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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
MORARJEE TEXTILES LTD
Peninsula Spenta, Mathuradas Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions 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 e-voting conducted during the Annual General Meeting, for the 25th Annual General Meeting of **Morarjee Textiles Limited** held on Friday, 25th September, 2020 at 11.30 a.m. through video conferencing ('VC')/ other audio visual means ('OAVM').

I, Kala Agarwal, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **Morarjee Textiles Limited ("the Company")** for the purpose of Remote E-voting and E-voting at AGM - taken on the below mentioned resolutions at the 25th Annual General Meeting of the Equity Shareholders of Morarjee Textiles Limited, held on Friday, 25th September, 2020 at 11.30 a.m. through video conferencing / other audio visual means, submit my report as under:

The notice dated 26th June, 2020, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had provided e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.



The book closure started from 19th September, 2020 and ended on 25th September, 2020. The shareholders of the Company holding shares as on 18th September, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) In the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted and the results were prepared.

I have scrutinized and reviewed the remote e-voting and e-voting done during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting during the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of remote e-voting and e-voting during the AGM in respect of the said resolutions:

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, 2020 and the reports of the Directors' and Auditor's thereon.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
73	22452120	100 %(Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	110	0% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	



NIL

Special Business

Item No. 4- Ordinary Resolution-

To appoint Ms. Alpana Chinai (DIN: 00136144) as an Independent Director of the Company.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
71	22451209	100% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	1021	0% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	

Special Business

Item No. 5- Ordinary Resolution-

To appoint Mr. Archit Jayakar (DIN: 01904013) as an Independent Director of the Company;

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
71	22451209	100% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	1021	0% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	



Special Business

Item No. 6- Ordinary Resolution-

To appoint Mr. Devesh Harishchandra Dadheech (DIN: 01656629) as an Independent Director of the Company;

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
71	22451209	100% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	1021	0% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	

Special Business

Item No. 7- Special Resolution-

To consider making offer(s) of Non-Convertible Debentures aggregating to Rs. 150 crores on private placement basis.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
70	22452060	100% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	169	0% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	



All of the above seven (7) Resolutions mentioned in the Notice of the AGM dated 25th September, 2020 as per the details mentioned above stand "PASSED" under Remote E-voting and voting conducted during the AGM through E-voting with requisite majority and hence deemed to be passed as on the date of AGM.

I hereby confirm that I am maintaining the Register received from CDSL electronically in respect of Remote E-voting conducted before the AGM and E-voting conducted during the AGM. I shall arrange to hand over these records to the Authorized Director(s) of the Company for safe keeping, after the Chairman signs the Minutes.

Thanking You,
Yours Faithfully,



KALA AGARWAL
Practising Company Secretary
COP: 5356

Place: Mumbai
Date: 25/09/2020

