



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

22nd August, 2017

Dear Sir/ Ma'am,

Sub: Outcome and proceedings of 22nd 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 following businesses contained in the notice of the AGM were duly approved by shareholders with requisite majority, at their 22nd AGM of the Company held today i.e. 22nd August, 2017 at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018:

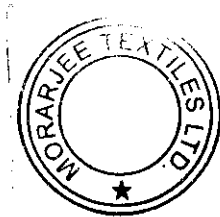
1. Ordinary Resolution for Adoption of Standalone and Consolidated Financial Statements for the year ended 31st March, 2017 and the report of the Directors' and Auditor's.
2. Ordinary Resolution for declaration of Dividend on Preference and Equity shares for the FY 2016-17;
3. Ordinary Resolution for re-appointment of Ms. Urvi A. Piramal (DIN: 00044954) as a Director;
4. Ordinary Resolution for appointment of M/s. Haribhakti & Co. LLP as the Statutory Auditors of the Company for a period of 5 years and authorize the Board to fix their remuneration thereon;
5. Special Resolution for appointment of Mr. Harsh A. Piramal (00044972) as a Whole-Time Director to be designated as Executive Vice – Chairman to hold office for a period of 5 years at a remuneration for a period of 3 years w.e.f 1st April, 2017;
6. Ordinary Resolution for the appointment of Lt. Gen A.K. Singh (07698288) as an Independent Director of the Company.
7. Special Resolution for adoption of new Articles of Association of the Company.
8. Ordinary Resolution for the ratification of remuneration of the Cost Auditors of the Company for the Financial Year 2017-2018

The consolidated scrutinizers' report of Ms. Kala Agarwal, Practicing Company Secretary on the remote e-voting and the voting 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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Mumbai- 400 013 INDIA

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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

22ndAnnual General Meeting of Morarjee Textiles Limited
Held on Tuesday, 22nd August, 2017 at 3.00 p.m. at
"Hall of Culture", 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 22ndAnnual General Meeting of the Equity Shareholders of Morarjee Textiles Limited, held on, Tuesday, the 22nd August, 2017 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 Saturday, 19th August, 2017 at 10.00 a.m. to Monday, 21st August, 2017 till 5.00 p.m.

Further, on 22nd August, 2017, at the 22nd 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.
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.

Scrutinizer's Report for Morarjee Textiles Limited for the 22nd AGM

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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

Ordinary Business:

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, 2017 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	1518662	6.34	74	22440400	93.66	23959062	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1518662	6.34	74	22440400	93.66	23959062	100
Voting with Assent	10	1518652	6.33	74	22440400	93.66	23959052	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.*



Ordinary Business:

Item No. 2- Ordinary Resolution-

To declare dividend on Preference and Equity Shares of the Company 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	11	1518662	6.34	74	22440400	93.66	23959062	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1518662	6.34	74	22440400	93.66	23959062	100
Voting with Assent	10	1518652	6.33	74	22440400	93.66	23959052	100
*Voting with Dissent	1	10	--	--	--	--	10	--

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



Ordinary Business:

Item No. 3- Ordinary Resolution-

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

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	1518662	6.34	74	22440400	93.66	23959062	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1518662	6.34	74	22440400	93.66	23959062	100
Voting with Assent	10	1518652	6.33	74	22440400	93.66	23959052	100
*Voting with Dissent	1	10	--	--	--	--	10	--

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



Ordinary Business:

Item No. 4- Ordinary Resolution-

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.

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	10	1518652	6.34	74	22440400	93.66	23959052	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	10	1518652	6.34	74	22440400	93.66	23959052	100
Voting with Assent	9	1518651	6.34	74	22440400	93.66	23959051	100
*Voting with Dissent	1	1	--	--	--	--	1	--

** One shareholder holding 1 Share 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 Mr. Harsh A. Piramal as the Whole Time Director of the Company (designated as Executive Vice-Chairman) for 5 years and payment of remuneration for a period of 3 years w.e.f. 1st April, 2017.

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	1518662	6.34	74	22440400	93.66	23959062	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1518662	6.34	74	22440400	93.66	23959062	100
Voting with Assent	10	1518652	6.33	74	22440400	93.66	23959052	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.*



Special Business

Item No. 6- Ordinary Resolution-

To appoint Lt. Gen. A. K. Singh as an Independent Director 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	1518662	6.34	74	22440400	93.66	23959062	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1518662	6.34	74	22440400	93.66	23959062	100
Voting with Assent	10	1518652	6.33	74	22440400	93.66	23959052	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.*



Special Business

Item No. 7- SpecialResolution-

To consider the adoption of revised Articles of Association 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	1518662	6.34	74	22440400	93.66	23959062	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1518662	6.34	74	22440400	93.66	23959062	100
Voting with Assent	10	1518652	6.33	74	22440400	93.66	23959052	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.*



Special Business

Item No. 8- Ordinary Resolution-

To consider the ratification of remuneration payable to M/s. Phatak Paliwal & Co., Cost Auditors for the Financial Year 2017-18.

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	1518662	6.34	74	22440400	93.66	23959062	100
Less-Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1518662	6.34	74	22440400	93.66	23959062	100
Voting with Assent	9	1518552	6.34	74	22440400	93.66	23958952	100
Voting with Dissent	2	110	--	--	--	--	110	100

* Two shareholder holding 110 Shares has dissented the resolution and the percentage of the same is less than 0.001%.



5. A concise list containing the details 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. Swati Gami

Gami

2. Ms. Supriya Bagwe

Bagwe

Sanjeev

A circular purple stamp with the text "MORARJEE TEXTILES LTD." around the perimeter and a star at the bottom.

Place: Mumbai
Date: 22/08/2017