



Corporate Relations Department  
Bombay Stock Exchange Limited,  
1<sup>st</sup> 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, 5<sup>th</sup> Floor  
Plot No C/1, G Block  
Bandra-Kurla Complex  
Bandra (E), Mumbai 400 051

29<sup>th</sup> September, 2014

Dear Sir,

**Sub: Disclosure of the Voting Rights at the 19<sup>th</sup> Annual General Meeting ("AGM") of Morarjee Textiles Limited : Clause 31(d) read with Clause 35A of the Equity Listing Agreement**

In connection to our earlier correspondence of today morning, please find enclosed herewith the detailed report as prescribed under Clause 35A of the Equity Listing Agreement.

Further the Scrutinizers Report on the combined voting results (E-Voting and Poll) is also attached herewith.

Thanking you.

Yours faithfully,  
For Morarjee Textiles Limited

Karina Vaz  
Dy. Company Secretary  
Encl :- A/a



### Details of Voting Results:

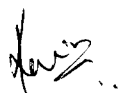
|                                                                               |                                  |
|-------------------------------------------------------------------------------|----------------------------------|
| Date of the AGM                                                               | 29 <sup>th</sup> September, 2014 |
| Total no. of Shareholders as on Book Closure Date                             | 17801                            |
| No. of shareholders present in the meeting either in person or through proxy: | 73                               |
| Promoter and Promoter Group:                                                  | 2                                |
| Public:                                                                       | 71                               |
| No. of shareholders attended the meeting through Video Conferencing           | Not Applicable                   |
| Promoter and Promoter Group:                                                  |                                  |
| Public:                                                                       |                                  |

### Details of the Agenda:

**Resolution No. 1-** To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon

**Resolution required: Ordinary**  
**Mode of voting: Poll & E-Voting**

| Promoter/Public                          | No. of Shares Held (1) | No of votes polled (2) | % of votes polled on outstanding shares: $3=(2/1)*100$ | No of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled $6=(4/2)*100$ | % of votes against on votes polled $7=(5/2)*100$ |
|------------------------------------------|------------------------|------------------------|--------------------------------------------------------|---------------------------|-------------------------|----------------------------------------------------|--------------------------------------------------|
| <b>Mode of voting: E-voting and Poll</b> |                        |                        |                                                        |                           |                         |                                                    |                                                  |
| Promoter and Promoter Group              | 23201238               | 23201238               | 100%                                                   | 23201238                  | -                       | 100 %                                              | -                                                |
| Public Financial holders                 | 1644972                | 1644972                | 100%                                                   | 1644972                   | -                       | 100%                                               | -                                                |
| Public-others                            | 680379                 | 680378                 | 99.99%                                                 | 676335                    | 4043                    | 99.41%                                             | 0.59%                                            |
| <b>Total</b>                             | <b>25526589</b>        | <b>25526588</b>        | <b>99.99</b>                                           | <b>25522545</b>           | <b>4043</b>             | <b>99.98%</b>                                      | <b>0.02%</b>                                     |




### MORARJEE TEXTILES LTD

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

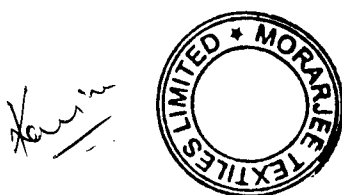
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Fax : (+91-22) 6615 4607  
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**Resolution No. 2- To declare dividend on preference and equity shares of the Company.**

**Resolution required: Ordinary**  
**Mode of voting: Poll & E-Voting**

| Promoter/Public                          | No. of Shares Held (1) | No of votes polled (2) | % of votes polled on outstanding shares: $3=(2/1)*100$ | No of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled $6=(4/2)*100$ | % of votes against on votes polled $7=(5/2)*100$ |
|------------------------------------------|------------------------|------------------------|--------------------------------------------------------|---------------------------|-------------------------|----------------------------------------------------|--------------------------------------------------|
| <b>Mode of voting: E-voting and Poll</b> |                        |                        |                                                        |                           |                         |                                                    |                                                  |
| Promoter and Promoter Group              | 23201238               | 23201238               | 100%                                                   | 23201238                  | -                       | 100 %                                              | -                                                |
| Public Financial holders                 | 1644972                | 1644972                | 100%                                                   | 1644972                   | -                       | 100%                                               | -                                                |
| Public-others                            | 679669                 | 679668                 | 99.99%                                                 | 676335                    | 3333                    | 99.51%                                             | 0.49%                                            |
| <b>Total</b>                             | <b>25525879</b>        | <b>25525878</b>        | <b>99.99</b>                                           | <b>25522545</b>           | <b>3333</b>             | <b>99.98%</b>                                      | <b>0.02%</b>                                     |



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**Resolution No. 3- Re-appointment of Mr. Mahesh S. Gupta as a Director, who retires by rotation and being eligible, offers himself for re-appointment.**

**Resolution required: Ordinary**  
**Mode of voting: Poll & E-Voting**

| Promoter/Public                          | No. of Shares Held (1) | No of votes polled (2) | % of votes polled on outstanding shares: $3=(2/1)*100$ | No of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled $6=(4/2)*100$ | % of votes against on votes polled $7=(5/2)*100$ |
|------------------------------------------|------------------------|------------------------|--------------------------------------------------------|---------------------------|-------------------------|----------------------------------------------------|--------------------------------------------------|
| <b>Mode of voting: E-voting and Poll</b> |                        |                        |                                                        |                           |                         |                                                    |                                                  |
| Promoter and Promoter Group              | 23201238               | 23201238               | 100%                                                   | 23201238                  | -                       | 100 %                                              | -                                                |
| Public Financial holders                 | 1644972                | 1644972                | 100%                                                   | 1644972                   | -                       | 100%                                               | -                                                |
| Public-others                            | 680379                 | 680378                 | 99.99%                                                 | 676335                    | 4043                    | 99.41%                                             | 0.59%                                            |
| <b>Total</b>                             | <b>25526589</b>        | <b>25526588</b>        | <b>99.99</b>                                           | <b>25522545</b>           | <b>4043</b>             | <b>99.98%</b>                                      | <b>0.02%</b>                                     |

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# Resolution No. 4- To Reappoint the Statutory Auditors of the Company.

**Resolution required: Ordinary**

**Mode of voting: Poll & E-Voting**

| Promoter/Public                          | No. of Shares Held (1) | No of votes polled (2) | % of votes polled on outstanding shares: $3=(2/1)*100$ | No of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled $6=(4/2)*100$ | % of votes against on votes polled $7=(5/2)*100$ |
|------------------------------------------|------------------------|------------------------|--------------------------------------------------------|---------------------------|-------------------------|----------------------------------------------------|--------------------------------------------------|
| <b>Mode of voting: E-voting and Poll</b> |                        |                        |                                                        |                           |                         |                                                    |                                                  |
| Promoter and Promoter Group              | 23201238               | 23201238               | 100%                                                   | 23201238                  | -                       | 100 %                                              | -                                                |
| Public Financial holders                 | 1644972                | 1644972                | 100%                                                   | 1644972                   | -                       | 100%                                               | -                                                |
| Public-others                            | 680379                 | 680378                 | 99.99%                                                 | 676335                    | 4043                    | 99.41%                                             | 0.59%                                            |
| <b>Total</b>                             | <b>25526589</b>        | <b>25526588</b>        | <b>99.99</b>                                           | <b>25522545</b>           | <b>4043</b>             | <b>99.98%</b>                                      | <b>0.02%</b>                                     |

*Kavir*



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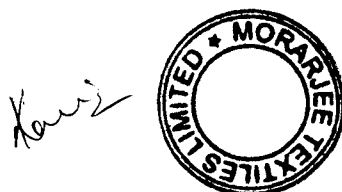
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**Resolution No. 5- Appointment of Mr. Ranjan Pant as Independent Director of the Company for consecutive period of 5 Years.**

**Resolution required: Ordinary**

**Mode of voting: Poll & E-Voting**

| Promoter/Public                          | No. of Shares Held (1) | No of votes polled (2) | % of votes polled on outstanding shares: $3=(2/1)*100$ | No of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled $6=(4/2)*100$ | % of votes against on votes polled $7=(5/2)*100$ |
|------------------------------------------|------------------------|------------------------|--------------------------------------------------------|---------------------------|-------------------------|----------------------------------------------------|--------------------------------------------------|
| <b>Mode of voting: E-voting and Poll</b> |                        |                        |                                                        |                           |                         |                                                    |                                                  |
| Promoter and Promoter Group              | 23201238               | 23201238               | 100%                                                   | 23201238                  | -                       | 100 %                                              | -                                                |
| Public Financial holders                 | 1644972                | 1644972                | 100%                                                   | 1644972                   | -                       | 100%                                               | -                                                |
| Public-others                            | 680379                 | 680378                 | 99.99%                                                 | 676335                    | 4043                    | 99.41%                                             | 0.59%                                            |
| <b>Total</b>                             | <b>25526589</b>        | <b>25526588</b>        | <b>99.99</b>                                           | <b>25522545</b>           | <b>4043</b>             | <b>99.98%</b>                                      | <b>0.02%</b>                                     |



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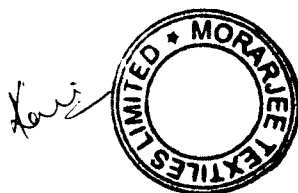
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**Resolution No. 6- Appointment of Mr. Aditya Mangaldas as Independent Director of the Company for consecutive period of 5 Years**

**Resolution required: Ordinary**  
**Mode of voting: Poll & E-Voting**

| Promoter/Public                          | No. of Shares Held (1) | No of votes polled (2) | % of votes polled on outstanding shares: $3=(2/1)*100$ | No of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled $6=(4/2)*100$ | % of votes against on votes polled $7=(5/2)*100$ |
|------------------------------------------|------------------------|------------------------|--------------------------------------------------------|---------------------------|-------------------------|----------------------------------------------------|--------------------------------------------------|
| <b>Mode of voting: E-voting and Poll</b> |                        |                        |                                                        |                           |                         |                                                    |                                                  |
| Promoter and Promoter Group              | 23201238               | 23201238               | 100%                                                   | 23201238                  | -                       | 100 %                                              | -                                                |
| Public Financial holders                 | 1644972                | 1644972                | 100%                                                   | 1644972                   | -                       | 100%                                               | -                                                |
| Public-others                            | 680379                 | 680378                 | 99.99%                                                 | 676335                    | 4043                    | 99.41%                                             | 0.59%                                            |
| <b>Total</b>                             | <b>25526589</b>        | <b>25526588</b>        | <b>99.99</b>                                           | <b>25522545</b>           | <b>4043</b>             | <b>99.98%</b>                                      | <b>0.02%</b>                                     |



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**Resolution No. 7- Appointment of Mr. Shobhan Thakore as Independent Director of the Company for consecutive period of 5 Years**

**Resolution required: Ordinary**  
**Mode of voting: Poll & E-Voting**

| Promoter/Public                          | No. of Shares Held (1) | No of votes polled (2) | % of votes polled on outstanding shares: $3=(2/1)*100$ | No of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled $6=(4/2)*100$ | % of votes against on votes polled $7=(5/2)*100$ |
|------------------------------------------|------------------------|------------------------|--------------------------------------------------------|---------------------------|-------------------------|----------------------------------------------------|--------------------------------------------------|
| <b>Mode of voting: E-voting and Poll</b> |                        |                        |                                                        |                           |                         |                                                    |                                                  |
| Promoter and Promoter Group              | 23201238               | 23201238               | 100%                                                   | 23201238                  | -                       | 100 %                                              | -                                                |
| Public Financial holders                 | 1644972                | 1644972                | 100%                                                   | 1644972                   | -                       | 100%                                               | -                                                |
| Public-others                            | 680379                 | 680378                 | 99.99%                                                 | 676335                    | 4043                    | 99.41%                                             | 0.59%                                            |
| <b>Total</b>                             | <b>25526589</b>        | <b>25526588</b>        | <b>99.99</b>                                           | <b>25522545</b>           | <b>4043</b>             | <b>99.98%</b>                                      | <b>0.02%</b>                                     |

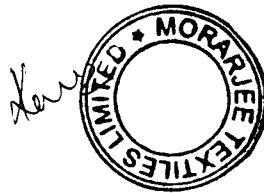
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**Resolution No. 8- Appointment of Mr. Ranjan Sanghi as Independent Director of the Company for consecutive period of 5 Years**

**Resolution required: Ordinary**  
**Mode of voting: Poll & E-Voting**

| Promoter/Public                          | No. of Shares Held (1) | No of votes polled (2) | % of votes polled on outstanding shares: $3=(2/1)*100$ | No of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled $6=(4/2)*100$ | % of votes against on votes polled $7=(5/2)*100$ |
|------------------------------------------|------------------------|------------------------|--------------------------------------------------------|---------------------------|-------------------------|----------------------------------------------------|--------------------------------------------------|
| <b>Mode of voting: E-voting and Poll</b> |                        |                        |                                                        |                           |                         |                                                    |                                                  |
| Promoter and Promoter Group              | 23201238               | 23201238               | 100%                                                   | 23201238                  | -                       | 100 %                                              | -                                                |
| Public Financial holders                 | 1644972                | 1644972                | 100%                                                   | 1644972                   | -                       | 100%                                               | -                                                |
| Public-others                            | 680379                 | 680378                 | 99.99%                                                 | 676335                    | 4043                    | 99.41%                                             | 0.59%                                            |
| <b>Total</b>                             | <b>25526589</b>        | <b>25526588</b>        | <b>99.99</b>                                           | <b>25522545</b>           | <b>4043</b>             | <b>99.98%</b>                                      | <b>0.02%</b>                                     |



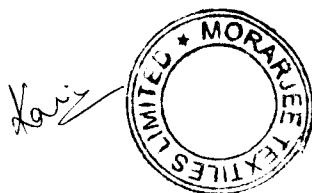


**Resolution No. 9- Termination of “Morarjee Textiles Limited – Stock Option Plan 2006”.**

**Resolution required: Special**

**Mode of voting: Poll & E-Voting**

| Promoter/Public                          | No. of Shares Held (1) | No of votes polled (2) | % of votes polled on outstanding shares: $3=(2/1)*100$ | No of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled $6=(4/2)*100$ | % of votes against on votes polled $7=(5/2)*100$ |
|------------------------------------------|------------------------|------------------------|--------------------------------------------------------|---------------------------|-------------------------|----------------------------------------------------|--------------------------------------------------|
| <b>Mode of voting: E-voting and Poll</b> |                        |                        |                                                        |                           |                         |                                                    |                                                  |
| Promoter and Promoter Group              | 23201238               | 23201238               | 100%                                                   | 23201238                  | -                       | 100 %                                              | -                                                |
| Public Financial holders                 | 1644972                | 1644972                | 100%                                                   | 1644972                   | -                       | 100%                                               | -                                                |
| Public-others                            | 680379                 | 680378                 | 99.99%                                                 | 676335                    | 4043                    | 99.41%                                             | 0.59%                                            |
| <b>Total</b>                             | <b>25526589</b>        | <b>25526588</b>        | <b>99.99</b>                                           | <b>25522545</b>           | <b>4043</b>             | <b>99.98%</b>                                      | <b>0.02%</b>                                     |



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**Resolution No. 10- Approval of Cost Auditor Remuneration.**

**Resolution required: Ordinary**

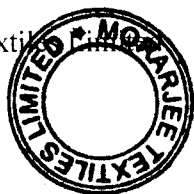
**Mode of voting: Poll & E-Voting**

| Promoter/Public                          | No. of<br>Shares<br>Held<br>(1) | No of<br>votes<br>polled<br>(2) | % of votes<br>polled on<br>outstandin<br>g shares:<br>$3=(2/1)*100$ | No of votes<br>in favour<br>(4) | No of<br>votes<br>against<br>(5) | % of votes<br>in favour<br>on votes<br>polled<br>$6=(4/2)*100$ | % of<br>votes<br>against<br>on<br>votes<br>polled<br>$7=(5/2)*100$ |
|------------------------------------------|---------------------------------|---------------------------------|---------------------------------------------------------------------|---------------------------------|----------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------|
| <b>Mode of voting: E-voting and Poll</b> |                                 |                                 |                                                                     |                                 |                                  |                                                                |                                                                    |
| Promoter and Promoter Group              | 23201238                        | 23201238                        | 100%                                                                | 23201238                        | -                                | 100 %                                                          | -                                                                  |
| Public Financial holders                 | 1644972                         | 1644972                         | 100%                                                                | 1644972                         | -                                | 100%                                                           | -                                                                  |
| Public-others                            | 680379                          | 680378                          | 99.99%                                                              | 676335                          | 4043                             | 99.41%                                                         | 0.59%                                                              |
| <b>Total</b>                             | <b>25526589</b>                 | <b>25526588</b>                 | <b>99.99</b>                                                        | <b>25522545</b>                 | <b>4043</b>                      | <b>99.98%</b>                                                  | <b>0.02%</b>                                                       |

Thanking you.

Yours faithfully,  
For Morarjee Textiles

Karina Vaz  
Dy. Company Secretary



**FORM No. MGT-13**

**COMBINED 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**

19<sup>th</sup> Annual General Meeting of Morarjee Textiles Limited

Held on Monday, the 29<sup>th</sup> September, 2014 at

M. C. Ghia Hall, 4th Floor, Bhogilal

Hargovindas Building, 18/20, K. Dubash Marg, Kala

Goda, Mumbai-400 001

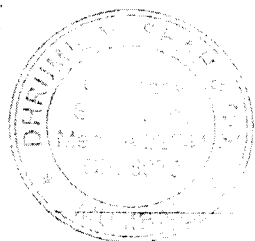
Dear Sir,

We, Dhrumil Shah (e-voting scrutinizer) & Kala Agarwal (poll scrutinizer), Practicing Company Secretaries, have been appointed as Scrutinizers by the Board of Directors of Morarjee Textiles Limited, ("the Company") for the purpose of e-voting and poll taken on the below mentioned resolutions at the Annual General Meeting of Morarjee Textiles Limited, held on Monday, the 29<sup>th</sup> September, 2014 at 11.00 am. At M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Goda, Mumbai-400 001

The Company have extended facility of e-voting to the members of the Company through CDSL from Tuesday, 23<sup>rd</sup> September, 2014 at 10.00 a.m to Wednesday, 24<sup>th</sup> September, 2014 at 6.00 p.m.

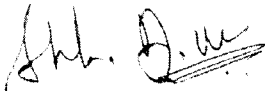
Further, on 29<sup>th</sup> September, 2014, at the 19<sup>th</sup> AGM, polling papers were distributed to the members present in person or by proxy to enable the members to vote who could not do e-voting. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and authorizations / proxies lodged with the company.

The results of the e-voting/poll are as under:

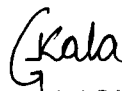


1. A Compact Disc (CD) containing the list of Equity Share holders who voted "For" and "Against" for each resolution is handed over to the Company Secretary authorized by the Board.
2. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

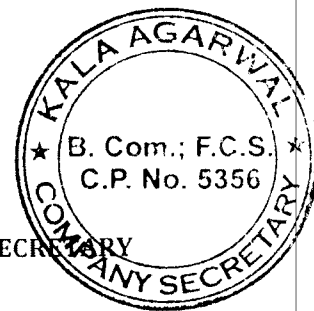
FOR DHRUMIL M. SHAH & CO



DHRUMIL SHAH  
COMPANY SECRETARY



KALA AGARWAL  
PRACTISING COMPANY SECRETARY



Place: Mumbai

Date: 29<sup>th</sup> September, 2014



**Item No. 1- Ordinary Resolution-**

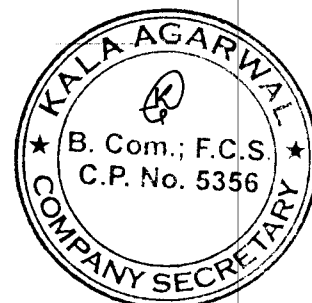
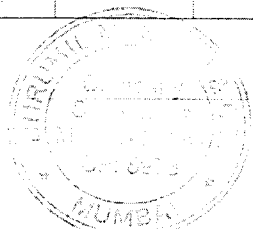
*To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.*

| Particulars         | Number of Voters | Evoting       |              | Number of Poll Papers | Voting By Poll |              | Total Voting  |              |
|---------------------|------------------|---------------|--------------|-----------------------|----------------|--------------|---------------|--------------|
|                     |                  | No. of Shares | Percentage % |                       | No. of Shares  | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 18               | 25471444      | -            | 56                    | 55145          | -            | 25526589      | -            |
| Less- Invalid votes | 0                | 0             | -            | 1                     | 1              | -            | 1             | -            |
| Net Valid Votes     | 18               | 25471444      | 100.00%      | 55                    | 55144          | 100.00%      | 25526588      | 100.00%      |
| Voting with Assent  | 15               | 25467401      | 99.98%       | 55                    | 55144          | 100.00%      | 25522545      | 99.98%       |
| Voting with Dissent | 3                | 4043          | 00.02%       | 0                     | 0              | 00.00%       | 4043          | 00.02%       |

**Item No. 2- Ordinary Resolution-**

*To declare dividend on preference and equity shares of the Company.*

| Particulars         | Number of Voters | Evoting       |              | Number of Poll Papers | Voting By Poll |              | Total Voting  |              |
|---------------------|------------------|---------------|--------------|-----------------------|----------------|--------------|---------------|--------------|
|                     |                  | No. of Shares | Percentage % |                       | No. of Shares  | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 16               | 25470734      | -            | 56                    | 55145          | -            | 25525879      | -            |
| Less- Invalid votes | 0                | 0             | -            | 1                     | 1              | -            | 1             | -            |
| Net Valid Votes     | 16               | 25470734      | 100.00%      | 55                    | 55144          | 100.00%      | 25525878      | 100.00%      |
| Voting with Assent  | 15               | 25467401      | 99.98%       | 55                    | 55144          | 100.00%      | 25522545      | 99.98%       |
| Voting with Dissent | 1                | 3333          | 00.02%       | 0                     | 0              | 00.00%       | 3333          | 00.02%       |



**Item No. 3- Ordinary Resolution-**

*To appoint a Director in place of Mr. Mahesh S. Gupta (DIN:00046810), who retires by rotation and is eligible for re-appointment.*

| Particulars         | Number of Voters | Evoting       |              | Number of Poll Papers | Voting By Poll |              | Total Voting  |              |
|---------------------|------------------|---------------|--------------|-----------------------|----------------|--------------|---------------|--------------|
|                     |                  | No. of Shares | Percentage % |                       | No. of Shares  | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 18               | 25471444      | -            | 56                    | 55145          | -            | 25526589      | -            |
| Less- Invalid votes | 0                | 0             | -            | 1                     | 1              | -            | 1             | -            |
| Net Valid Votes     | 18               | 25471444      | 100.00%      | 55                    | 55144          | 100.00%      | 25526588      | 100.00%      |
| Voting with Assent  | 15               | 25467401      | 99.98%       | 55                    | 55144          | 100.00%      | 25522545      | 99.98%       |
| Voting with Dissent | 3                | 4043          | 00.02%       | 0                     | 0              | 00.00%       | 4043          | 00.02%       |

**Item No. 4- Ordinary Resolution-**

*Re-appointment of M/s. Shah & Co., Chartered Accountants (ICAI Registration No. 109430W) the retiring auditors, as Statutory Auditors.*

| Particulars         | Number of Voters | Evoting       |              | Number of Poll Papers | Voting By Poll |              | Total Voting  |              |
|---------------------|------------------|---------------|--------------|-----------------------|----------------|--------------|---------------|--------------|
|                     |                  | No. of Shares | Percentage % |                       | No. of Shares  | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 18               | 25471444      | -            | 56                    | 55145          | -            | 25526589      | -            |
| Less- Invalid votes | 0                | 0             | -            | 1                     | 1              | -            | 1             | -            |
| Net Valid Votes     | 18               | 25471444      | 100.00%      | 55                    | 55144          | 100.00%      | 25526588      | 100.00%      |
| Voting with Assent  | 15               | 25467401      | 99.98%       | 55                    | 55144          | 100.00%      | 25522545      | 99.98%       |
| Voting with Dissent | 3                | 4043          | 00.02%       | 0                     | 0              | 00.00%       | 4043          | 00.02%       |



**Item No. 5- Ordinary Resolution-**

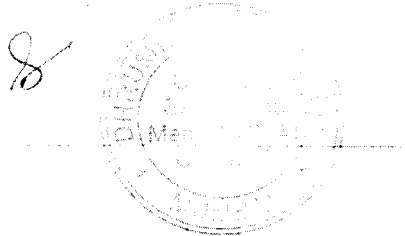
*To appoint Mr. Ranjan Pant (DIN:00005410) as an Additional Director and Independent Director of the Company.*

| Particulars         | Number of Voters | Evoting       |              | Number of Poll Papers | Voting By Poll |              | Total Voting  |              |
|---------------------|------------------|---------------|--------------|-----------------------|----------------|--------------|---------------|--------------|
|                     |                  | No. of Shares | Percentage % |                       | No. of Shares  | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 18               | 25471444      | -            | 56                    | 55145          | -            | 25526589      | -            |
| Less- Invalid votes | 0                | 0             | -            | 1                     | 1              | -            | 1             | -            |
| Net Valid Votes     | 18               | 25471444      | 100.00%      | 55                    | 55144          | 100.00%      | 25526588      | 100.00%      |
| Voting with Assent  | 15               | 25467401      | 99.98%       | 55                    | 55144          | 100.00%      | 25522545      | 99.98%       |
| Voting with Dissent | 3                | 4043          | 00.02%       | 0                     | 0              | 00.00%       | 4043          | 00.02%       |

**Item No. 6- Ordinary Resolution-**

*To appoint Mr. Aditya Mangaldas (DIN: 00032233) as an Independent Director of the Company.*

| Particulars         | Number of Voters | Evoting       |              | Number of Poll Papers | Voting By Poll |              | Total Voting  |              |
|---------------------|------------------|---------------|--------------|-----------------------|----------------|--------------|---------------|--------------|
|                     |                  | No. of Shares | Percentage % |                       | No. of Shares  | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 18               | 25471444      | -            | 56                    | 55145          | -            | 25526589      | -            |
| Less- Invalid votes | 0                | 0             | -            | 1                     | 1              | -            | 1             | -            |
| Net Valid Votes     | 18               | 25471444      | 100.00%      | 55                    | 55144          | 100.00%      | 25526588      | 100.00%      |
| Voting with Assent  | 15               | 25467401      | 99.98%       | 55                    | 55144          | 100.00%      | 25522545      | 99.98%       |
| Voting with Dissent | 3                | 4043          | 00.02%       | 0                     | 0              | 00.00%       | 4043          | 00.02%       |



**Item No. 7- Ordinary Resolution-**

*To appoint Mr. Shobhan Thakore (DIN: 00031788) as an Independent Director of the Company.*

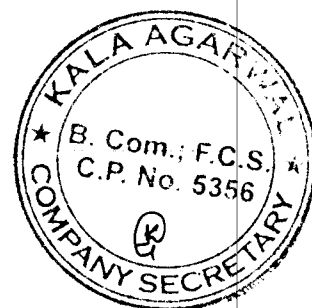
| Particulars         | Number of Voters | Evoting       |              | Number of Poll Papers | Voting By Poll |              | Total Voting  |              |
|---------------------|------------------|---------------|--------------|-----------------------|----------------|--------------|---------------|--------------|
|                     |                  | No. of Shares | Percentage % |                       | No. of Shares  | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 18               | 25471444      | -            | 56                    | 55145          | -            | 25526589      | -            |
| Less- Invalid votes | 0                | 0             | -            | 1                     | 1              | -            | 1             | -            |
| Net Valid Votes     | 18               | 25471444      | 100.00%      | 55                    | 55144          | 100.00%      | 25526588      | 100.00%      |
| Voting with Assent  | 15               | 25467401      | 99.98%       | 55                    | 55144          | 100.00%      | 25522545      | 99.98%       |
| Voting with Dissent | 3                | 4043          | 00.02%       | 0                     | 0              | 00.00%       | 4043          | 00.02%       |

**Item No. 8- Ordinary Resolution-**

*To appoint Mr. RanjanSanghi (DIN: 00275842) as an Independent Director of the Company.*

| Particulars         | Number of Voters | Evoting       |              | Number of Poll Papers | Voting By Poll |              | Total Voting  |              |
|---------------------|------------------|---------------|--------------|-----------------------|----------------|--------------|---------------|--------------|
|                     |                  | No. of Shares | Percentage % |                       | No. of Shares  | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 18               | 25471444      | -            | 56                    | 55145          | -            | 25526589      | -            |
| Less- Invalid votes | 0                | 0             | -            | 1                     | 1              | -            | 1             | -            |
| Net Valid Votes     | 18               | 25471444      | 100.00%      | 55                    | 55144          | 100.00%      | 25526588      | 100.00%      |
| Voting with Assent  | 15               | 25467401      | 99.98%       | 55                    | 55144          | 100.00%      | 25522545      | 99.98%       |
| Voting with Dissent | 3                | 4043          | 00.02%       | 0                     | 0              | 00.00%       | 4043          | 00.02%       |

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**Item No. 9- Special Resolution-**

To terminate/cancel/rescind the "Morarjee Textiles Limited (ESOP Plan-2006)", which was approved by the shareholders on 14<sup>th</sup> June, 2006;

| Particulars         | Number of Voters | Evoting       |              | Number of Poll Papers | Voting By Poll |              | Total Voting  |              |
|---------------------|------------------|---------------|--------------|-----------------------|----------------|--------------|---------------|--------------|
|                     |                  | No. of Shares | Percentage % |                       | No. of Shares  | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 18               | 25471444      | -            | 56                    | 55145          | -            | 25526589      | -            |
| Less- Invalid votes | 0                | 0             | -            | 1                     | 1              | -            | 1             | -            |
| Net Valid Votes     | 18               | 25471444      | 100.00%      | 55                    | 55144          | 100.00%      | 25526588      | 100.00%      |
| Voting with Assent  | 15               | 25467401      | 99.98%       | 55                    | 55144          | 100.00%      | 25522545      | 99.98%       |
| Voting with Dissent | 3                | 4043          | 00.02%       | 0                     | 0              | 00.00%       | 4043          | 00.02%       |

**Item No. 10- Ordinary Resolution-**

To ratify remuneration payable to M/s. Pathak Paliwal & Co., Cost Accountants who are appointed as Cost Auditors of the Company.

| Particulars         | Number of Voters | Evoting       |              | Number of Poll Papers | Voting By Poll |              | Total Voting  |              |
|---------------------|------------------|---------------|--------------|-----------------------|----------------|--------------|---------------|--------------|
|                     |                  | No. of Shares | Percentage % |                       | No. of Shares  | Percentage % | No. of Shares | Percentage % |
| Total Vote received | 18               | 25471444      | -            | 56                    | 55145          | -            | 25526589      | -            |
| Less- Invalid votes | 0                | 0             | -            | 1                     | 1              | -            | 1             | -            |
| Net Valid Votes     | 18               | 25471444      | 100.00%      | 55                    | 55144          | 100.00%      | 25526588      | 100.00%      |
| Voting with Assent  | 15               | 25467401      | 99.98%       | 55                    | 55144          | 100.00%      | 25522545      | 99.98%       |
| Voting with Dissent | 3                | 4043          | 00.02%       | 0                     | 0              | 00.00%       | 4043          | 00.02%       |

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