

FORM MGT-13
REPORT OF SCRUTINIZER

[Pursuant to sections 108 & 109 of the Companies Act, 2013 and rule 20 & 21 of the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
38th Annual General Meeting of the Members of
Apparel Export Promotion Council, held on 28th Day of September 2017, Thursday at
12.00 Noon, at Niryat Bhawan (FIEO Office Building), Rao Tula Ram Marg, Opp. Army
Hospital Research & Referral, New Delhi-110057.

Dear Sir,

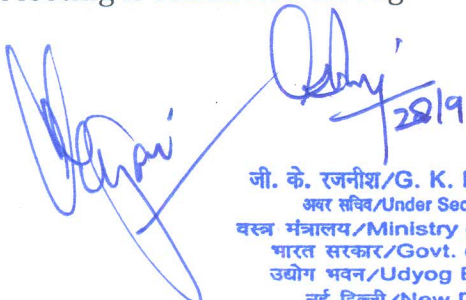
Subject : Scrutinizer's Report on Passing of Resolution through e-voting at 38th AGM of Apparel Export Promotion Council held on 28th September 2017 (Thursday), pursuant to the provisions of para 2.91 & 2.92 of the Hand Book of Procedure of FTP 2015-2020 and section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Amendment Rules, 2015.

I, G.K.Rajnish, Under Secretary, Ministry of Textiles, Govt. of India, New Delhi has been appointed by the Executive Committee of **Apparel Export Promotion Council ("the Council")** as a Scrutinizer for the purpose of scrutinizing the e-voting in a fair and transparent manner and ascertaining the requisite majority on the below mentioned resolution(s), at the 38th Annual General Meeting of the Council held on 28th September 2017.

The compliance with the provisions of the Companies Act, 2013 and Rules made there under relating to voting through electronic means on the resolutions proposed in the Notice dated 29.07.2017 of the 38th AGM of the Council, read with the Notice u/s 160(2) dated 19.09.2017 of the Companies Act, 2013, published by the Council in Financial Express (All Editions) & Hindustan (Hindi) dated 20.09.2017, regarding list of nominations for contesting elections, is the responsibility of the management.

My responsibility as a scrutinizer is to ensure that the voting process through electronic means at the AGM, are conducted in a fair and transparent manner and render Scrutinizer's Report based on the reports generated from the e-voting system provided by National Securities Depository Limited, (NSDL) (the authorized agency engaged by the Council to provide e-voting facilities for remote e-voting and also at the time of voting (through electronic means) at AGM.

Since, number of members of the council has increased more than 1000, therefore, pursuant to section 108 read with Rule 20 (2) of the Companies (Management & Administration) Amendment, Rules 2015 all the resolution carried at 38th Annual General Meeting is conducted through E-Voting.


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जी. के. रजनीश/G. K. RAJNISH
अवर सचिव/Under Secretary
वस्त्र मंत्रालय/Ministry of Textiles
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Voting on Resolutions No. 1 & 2 proposed in the Notice dated 29.07.2017 for conducting of 38th Annual General Meeting was dealt by Remote E-Voting and e-voting at the AGM.

Voting on Resolutions No. 3 to 5 for Election of the Executive Committee Members from Western Region & Voting on Resolutions No. 6 to 8 for Election of the Executive Committee Members from Northern Region, as proposed in the Notice dated 29.07.2017 was also conducted through remote e-voting and e-voting at the AGM (through electronic voting), As there were six nominations from western region and five nominations from northern region, against three vacancies/ available seats, from each respective region. Therefore, Two Evens (i.e One Even for each region i.e West and North) were created through NSDL for E-Voting. Since the nominations received from West and North regions are more than the available vacancies for the Executive Committee members, therefore item No 5(a), 5(b) and 5(c) for Western Region, item No. 8(a) & 8(b) for Northern Region have been added in our below report.


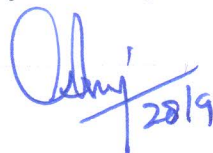
Voting on Resolutions Nos. 9 to 11 for Election of the Executive Committee Members for Southern Region & Voting on Resolutions No. 12 for Election of the Executive Committee Members for Eastern Region as proposed in the Notice dated 29.07.2017 were otherwise required to be conducted through electronic voting, since the number of candidate contesting election are equal to the number of available seats, the candidates whoever applied so automatically stand elected and no voting was required/ held for the Resolutions No. 9 to 11 (for southern Region) & Resolutions No. 12 (for Eastern Region).

For Resolution no 6, Mr. Hari Kapoor, Retiring Executive Committee Member has expressed his unwillingness to get being reappointed/re-elected at this 38th AGM and new nominations of Mr. Naresh Kumar Sadh, Mr. Anil Peshawari and Mr. J.L. Sehgal from Northern region have been received. Therefore, resolution No 6, 8(a) and 8(b) are indicated accordingly in the placed report.

For resolution no. 10 & 11, Mr. A.S. Subramanian and Mr. Ranjit P Shah are retiring executive committee members from Southern region and both have expressed their unwillingness to get being reappointed/re-elected at this 38th AGM and new nominations of Mr. Raja M Shanmugham and Mr. T.R. Vijayakumar from Southern region have been received. Therefore, resolution No 10 & 11 are indicated accordingly in the placed report.

Further, Mr. Dilip B Tridevi has filed his nomination to contest election of executive committee member from western region but subsequently, withdrawn his nomination to contest the election, within the time permissible under election rules of the election of executive committee of the council.

The remote e-voting period commenced on 25th September, 2017 Monday at 9 AM (IST) and ended on Wednesday, 27th September, 2017 at 5.00 PM (IST). At the AGM

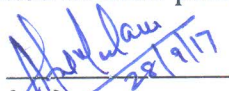


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also, it was facilitated to the members present in the meeting, who could not participate in the remote e-voting, to cast their votes through electronic voting system.

The members of the Council, whose name was entered in the Register of Members as on 21.09.2017 i.e. Cut-off, were entitled to vote on the proposed resolutions.

One Complaint in the name of Sh. Amit Gupta, was received intimating that some other person has casted his vote before he could do so. The issue was also raised in the AGM. Keeping in view the complaint it was decided that if the difference in vote is more than 1 (One) the results would be declared.

The E-Voting results were unblocked by me on 28th September 2017, after the closure of Voting at the AGM, in the presence of two witnesses, Mr. Atul Madan, JD, AMHSSC, New Delhi and Mr. Sushil Kumar, Dy. Director, FIEO, New Delhi, who are not in the employment of the Council. They have signed below in the Confirmation of the votes being unblocked in their presence.

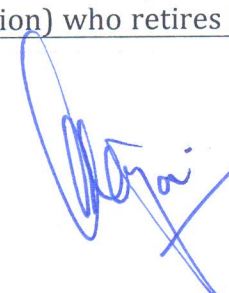
Signatures 
(Mr. Atul Madan)
Mobile 7835027708

Signatures 
(Mr. Sushil Kumar)
Mobile 7503247843

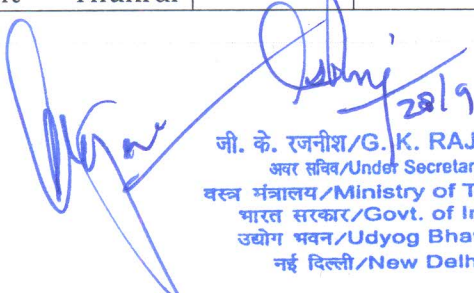
I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the NSDL's e-voting system at the 38th Annual General Meeting.

I now hereby submit my Scruitnizer Report as under on the result of e-voting (Remote e-voting and e-voting at AGM) in respect of the Resolutions considered at the AGM:

Resol ution No.	Subject matter of the Resolution	Particula r of Business	Total No of Votes casted	Assent/ Favour		Dissent/ Against		Inval id Vote s Nos.
				No of Vote s	% of votes	No of Vote s	% of votes	
1.	Adoption of Financial Statement for the financial year ended 31.03.2017.	E-Voting	510	413	81%	97	19%	NIL
2.	Ratification of appointment of Statutory Auditors.	E-Voting	518	423	82%	95	18%	NIL
3.	To elect & so Appoint Mr. Pravin Agarwal, (Western Region) who retires by rotation.	E-Voting		528	73%	NA	NA	NIL
4.	To elect & so Appoint Mr. Narendra Kumar Goenka, (Western Region) who retires by	E-Voting		523	72%	NA	NA	NIL


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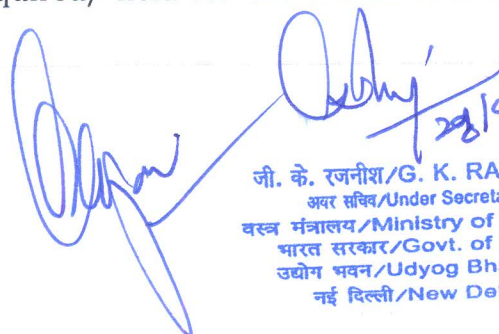
	rotation.							
5.	To elect & so Appoint of Mr. Amit Nityakrishna Goyal, (Western Region) who retires by rotation.	E-Voting	721	189	26%	NA	NA	NIL
5(a)	**To elect & so Appoint Mr. Ravi Poddar, fresh nomination submitted U/s (160)(1) of Companies Act, 2013, from Western Region.	E-Voting		536	74%	NA	NA	NIL
5(b)	**To elect & so Appoint Mr. N L Khatwani, fresh nomination submitted U/s (160)(1) of Companies Act, from Western Region.	E-Voting		172	23.8%	NA	NA	NIL
5(c)	**To elect & so Appoint Mr. Prakash A Thakkar, fresh nomination submitted U/s (160)(1) of Companies Act, from Western Region.	E-Voting		186	26%	NA	NA	NIL
6.	***To elect & so Appoint Mr. Naresh Kumar Sadh, fresh nomination submitted U/s (160)(1) of Companies Act 2013, from Northern Region.	E-Voting		190	26%	NA	NA	NIL
7.	To elect & so Appoint Mr. Sudhir Sekhri, (Northern Region) who retires by rotation.	E-Voting		555	76%	NA	NA	NIL
8.	To elect & so Appoint Mr. Lalit Thukral	E-Voting		569	77%	NA	NA	NIL



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	Sekhri, (Northern Region) who retires by rotation.		735					
8(a)	**To elect & so Appoint Mr. Anil Peshawari, fresh nomination submitted U/s (160)(1) of Companies Act 2013, from Northern Region	E-Voting		531	72%	NA	NA	NIL
8(b)	**To elect & so Appoint Mr. J.L.Sehgal, fresh nomination submitted U/s (160)(1) of Companies Act 2013, from Northern Region.	E-Voting		187	25.4%	NA	NA	NIL
9.	To elect & so Appoint of Mr. A.Sakthivel, (Southern Region) who retires by rotation.	*E-Voting	NA	NA	NA	NA	NA	NA
10.	***To elect & so Appoint Mr. Raja M Shanmugham fresh nomination submitted U/s (160)(1) of Companies Act 2013, from Southern Region.	*E-Voting	NA	NA	NA	NA	NA	NA
11.	***To elect & so Appoint Mr. T.R.Vijayakumar fresh nomination submitted U/s (160)(1) of Companies Act 2013, from Southern Region	*E-Voting	NA	NA	NA	NA	NA	NA
12	To elect & so Appoint of Mr. Anil Buchasia, (Eastern Region) who is retiring otherwise and submitted nomination U/s (160)(1) of Companies Act 2013, .	*E-Voting	NA	NA	NA	NA	NA	NA

*** Note :-** i) Resolutions No. 9 to 11 for Southern region & Resolution No. 12 for Eastern Region Since the number of candidate contesting election are equal to the number of available seats, the candidates whoever applied so automatically stand elected and no voting was required/ held for the Resolutions No. 9 to 11 (for Southern region) &


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Resolution No. 12 (for Eastern region), otherwise it was mandatorily required to be conducted through electronic voting only.

**** Note :-i) Resolution No. 5(a), 5(b) and 5(c) from western region** these are newly indicated resolutions, as Mr. Ravi Poddar, Mr. N.L.Khatwani and Mr. Prakash A Thakkar have filed their nominations U/s (160)(1) of Companies Act 2013 from western region, after the issuance of AGM notice dated 29.07.2017.

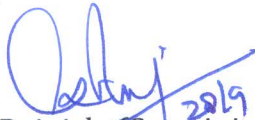
ii) Resolution No. 8(a) and 8(b) from northern region these are newly indicated resolutions, as Mr. Anil Peshawai and Mr. J.L.Sehgal have filed their nominations U/s (160)(1) of Companies Act 2013 from northern region, after the issuance of AGM notice dated 29.07.2017.

***** Note i) Resolution No. 6 from Northern Region** it is to be noted that Mr. Hari Kapoor, retiring Executive Committee Members from Northern Region, has expressed his unwillingness for getting being reappointed as Executive Committee Member, therefore at resolution 6, Mr. Naresh Kumar Sadh is indicated from Northern region who has filed his nomination U/s (160)(1) of Companies Act 2013, after the issuance of AGM notice dated 29.07.2017.

ii) :-Resolution No. 10 & 11 from southern region it is to be noted that Mr. A.S.Subramanian & Mr. Ranjit P Shah from southern Region, both have expressed their unwillingness for getting being reappointed as Executive Committee Member from southern region therefore, at resolution no. 10 & 11, Mr. Raja M Shanmugham and Mr. T.R.Vijayakumar, are indicated respectively, from Southern region, who had filed their nominations U/s (160)(1) of Companies Act 2013, after the issuance of AGM notice dated 17.08.2016.

This scrutinizer's report is handed over to Chairman, AEPC for declaration of result thereof.

Thanking you,
Yours faithfully,



G.K. Rajnish, (Scrutinizer)
Under Secretary, Ministry of Textiles,
Govt. of India, New Delhi

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Place : New Delhi
Dated : 28th September, 2017