कंपनी किंवा डिपॉझिटरीकडे नोंद आहेत त्यांना विद्युत स्वरूपाने ई-मेल पाठविण्यात आले आहे. तसेच ज्या सदस्यांचे ई-मेल आयडी कंपनी किंवा डिपॉझिटरीकडे २१ जुलै, २०१७ रोजी नोंद नाहीत त्यांना वास्तविक प्रती त्यांच्या नोंद टपाल पत्त्यावर विहित पद्धतीने पाठविण्यात आले आहे. वार्षिक अहवालाचे वास्तविक प्रत ज्या सदस्यांनी विशेष विनंती केली आहे त्यांनासुद्धा पाठविण्यात आली आहे. वार्षिक अहवालाचे वितरण २६ जुलै, २०१७ रोजी पूर्ण करण्यात आले आहे. वार्षिक अहवाल कंपनीच्या www.morarjee.com वेबसाईटवर आणि सेंट्रल डिपॉझिटरी सर्विसेस (इंडिया) लिमिटेड (सीडीएसएल) च्या www.cdslindia.com व www.evotingindia.com वेबसाईटवर प्रसिद्ध करण्यात आले आहे. एजीएममध्ये विमर्षित करावयाचे विषयाबाबत दस्तावेज कंपनीच्या नोंदणीकृत कार्यालयात निरीक्षणासाठी उपलब्ध आहेत.

कंपनी कायदा २०१३ च्या कलम १०८ सहवाचिता कंपनी (व्यवस्थापन व प्रशासन) अधिनियम २०१४ च्या नियम २०, वेळोवेळी सुधारीतप्रमाणे आणि सेबी (लिस्टिंग ऑब्लिगेशन्स अँड डिस्कलोजर रिकायरमेंट्स) रेग्युलेशन्स २०१५ चे नियम ४४ आणि सर्वसाधारण सभेवरील सचिव प्रमाण-२ च्या तरतुदीनुसार सदस्यांना ई-वोटिंग (रिमोट ई-वोटिंग) सुविधा दिलेली आहे आणि कंपनीने रिमोट ई-वोटिंगमार्फत सुचनेत नमुद विषयावर विमर्ष केला जाईल. रिमोट ई-वोटिंग सेवा सुविधेकरिता कंपनीने सीडीएसएलसह करारनामा केला आहे.

ज्या सदस्यांची नावे निश्चित दिनांक अर्थात ११ ऑगस्ट, २०१७ रोजी डिपॉझिटरीद्वारे तयार करण्यात आलेल्या सदस्य नोंद पुस्तक किंवा लाभार्थी मालकांचे नोंद पुस्तकात नमुद आहेत त्यांना रिमोट ई-वोटिंग सुविधा किंवा एजीएममध्ये मतदानाचा अधिकार असेल.

रिमोट ई-वोटिंग कालावधी शनिवार दि. १९ ऑगस्ट, २०१७ रोजी स.१०.०० वा. प्रारंभी होईल आणि सोमवार दि. २१ ऑगस्ट, २०१७ रोजी सायं. ५.०० वा. समाप्ती होईल. सदर कालावधीनंतर सीडीएसएलद्वारे रिमोट ई-वोटिंग पद्धत बंद केली जाईल आणि सदस्यांना विद्युत स्वरूपाने मत देता येणार नाही आणि पोर्टल बंद केले जाईल.

जर कोणा व्यक्तीने एजीएम सूचना वितरणानंतर कंपनीचे शेअर्स प्राप्त केले असतील आणि निश्चित दिनांक अर्थात ११ ऑगस्ट, २०१७ रोजी सदस्य झाला असेल त्यांनी वर नमुदप्रमाणे कंपनीची वेबसाईट किंवा सीडीएसएलच्या वेबसाईटवर सूचना पहावे. अशा व्यक्तींनी helpdesk.evoting@cdslindia.com वर विनंती पाठवून लॉगईन आयडी व पासवर्ड प्राप्त करावा. त्यांनी सीडीएसएल वेबसाईटवरील मतदान सूचनांचा संदर्भ घ्यावा. तथापि जर तुम्ही सीडीएसएल ई-वोटिंग माध्यमातून यापूर्वीच नोंद असल्यास तुम्ही तुमचा विद्यमान युजर आयडी व पासवर्ड वापरावा.

ज्या सदस्यांनी रिमोट ई-वोटिंगने त्यांचे मत दिलेले नाही त्यांना एजीएमच्या ठिकाणी मतदानामार्फत त्यांचे मत देता येईल. कंपनीद्वारे एजीएममध्ये मतदानाकरिता सुविधा दिलेली आहे. रिमोट ई-वोटिंगने त्यांचे मत दिल्यानंतरही सदस्यास एजीएममध्ये सहभागी होता येईल परंतु सभेत पुन्हा मत देण्याचा अधिकार नसेल.

सदस्यास सभेत उपस्थित राहून मत देण्याचा अधिकार आहे तसेच त्यांच्या ऐवजी सभेत उपस्थित राहून मत देण्यासाठी प्रॉक्सी नियुक्त करण्याचा अधिकार आहे. प्रॉक्सी हा कंपनीचा सदस्य असणे आवश्यक नाही. पुर्णपणे भरलेले मुद्रांकीत व स्वाक्षरी केलेले प्रॉक्सी प्रपत्र कंपनीच्या नोंदणीकृत कार्यालयात एजीएमपूर्वी ४८ तास अगोदर सादर करावेत. प्रॉक्सी नियुक्ती व व्यवस्थेसंदर्भात तपशिल एजीएमच्या सूचनेत पाहता येईल.

रिमोट ई-वोटिंगबाबत काही प्रश्न किंवा तक्रारी असल्यास तुम्ही फ्रिक्वेन्टली आस्कड क्वेश्चन्स (एफएक्यू) चा संदर्भ घ्यावा आणि हेल्प सेक्शनअंतर्गत www.evotingindia.com वर उपलब्ध ई-वोटिंग युजर मॅन्युअलचा संदर्भ घ्यावा किंवा helpdesk.evoting@cdslindia.com वर ई-मेल करावा किंवा श्री. राकेश दळवी, उपव्यवस्थापक, पी.जे. टॉवर्स, १६वा मजला, दलाल स्ट्रीट, फोर्ट, मुंबई-४००००१, दुर.: १८००२००५३३ येथे कळवावे.

कंपनी कायदा २०१३ च्या कलम ९१ सहवाचिता कंपनी (व्यवस्थापन व प्रशासन) अधिनियम २०१४ च्या तरतुदीनुसार कंपनीच्या सदस्यांची २२वी वार्षिक सर्वसाधारण सभेनिमित्त शनिवार दि. १२ ऑगस्ट, २०१७ ते मंगळवार दि. २२ ऑगस्ट, २०१७ (दोन्ही दिवस समाविष्ट) पर्यंत कंपनीचे सदस्य नोंद पुस्तक व भाग हस्तांतरण पुस्तक बंद ठेवण्यात येतील.

मोरारजी टेक्सटाईल्स लिमिटेडकरिता
सही/-

ठिकाण : मुंबई

दिनांक : २६ जुलै, २०१७

संजीव सिंग सेनार
कंपनी सचिव