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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 Limited,
Peninsula Corporate Park, Unit 5 ,
Ground Floor, Tower 1, Wing B,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai: 400013.**

Dear Madam,

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 27th Annual General Meeting of Morarjee Textiles Limited held on Thursday, 25th August, 2022 at 02.30 p.m. through video conferencing ('VC') / other audio visual means ('OAVM').

I, Kala Agarwal, Practising 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 on the below mentioned resolutions at the **27th Annual General Meeting** of the Equity Shareholders of Morarjee Textiles Limited, held on **Thursday, 25th August, 2022 at 02.30 p.m.** through video conferencing / other audio visual means, submit my report as under:

The notice dated 19th May, 2022, 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, April 13, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022.

The Company have extended facility of Remote e-voting to the members of the Company through NSDL from Monday, 22nd August, 2022 at 09:00 A.M. and ends on Wednesday, 24th August, 2022 at 05:00 P.M. (IST) and the NSDL e-voting platform was blocked thereafter.

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 August, 2022 and ended on 25th August, 2022. The shareholders of the Company holding shares as on 18th August, 2022 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 NSDL 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 NSDL 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 at the AGM and votes cast therein based on the data downloaded from the NSDL 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 at the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting at 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 at the AGM in respect of the said resolutions:

Ordinary Business:

Item No. 1- Ordinary Resolution-

To receive, consider and adopt

a) the audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 109 | 23946080 | 99.99% (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 |
|-------------------------|------------------------------------|---------------------------------------|
| 3 | 2040 | 0.01%(rounded off) |

(3) Invalid Votes

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

b) the audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the reports of 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 |
| 109 | 23946080 | 99.99% (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 |
| 3 | 2040 | 0.01%(rounded off) |

(3) Invalid Votes

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

Ordinary Business:

Item No. 2- Ordinary Resolution-

To appoint a director in place of Mr. Mahesh S. Gupta (DIN: 00046810), Non-Executive - Non Independent Director, who retires by rotation and being eligible, has offers himself for re-appointment.

(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 |
| 109 | 23946062 | 99.99% (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 |
| 03 | 2058 | 0.01%(rounded off) |

(3) Invalid Votes

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

Ordinary Business:

Item No. 3- Ordinary Resolution-

To re-appoint M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No.103523W/W100048) as Statutory Auditors of the Company and to fix their remuneration.

(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 |
|-------------------------|------------------------------------|---------------------------------------|
| 109 | 23946062 | 99.99% (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 |
|-------------------------|------------------------------------|---------------------------------------|
| 03 | 2058 | 0.01%(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-

Ratification of Remuneration of Cost Auditors.

(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 |
|-------------------------|------------------------------------|---------------------------------------|
| 109 | 23946062 | 99.99% (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 |
|-------------------------|------------------------------------|---------------------------------------|
| 03 | 2058 | 0.01%(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. 5- Special Resolution-

Approval to make offer(s) of Non-Convertible Debentures up to an overall amount of Rs. 250

Core:

(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 |
|-------------------------|------------------------------------|---------------------------------------|
| 109 | 23946062 | 99.99% (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 |
|-------------------------|------------------------------------|---------------------------------------|
| 03 | 2058 | 0.01%(rounded off) |

(3) Invalid Votes

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

All of the above five (5) Resolutions mentioned in the Notice of the AGM dated 25th August, 2022 as per the details mentioned above stand "PASSED" under Remote E-voting and voting conducted at 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 NDSL 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 Chairperson signs the Minutes.

Thanking You,

Yours Faithfully,

Kala

Agarwal

Digitaly signed by Kala Agarwal
DN: c=IN, o=Practising
2.5.4.2=0976D000856793, ou=KALA
7913846, st=Maharashtra,
serialNumber=85347287937646498489200146
=0976D0008567937646498489200146, cn=Kala
Agarwal
Date: 2022.08.26 18:14:06 +05'30'

KALA AGARWAL

Practising Company Secretary

COP: 5356

UDIN: F005976D000856793

Place: Mumbai

Date: August 26, 2022