

DEEPA GUPTA
Company Secretary

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G/EGM-TEXPROCIL-2021

4th March, 2021

The Chairman
The Cotton Textiles Export Promotion Council
Mumbai.

Dear Sir,

Sub.: Scrutinizer's Report on E-voting on Special Resolution passed at the Extra Ordinary General Meeting of the Council held on 4th March, 2021 over Video Conferencing (VC)

The votes cast on the Special Resolution at the Extra Ordinary General Meeting of the Council held on 4th March, 2021 through e-voting, were scrutinized.

20 valid votes were received before and during the EGM which were verified.

Accordingly, the consolidated results of the voting on the resolutions to be considered passed at the Annual General Meeting of the Council are as under:

Sr. No.	Ordinary Resolutions	No. of Votes cast through e-voting		Total Votes Cast
		For	Against	
1	<p>"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules framed thereunder and as approved by the Registrar of Companies, Mumbai, Maharashtra vide their email dated 02nd February 2021, the existing Articles of Association of the Council, be amended in accordance with the decision taken by the Committee of Administration, in view of the Office Order No. F. No.8/5/2017 - EP dated 13.08.2020 issued by the Ministry of Textiles, Government of India intimating that "the Officers of the Ministry of Textiles, Government of India representing in the Governing Bodies of these Councils are withdrawn"</p> <p><u>i) the existing Article No. 53 of the Articles of Association be and is hereby deleted and the following new article be substituted in its place as new Article No. 53:</u> (53). The Committee including the Chairman and Vice Chairman shall consist of not more than twenty seven members of whom eighteen members shall be elected through e-voting conducted by a reputed agency and not more than nine members may be co-opted in the manner hereinafter set-out. The Committee may at its discretion co-opt not more than nine persons whether members or non-members. The members so co-opted shall hold the office for a period of one year only. In case of any such co-options as aforesaid the number of members of the Committee may not exceed the above maximum number of twenty seven.</p>	20	NIL	20

	<p>ii) <u>the existing Article No. 56(e) of the Articles of Association be and is hereby deleted and the following new article be substituted in its place as new Article No. 56(e):</u></p> <p>56(e). On and after the date of adoption of these Articles, a retiring Member shall be eligible for re-election for a maximum continuous period of 9 years (i.e. a maximum of 3 terms)</p> <p>iii) <u>the existing Article No. 56(f) of the Articles of Association be and is hereby deleted and the following new article be substituted in its place as new Article No. 56(f):</u></p> <p>56(f). A member who has served on the Committee for 3 terms subject to maximum continuous period of 9 years cannot offer himself for re-election for a period of three years, after which he may seek re-election. However, in case a Member becomes Vice Chairman or Chairman at any time during the three term period, he will be permitted to complete the full tenure of his term, till he completes the above Chairmanships (provided, he is duly elected at the AGM) notwithstanding the fact that he is nearing the end of the third term and thus becomes ineligible for re-election. In case the member fails to be elected as Vice Chairman or Chairman at the first meeting of COA immediately after the AGM during the immediate year following the 3 terms i.e. not exceeding 9 years, such a member will resign forthwith without waiting for completion of the extended period of 3 years.</p> <p>iv) <u>the existing Article No. 62 of the Articles of Association be and is hereby deleted and the following new article be substituted in its place as new Article No. 62:</u></p> <p>62. The Council may by special resolution remove any Committee Member before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead, the person so appointed shall be subject to retirement at the same time as if he had become a Committee Member. A Committee Member so removed shall not be re-appointed as Committee Member.</p>			
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It may be noted that a total of 20 votes were cast which are all in favour of the Special Resolution. Hence, since no votes were cast "Against" the Special Resolution, the same was passed unanimously.

Yours faithfully,

(Deepa Gupta)
Scrutinizer
M. No. A20860

Date: 4th March, 2021

C.C.: Dr. Siddhartha Rajagopal, Executive Director, TEXPROCIL