



Corporate Relations Department
Bombay Stock Exchange 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

18th July, 2014

Declaration of Result - Postal Ballot

The Company had sought approval of the Shareholders of the Company pursuant to the provisions of Section 110 the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions for

1. Borrowing Limit up to 700 Crores;
2. Authority to Board of Directors for Creation of Charge/ Mortgage in respect of aforesaid Borrowings;

Based on the Scrutinizer's Report dated 18th July, 2014 from Mr. Dhruvil M. Shah proprietor of M/s. Dhruvil M Shah & Co., Practicing Company Secretaries, we are pleased to inform the results of the voting conducted through E-Voting/ Postal Ballot for the above mentioned Special Resolutions.

Results of Postal Ballot and e-voting (Summary)

1. For Special Resolution No.1: (Borrowing Limit up to 700 Crores)

Physical Voting

Sr. No.	Particulars	Net valid Postal Ballots	Net valid E-votes	Total % of Valid Votes
1.	Total Postal ballot forms received	268	3,80,593	-
2.	Less-Invalid Postal ballot forms	12	2,902	-
3.	Net valid Postal ballot forms	256	3,77,691	100.00%
4.	Postal ballot forms with assent	239	3,72,360	98.59%
5.	Postal ballot forms with dissent.	17	5,331	1.41%

MORARJEE TEXTILES LTD

2, Peninsula Spenta, Mathuradas Mills,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013 INDIA

Tel : (+91-22) 6615 4651
(+91-22) 6615 4652
(+91-22) 6615 4653

Fax : (+91-22) 6615 4607
(+91-22) 6615 4608
www.morarjeetextiles.com
CIN No: L52322MH1995PLC090643

E-Voting

S. No.	Particulars	No. of Shares Held	No. of Shares	% of Assent/Dissent
1.	Total E-voting received	15	2,38,19,560	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	15	2,38,19,560	100.00%
4.	E-voting with assent	15	2,38,19,560	100.00%
5.	E-voting with dissent.	0	0	-

2. For Special Resolution No.2: (Authority to Board of Directors for Creation of Charge/ Mortgage in respect of aforesaid Borrowings)

Physical Voting

S. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of Assent/Dissent
1.	Total Postal ballot forms received	268	3,80,593	-
2.	Less-Invalid Postal ballot forms	12	2,902	-
3.	Net valid Postal ballot forms	256	3,77,691	100.00%
4.	Postal ballot forms with assent	240	3,72,535	98.63%
5.	Postal ballot forms with dissent.	16	5,156	1.37%

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3.	Net valid E-voting	15	2,38,19,560	100.00%
4.	E-voting with assent	15	2,38,19,560	100.00%
5.	E-voting with dissent.	0	0	

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The Company announced the above Special Resolutions as passed with overwhelming majority on 18th July, 2014 based on the report submitted by the Scrutinizer.

Copy of the Scrutinizer is enclosed herewith for your ready reference.

Request you to take the above on record

**Yours faithfully,
Morarjee Textiles Limited**

**R. K. Rewari
CEO and Executive Director**

Encl: A/a

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Date : 18th July, 2014

SCRUTINIZER'S REPORT

To,
Chairperson
MORARJEE TEXTILES LIMITED.
Peninsula Spenta, Mathuradas Mills Compound,
Senapati Bapat Marg, Lower Parel
Mumbai- 400 013

1. I, Dhrumil Mahendra Shah, of M/s. Dhrumil M Shah & Co., Practicing Company Secretaries, Mumbai have been appointed by the Committee of Directors (Postal Ballot - 2014) of **MORARJEE TEXTILES LIMITED** at its meeting held on 11th June, 2014 as a scrutinizer for conducting Postal Ballot voting process and I have given my consent to act as a scrutinizer vide letter dated 11th June, 2014 for passing of the following Special Resolution by Postal Ballot:

SPECIAL RESOLUTION NO.1:

BORROWING LIMITS UP TO 700 CRORES

"RESOLVED THAT in supersession of resolution passed at the Extra- ordinary General Meeting of the Company held on 17th June, 2004 on the matter and pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 (" Old Act") and other applicable provisions, if any, of the old Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company under the provisions of Section 180 (1) (C), 180 (2) and other applicable provisions and rules, if any of the Companies Act, 2013, any amendments/ enactments/ re-enactments thereof, to borrow any sum, or sums of monies and/or to receive/avail of financial assistance or to undertake financial obligation in any form, from time to time from anyone or more of the financial institutions Bankers, Funds and /or from anyone or more other persons, firms, bodies corporates, mutual funds or entities whether by way of loans, cash credit, advances, or deposits, or bills discounting, issue of debentures, bonds, financial arrangement or obligations or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether immovable or movable or stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work in progress, investments, notwithstanding that the monies to be borrowed together



with the monies already borrowed by the company will or may exceed the aggregate of the paid up Share Capital of the Company and its Free Reserves, that is to say reserves not set apart for any specific purpose so that the total amount upto which the monies may be borrowed by the Board and outstanding at any time (apart from temporary loans obtained from Company's Bankers in the ordinary course of business), shall not exceed the by more than Rs.700 Crores (Rupees Seven Hundred Crores only) over and above the aggregate of the paid up Share Capital and Free Reserves of the company for the time being, exclusive of interest and other charges and for securing such borrowing/facilities the Board be and is hereby further authorized to execute such Debenture Trust Deeds or Mortgage, Charge, Hypothecation, Lien, Promissory Notes, Deposits and other deeds and Instruments or writings containing such conditions and covenants as the Board may think fit with powers to vary and / or alter the terms and conditions of security created / to be created.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps, including delegation of authority as may be necessary and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution".

SPECIAL RESOLUTION NO.2:

CREATION OF CHARGE ON COMPANY'S PROPERTIES.

"RESOLVED THAT in supersession of resolution passed at the Extra- ordinary General Meeting of the Company held on 17th June, 2004 on the matter and pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956 (" Old Act") and other applicable provisions, if any, of the old Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company under the provisions of Section 180 (1) (a) and other applicable provisions and rules, any amendments/ enactments/ re-enactments thereof of the Companies Act, 2013, to sell, lease or otherwise dispose of whole or substantially the whole of undertaking of the company or to create mortgages/charges, hypothecations and pledges on all or any of the immovable and movable properties and assets, both present and future exclusively or ranking *pari-passu* with or second or subservient or subordinate to the mortgages/charges already created or to be created in future by the Company for securing any loans and/or advances or guarantees and/or any financial assistance or obligations obtained / undertaken or that may be obtained / undertaken by the Company or any other Body Corporate, from financial institutions, insurance companies, banks or credit agencies, incorporated or constituted in India or abroad, machinery suppliers and/or other persons or institutions providing finance for purchase of assets or for making investments or



for working capital or for purchase of assets or for making investments or for working capital or for purchase of specific items of machinery and equipments under any deferred payment scheme or bills rediscounting scheme or in favour of trustees for debenture holders / bondholders appointed or that may be appointed hereafter as securities for debentures/bonds issued or that may be issued by the Company, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount at any time so secured (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed by more than Rs 700 (Rupees Seven Hundred Crores only) over and above the aggregate of the paid up Share Capital and Free Reserves of the company being the amounts consented by the Company, by Resolution passed pursuant to Section 180(1) (c) of the Companies Act, 2013, or upto the higher amount/s as may be so consented by the Company from time to time in future, together with interest thereon, and further interest, if any, costs, charges, expenses, remuneration and other monies payable to the lenders/trustees and all other monies payable by the Company AND THAT the mortgages/charges created by the Company so far be and they are hereby approved, confirmed and ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps, including delegation of authority as may be necessary and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary and / or the terms and conditions of the security created / to be created as aforesaid in consultation with the Trustees and other Charge holders as they may deem fit."

2. I submit my report as under :

- i. The Company has completed on 16th June, 2014 the dispatch of Postal - Ballot forms along with postage pre- paid business reply envelope to its Members whose name appear on the Register of Members/ list of Beneficiaries as on date 06th June, 2014.
- ii. Particulars of all the Postal Ballot forms received from the Members have been entered in the register separately maintained for the purpose.
- iii. The Postal Ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of postal ballot forms.
- iv. The Postal ballot forms were duly opened in my presence and scrutinized and the Shareholding was confirmed with the Register of Members of the Company as on 06th June, 2014



- v. Postal Ballot forms received up to the close of working Hours on 17th July, 2014 the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
 - vi. Envelopes containing Postal- ballot forms received after close of working hour on 17th July, 2014 were not considered for my scrutiny.
 - vii. I did not find any defaced or mutilated ballot paper.
3. A summary of Postal- Ballot forms/E-voting are given below:

1. For Special Resolution No.1:

Physical Voting

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4.	E-voting with assent	15	2,38,19,560	100.00%
5.	E-voting with dissent.	0	0	-

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2. For Special Resolution No.2:

Physical Voting

Sr.No.	Particular's	No. of Postal Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Postal ballot forms received	268	3,80,593	-
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3.	Net valid E-voting	15	2,38,19,560	100.00%
4.	E-voting with assent	15	2,38,19,560	100.00%
5.	E-voting with dissent.	0	0	

4. In view of the above scrutiny, I hereby certify that the Special Resolutions as set out in the Postal ballot Notice has been passed with requisite majority.
5. I will hand over the Postal Ballot Forms and other relevant papers / register and records for safe custody of Mr. R. K. Rewari- CEO and Executive Director, who is authorized by Postal Ballot Committee to supervise the Postal Ballot Process.
6. You may accordingly declare the result of the Voting by Postal Ballot.

PLACE: MUMBAI
DATE: 18th July, 2014



FOR DHRUMIL M. SHAH & CO.

[Signature]
Dhrumil M Shah
COMPANY SECRETARY