



**Apparel Export Promotion Council**  
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**NOTICE**

**Notice is hereby given that the Extraordinary General Meeting of the Council will be held on 16<sup>th</sup> October, 2021, Saturday at 11:00 AM, through Video Conferencing/Other Audio Video Means (“VC/OAVM”) Facility to transact the following business:-**

**AS SPECIAL BUSINESS:**

1) TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:-

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Memorandum of Association of the Council be and are hereby altered in the manner set out herein below:-

<b>Memorandum of Association</b>			
<b>Existing Claus No.</b>	<b>Existing Clause</b>	<b>Proposed Clause No.</b>	<b>Proposed Clause</b>
VIII. (Part C of Memorandum ) Guarantee	Each Member, <b>other than Government Nominees</b> , undertakes to contribute to the assets of the council, in the event of its being wound-up, while he is a Member or within one year afterwards for payment of the debts or liabilities of the Council contracted before  he ceases to be a Member and of the costs, charges and expenses of winding-up, and for adjustment of the right of the contributories amongst themselves, such amount, as may be required, not exceeding, a sum of Rs. 500/-.	VIII. (Part C of Memorandum) Guarantee	Each Member, undertakes to contribute to the assets of the council, in the event of its being wound-up, while he is a Member or within one year afterwards for payment of the debts or liabilities of the Council contracted before he ceases to be a Member and of the costs, charges and expenses of winding-up, and for adjustment of the right of the contributories amongst themselves, such amount, as may be required, not exceeding, a sum of Rs. 500/-.

2) TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Council be and are hereby altered in the manner set out herein below:-

<b>Articles of Association</b>			
<b>Existing Article No.</b>	<b>Existing Article</b>	<b>Proposed Article No.</b>	<b>Proposed Article</b>
1 Definitions	<p>b) “The Act” means the <b>Companies Act, 1956</b>, or any statutory modification or re-enactment thereof for the time being in force.</p> <p>e) “The Committee” means the Executive Committee of the Council for the time being constituted under these Articles.</p> <p>j) “Year” means the period in respect of which the <b>Income and Expenditure Account of the Council laid before it at the Annual General Meeting, is made up whether the period is of full year or less.</b></p> <p>m) “Place of Business” means the Registered Office of the Company incorporated under the Companies Act, 1956 <b>or the Head Office of a Member.</b></p> <p>q) “Financial Year” shall have the meaning assigned thereto by <b>Section 2(17) of the Act. For the Council, it will be from 1st April to 31st March.</b></p> <p>r) “The Register” means the</p>	1 Definitions	<p>b) “The Act” means the <b>Companies Act, 2013</b>, or any statutory modification or re-enactment thereof for the time being in force.</p> <p>e) “The Committee” means Executive Committee of the Council for the time being constituted under these Articles <b>and shall mean the Board of the Council within the meaning of section 2(10) of the Act.</b></p> <p>j) Deleted</p> <p>m) “Place of Business” means the Registered Office of the Company incorporated under the Companies Act, 1956 <b>or any change therein whether made under that Act or under the Companies Act, 2013.</b></p> <p>q) “Financial Year” shall have the meaning assigned thereto by <b>Section 2(41) of the Act.</b></p> <p>r) “The Register” means the Register</p>

	Register of Members kept as required by <b>Section 150 of Act.</b>  (ac) -----  (ad) -----  (ae) -----		of Members kept as required by <b>Section 88 of the Act.</b>  (ac) <b>“Financial Statement” shall have the same meaning as defined in section 2(40) of the Act.</b>  (ad) <b>'voting by electronic means' includes "remote e-voting" and voting at the General Meeting through an electronic voting system, which may be the same as used for remote e-voting.</b>  (ae) <b>“Remote e-voting” means the facility of casting votes by a member using an electronic voting system from a place other than venue of a General Meeting.</b>
2 (a) Table C	(a) The Regulations contained in <b>Table C</b> in the first schedule to the <b>Companies Act, 1956</b> shall apply to the Council.	2 (a) Table H	(a) The Regulations contained in <b>Table H</b> of the schedule I to the <b>Companies Act, 2013</b> shall apply to the Council except to the extent they are expressly or impliedly excluded or modified by the these Articles.
5(b)	<b>Officers of the Government who may from time to time be nominated by the Government shall be admitted as Government Nominees.</b>	Deleted	Deleted
6(b)	<b>Government Nominees shall not be required to pay any Admission Fee or Annual Subscription.</b>	Deleted	Deleted
7 Authorized Representative	Subject to <b>Section 187 of the Act</b> , a member of the Council being a firm, company, corporation or society for the time being shall be entitled to appoint a representative in the manner laid down below, with the power to remove any representative so appointed and on a vacancy being caused for any reason, whether by resignation, death or removal or	7 Authorized Representative	As prescribed as per <b>Section 113 of the Act 2013</b> a member of the Council being a firm, company, corporation or society for the time being shall be entitled to appoint a representative in the manner laid down below, with the power to remove any representative so appointed and on a vacancy being caused for any reason, whether by resignation, death or removal or otherwise, to appoint another person

	<p>otherwise, to appoint another person as his representative:-</p> <p>(i) The representative of a firm shall be one of its partners and he shall be authorized by the firm with the consent of all partners.</p> <p>(ii) In the case of proprietary concern, the representative shall be proprietor only.</p> <p>(iii) In case of Hindu Undivided Family (HUF), the representative shall be Karta only.</p> <p>(iv) The representative of a company, corporation or co-operative society or a society registered under the Societies Registration Act shall be anyone of the directors or in the post of director of the company &amp; corporation or governor or member or holding such like position of the executive committee of the cooperative society or society registered under society registration act. Such representative shall be duly authorized to act as a representative by the resolution of the Board of Directors/Executive Committee/Managing Committee as the case may be of such companies, corporation, member of the co-operative society &amp; society etc.</p> <p>(a) A representative of the Member for the time being shall be entitle to attend the meeting of the Council, form quorum and exercise right of vote on behalf of a Member. A member shall be</p>	<p>as his representative :-</p> <p>(i) The representative of a firm shall be one of its partners and he shall be authorized by the firm with the consent of all partners.</p> <p>(ii) In the case of proprietary concern, the representative shall be proprietor only.</p> <p>(iii) In case of Hindu Undivided Family (HUF), the representative shall be Karta only.</p> <p>(iv) The representative of a company, corporation or co-operative society or a society registered under the Societies Registration Act shall be anyone of the directors or in the post of director of the company &amp; corporation or governor or member or holding such like position of the executive committee of the cooperative society or society registered under society registration act. Such representative shall be duly authorized to act as a representative by the resolution of the Board of Directors/Executive Committee/Managing Committee as the case may be of such companies, corporation, member of the co-operative society &amp; society etc.</p> <p>(a) A representative of the Member for the time being shall be entitle to attend the meeting of the Council, form quorum and exercise right of vote on behalf of a Member.</p>
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	<p>entitled to withdraw and / or rescind appointment of such representative and for this purpose the member shall give a notice in writing to the Secretary of the Council conveying such intention. The appointment so made shall stand cancelled immediately on receipt of such notice in writing by the Secretary of the Council without notice to the Representative.</p> <p>(b) The Committee shall be entitled to frame rules and regulations and/or bye-laws for appointment of authorized representative.</p>		<p>A member shall be entitled to withdraw and / or rescind appointment of such representative and for this purpose the member shall give a notice in writing to the Secretary of the Council conveying such intention. The appointment so made shall stand cancelled immediately on receipt of such notice in writing by the Secretary of the Council without notice to the Representative.</p> <p>(b) The Committee shall be entitled to frame rules and regulations and/or bye-laws for appointment of authorized representative</p>
13 Register of Members	<p>A register of Members shall be kept in which shall be set forth the name, address, occupation of every Member of the Council for the time being and in which all changes in Membership from time to time shall be recorded. An Index of the names of the Members shall also be kept unless the Register of Members is in such form as to constitute an Index.-</p>	13 Register of Members	<p><b>(a) A register of Members shall be kept and maintained as per Section 88 of Act</b> and rules made there under in this behalf, which shall set forth such details (including any change therein) of every Member of the Council for the time being and all changes in Membership from time to time as may be required by provisions of the Act or rules made there under in this behalf. An Index of the names of the Members shall also be kept unless the Register of Members is in such form as to constitute an Index.</p> <p><b>(b) Any person other than a member may inspect the register and indices maintained pursuant to section 88 and copies of returns prepared pursuant to section 92 of the Act, which shall be kept for inspection, as per rules made thereunder, for two hours i.e. 11 AM to 1 AM on each business day, on payment of Rs 50/- (Rupees Fifty) for each inspection and of Rs 10/-(Rupees Ten) for each page</b></p>

			<b>or part thereof for providing copies of such registers.</b>
16 Borrowing Powers	<b>Subject to the provision of Section 292 and 293 of the Act</b> and of these Articles, the Executive Committee may, from time to time at its discretions, by the resolution passed at a Meeting of the Committee raise or borrow or secure the payment of any sum or sums of money for the Council.	16 Borrowing Powers	<b>Subject to the provision of Section 179 and 180 of the Act</b> and of these Articles, the Executive Committee may, from time to time at its discretions, by the resolution passed at a Meeting of the Committee borrow monies or to grant loans or secure the payment of any sum or sums of money for the Council.
18 Register of Charges	The Executive Committee shall cause a proper Register to be kept in accordance with the provisions of <b>Section 143 of the act</b> , of all mortgages and charges specifically, affecting the property of the Council and shall cause the requirements of <b>Section 118, 125 and 127 to 144 (both inclusive)</b> of the Act in that behalf to be duly complied with, so far as, they fall to be complied with the Executive Committee.	18 Register of Charges	The Executive Committee shall cause a proper Register of Charges <b>in prescribed form and such register</b> shall be kept and maintained in accordance with the provisions of <b>Section 85 of the Act</b> and rule made there under in this behalf, of all mortgages and charges specifically, affecting the property of the Council and shall cause the requirements of <b>Section 77 to 85 and Chapter VI of the Act</b> in that behalf to be duly complied with, so far as, they required to be complied with the Executive Committee.
19 Annual General Meeting	<b>Subject to the provisions of Section 210</b> , the Council shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. <b>The first Annual General Meeting shall be held within eighteen months from the date of incorporation of the council, and the next Annual General Meeting of the Council shall be held within six months after the expiry of the Financial Year in which the first Annual General Meeting was held, and thereafter an Annual General Meeting shall be held within six months after the expiry of each</b>	19 Annual General Meeting	Subject to the provisions of <b>Section 96 and 129 of the Act</b> , the Council shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. <b>The Annual General Meeting shall be held within six months from date of closing of each Financial Year, provided that, not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred up on the Registrar to extend the time within which any Annual General Meeting may be</b>

	<p><b>Financial Year, provided that, not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred up on the Registrar to extend the time within which any Annual General Meeting may be held.</b></p> <p>The Council may in anyone Annual General Meeting fix the time for its subsequent Annual General Meeting. Every Member shall be entitled to attend in person or by proxy and the Auditors of the Council shall have the right to attend and to be heard at any General Meeting which he attends on any of the business which concerns him as Auditor. At every Annual General Meeting of the Council there shall be laid on the table the Executive Committee’s Report and Audited Statement of Accounts and the Auditor’s Report. (if, not already incorporated in the Audited Statement of Accounts.)</p> <p>All General Meetings other than Annual General Meeting shall be called Extraordinary General Meetings.</p>		<p><b>held.</b></p> <p>The Council may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting. Every Member shall be entitled to attend in person only.</p> <p><b>Provided further that the time, date and place of each annual general meeting are decided upon before-hand by the board of directors having regard to the directions, if any, given in this regard by the company in its general meeting.</b></p> <p>The Auditors of the Council shall, unless otherwise exempted by the Council, attend every General Meeting either himself or through his authorized representative, who shall also be qualified to be an auditor and shall have right to be heard at such meeting on any of the business which concerns him as Auditor. At every Annual General Meeting of the Council, there shall be laid on the table the Executive Committee’s Report and Financial Statements.</p> <p>All General Meetings other than Annual General Meeting shall be called Extraordinary General Meetings.</p>
21 Requisition of Meeting	(a) The Executive Committee shall on the requisition of Members of the Council having not less than one-tenth of the total voting power of all the Member having at the said date a right to vote in regard to the matter, forthwith proceed to call an Extraordinary General Meeting	21 Requisition of Meeting	(a) The Executive Committee shall on the requisition of Members of the Council having not less than one-tenth of the total voting power of all the Member having at the said date a right to vote in regard to the matter, forthwith proceed to call an Extraordinary General Meeting of the Council and the provision of

	of the Council and the provision of <b>Section 169 of the Act</b> (including, the provisions below) shall be applicable.		<b>Section 100 of the Act</b> (including, the provisions below) shall be applicable.
22 Notice	A General Meeting of the Council may be called by giving not less than 14 days notice in writing or may be called by a shorter notice as provided in <b>Section 171 of the Companies Act, 1956.</b>	22 Notice	(a) A General Meeting of the Council may be called by giving not less than 14 days notice in writing or may be called by a shorter notice as provided in <b>Section 101 of the Companies Act, 2013.</b>  (b) <b>Notice of every meeting of the council shall be given to the every member of the council, legal representative of any deceased member or the assignee of an insolvent member, the auditor or auditors of the company and every member of the Executive Committee</b>
23 Content of Notice	(a) Every notice of a meeting of the Council shall specify the place, <b>the date and hour of the meeting</b> and shall contain a statement of the business to be transacted thereat.	23 Content of Notice	a) Every notice of a meeting of the Council shall specify the place, <b>the date, day and hour of the meeting</b> and shall contain such other details as required under the law for the time being in force including a statement of the business to be transacted thereat.
24 Chairman and Vice- Chairman	(a) <b>The Executive Committee shall on the expiry of every 24 months elect a Member amongst the Members of the Executive Committee to be the Chairman and shall also elect on the expiry of every 12 months, three other members as Vice-Chairman from different Regions (other than Chairman's Region) such as North, West, South and East. The Executive Committee may follow the convention of electing the Chairman from different Regions in the order of North, West, South and East by rotation. The tenure of</b>	24 Chairman and Vice- Chairman	(a) <b>There shall be one Chairman and one Vice-Chairman of the Council. The tenure of Chairman/Vice-Chairman shall not be more than 2 years.</b>  The election of Chairman of the Council shall be via Vice-Chairman route.  Any member having held the post of Chairman or Vice-Chairman may come back in the same office as Vice-Chairman after a gap of not less than 4 years.  Wherever Executive Committee members are elected from their respective regions and once the



<p>Chairman and in his absence Vice-Chairman to preside</p>	<p>Office of the Chairman shall be for a period of 24 months and that of Vice-Chairman for a period of 12 months. However, a Member who has once been elected as Chairman shall not be re-elected as Chairman unless a period of at least two terms has elapsed since the last appointment to that office.</p> <p>The Chairman shall cease to hold Office forthwith if a notice of intention to move a motion of no confidence is given by majority of not less than two-thirds of the elected Members of the Executive Committee to the Secretary of the Council and the same is carried out by majority of not less than two third of the elected Members of the Executive Committee when a motion of no confidence against the Chairman is placed at the Executive Committee Meetings for consideration, provided that, at least 14 days prior notice to that effect has been given.</p> <p>(b) The Chairman and in his absence Vice-Chairman so appointed by the Chairman shall be the Executive Head of the Council. At all meetings, whether General or</p>	<p>Chairman and in his absence Vice-Chairman to preside</p>	<p>full Executive Committee is in place, those members of the Executive committee who wish to offer themselves for the post of Vice-Chairman may do so. E-voting for the post of Vice-Chairman shall be done by all the members eligible to vote, irrespective of regions.</p> <p>Vice-Chairman so elected through E-Voting, shall become Chairman after the present Chairman complete his term and will have tenure as prescribed above unless he declines to accept the post of Chairman or he is removed from the post of Vice-Chairman by a no-confidence vote of not less than the two third of the Executive Members. The resolution regarding no confidence will also be put to vote on the same pattern of direct elections as followed during the time of election to the post of Vice-Chairman.</p> <p>In the event of the post of Chairman/ Vice-Chairman falling vacant due to any of the circumstances, the post shall be filled up as prescribed herein.</p> <p>The Executive Committee may nominate regional heads, one from each region, except from the region of Chairman &amp; Vice Chairman.</p> <p>(b) The Chairman and in his absence elected Vice-Chairman shall be the Executive Head of the Council. At all meetings, whether General or Extraordinary and at the Executive Committee Meetings of</p>
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	<p>Extraordinary and at the Executive Committee Meetings of the Council the Chairman shall preside and control the business of the meetings. In his absence or his unwillingness to preside, Vice-Chairman present shall preside.</p>		<p>the Council the, Chairman shall preside and control the business of the meetings. In his absence or his unwillingness to preside, Vice-Chairman present shall preside.</p>
<p>When Vice-Chairman unable to perform duties</p>	<p>(c) If the Chairman is out of India or notifies to Vice-Chairman or the Secretary that he will be unable to perform the duties of the Chairman owing to illness or otherwise, <b>Vice-Chairman so appointed by the Chairman shall perform the functions of the Chairman and the Chairman shall also be entitled to appoint a member of the Executive Committee of his region to act as Vice-Chairman in his absence.</b></p>	<p>When Chairman unable to perform duties</p>	<p>(c) If the Chairman is out of India or notifies to Vice-Chairman or the Secretary that he will be unable to perform the duties of the Chairman owing to illness or otherwise, <b>Vice-Chairman of the Council, shall perform the functions of the Chairman.</b></p>
<p>Chairman/ Vice-Chairman to hold office without remuneration</p>	<p>(d) If the Vice-Chairman also notifies to the Secretary that he will be unable to perform the duties of the Chairman, the Executive Committee shall nominate one from amongst themselves to perform the functions of the Chairman.</p>	<p>When Vice-Chairman unable to perform duties</p>	<p>(d) If the Vice-Chairman also notifies to the Secretary that he will be unable to perform the duties of the Chairman, the Executive Committee shall nominate one from amongst themselves to perform the functions of the Chairman.</p>
	<p>(e) The Chairman and Vice-Chairman shall hold office without remuneration for the period they are so elected.</p>	<p>Chairman/ Vice-Chairman to hold office without remuneration</p>	<p>(e) The Chairman, Vice-Chairman and other <b>Executive Committee</b> members, shall hold office without remuneration for the period they are so elected.</p>
	<p>(f) <b>The Executive Committee shall decide the Seniority of Vice-Chairman.</b></p>		<p>(f) Deleted</p>
	<p>(g) If there will be vacancy in</p>	<p><b>Casual</b></p>	<p>(g) If there will be vacancy in the</p>

	<p>the Office of the Chairman and/ or the Vice-Chairman due to resignation, death, removal or otherwise, the Executive Committee may elect the Chairman and/ or Vice-Chairman as the case may be from the same Region as that of the Chairman and/ or Vice-Chairman. The Chairman and / or Vice-Chairman so elected shall hold office of the Chairman and / or Vice-Chairman as the case may be for the remaining period of tenure of office of the Chairman and / or Vice-Chairman in whose place he has been so elected.</p>	<p><b>vacancy in office of chairman</b></p>	<p>Office of the Chairman due to resignation, death, removal or otherwise, the Vice-Chairman of the Council shall automatically become the Chairman of the Council, for a maximum period of two years from the date of his appointment as the Chairman.</p> <p>The new Chairman is appointed via the Vice Chairman route as prescribed in (a) above.</p> <p>The election to the post of Vice Chairman should be held at the earliest (within three months from the date of vacancy) through e-voting.</p>
	<p>(h) -----</p>	<p><b>Casual vacancy in office of vice-chairman</b></p>	<p>(h) If there occurs a vacancy in the Office of the Vice Chairman due to resignation, death, removal or otherwise, the Chairman shall have the additional charge of the Vice Chairman till the new Vice Chairman is appointed within period of two months from the date of vacancy via electronic voting as stated above.</p>
	<p>(i) _____</p>	<p><b>Vice-chairman election through e-voting.</b></p>	<p>(i) The election to the post of Vice chairman would be through electronic voting by all members eligible to vote.</p>
<p>26 Service of Notice by Advertisement</p>	<p>Any document required to be served or sent by the Council on or to Members and so expressly provided for by these Regulations shall be deemed to be served or sent if advertised once in one daily English and one daily Vernacular newspaper circulating in the neighbourhood of the Registered Office of the Council.</p>	<p>26 Service of Notice by Advertisement</p>	<p><b>Subject to the provisions of the Act and rules made thereunder,</b> any document required to be served or sent by the Council on or to Members and so expressly provided for by these Regulations shall be deemed to be served or sent if advertised once in one daily English and one daily Vernacular newspaper circulating in the neighbourhood of the Registered Office of the Council.</p>

28. Signing of Notice	Any notice to be given by the Council shall be signed by the Chairman or the Vice-Chairman or by the Secretary or by such persons as the Executive Committee may appoint. The signature to any notice to be given by the Council may be <b>written printed or lithographed or cyclostyled.</b>	28. Signing of Notice	Any notice to be given by the Council shall be signed by the Chairman or the Vice-Chairman or by the Secretary or by such persons as the Executive Committee may appoint. The signature to any notice to be given by the Council may be <b>written, printed or digitally signed.</b>
29. Quorum	<b>Ten Members present in person shall be a quorum for a General Meeting.</b> No business shall be transacted at any General Meeting unless the quorum requisite is present at the commencement of the business.	29. Quorum	<b>Quorum of the General meeting shall be as per the section 103 of the Act.</b> No business shall be transacted at any General Meeting unless the quorum requisite is present at the commencement of the business.
30 Place for Holding of General Meeting  Adjournment Dissolution, in case Quorum is not Present	Every General Meeting of the Council shall be held in the City in which the Registered Office of the Council is situated. If, after the expiration of half an hour from the time appointed for holding a meeting of the Council, a quorum is not present, the meeting, if convened by or upon the requisitions of the Members, shall stand dissolved but in any other case shall stand adjourned to the same day in the next week, if that day is not a <b>public holiday</b> , at the same time and place or to such other day and at such other time and place in the City in which the Registered Office of the Council is situated as the Committee may determine and if, in such adjourned meeting quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the Members present, shall constitute quorum and may transact the business for which the meeting was called.	30 Place for Holding of General Meeting  Adjournment / Dissolution , in case Quorum is not Present	(a) Every General Meeting of the Council shall be held in the City in which the Registered Office of the Council is situated.  (b) If, after the expiration of half an hour from the time appointed for holding a meeting of the Council, a quorum is not present, the meeting, if convened by or upon the requisitions of the Members, shall stand dissolved but in any other case shall stand adjourned to the same day in the next week, if that day is not a <b>National holiday</b> , at the same time and place or to such other day and at such other time and place in the city in which Registered Office of the Council is situated, as the Executive Committee may determine, and if, in such adjourned meeting quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the Members present, shall constitute quorum and may transact the business for which the meeting was called.
31. Chairman to	The Chairman of the Council shall be entitled to take the Chair	31. Chairman to	The Chairman of the Council shall be entitled to take the Chair at every

<p>take Chair</p>	<p>at every General Meeting, or if there have been no such Chairman or if at any Meeting he is not present within 15 minutes from the time appointed for holding such meeting or he is not willing to act, the Senior Vice-Chairman or such other Vice-Chairman present and willing to preside as Chairman of such meeting or if there is no such Vice-Chairman or in case of his absence or refusal, the Members of the Executive Committee present may choose one of the Members of the Executive Committee to act as the Chairman. If there be no Member of the Executive Committee willing to take the Chair, the Members present shall elect one of the Members to be the Chairman.</p>	<p>take Chair</p>	<p>General Meeting, or if there have been no such Chairman or if at any Meeting he is not present within 15 minutes from the time appointed for holding such meeting or he is not willing to act, the Vice-Chairman present and willing to preside as Chairman of such meeting or in case of his absence or refusal, the Members of the Executive Committee present may choose, <b>through consensus or by majority</b>, one of the Members of the Executive Committee to act as the Chairman. If there be no Member of the Executive Committee willing to take the Chair, the Members present shall elect, <b>through consensus or by majority</b>, one of the Members to be the Chairman</p>
<p>34 <b>Resolution to be decided on show of Hand unless Poll is demanded</b></p> <p><b>Demanded for Poll</b></p> <p>Minutes to be conclusive evidence</p>	<p><b>At any General Meeting, a resolution put to vote at the meeting shall be decided on show of hands unless a poll by secret ballot is (before or on the declaration of the result of voting on any resolution on show of hands) ordered to be taken by the Chairman of the Meeting of his own motion and shall be ordered by the Chairman as and when demanded by any Member or Members present in person or by proxy and having not less than 1/10<sup>th</sup> of the total voting power in respect of the resolution. The resolution can be carried out unanimously or by majority or may be lost and an entry to that effect in the Minutes Book of the Council shall be conclusive evidence of the said fact without proof of</b></p>	<p>34 <b>Resolution to be decided by e-voting</b></p> <p><b>Voting for Executive Committee members through e-voting</b></p> <p><b>Proxy not permitted for voting</b></p> <p>Minutes to be conclusive evidence</p>	<p><b>a) The Council shall provide voting by electronic means, wherever required, in accordance with the applicable laws for the time being in force.</b></p> <p><b>b) The Election to the post of Executive Committee Members would be through Electronic Voting.</b></p> <p><b>c) Voting through proxy is not permitted as per section 105 of the act.</b></p> <p>d) In respect of the resolutions for which remote e-voting facility has been provided, the Chairman shall, at the general meeting at the end of discussion on the resolutions on which voting is to be held, allow voting as applicable with the</p>

	<b>the number or proportion of the votes recorded in favour or against that resolution.</b>		assistance of the Scrutinizer, by applicable means for all those members who are present in person only at the general meeting but have not casted their votes by availing the remote e-voting facility. Subject to the provisions of the Act, any resolution can be carried out unanimously or by majority or may be lost and an entry to that effect in the Minutes Book of the Council shall be conclusive evidence of the said fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
35 Chairman to appoint Member to conduct poll and Report	Where a poll is to be taken, the Chairman of the meeting shall appoint a person, who is a Member of the Council, to conduct the poll and to report thereon to him.	35 Appointment of scrutinizer	Subject to the provisions of the Act, the Committee shall appoint one or more Scrutinizers as per the provisions of the Act and rules made thereunder, in this behalf, who, in the opinion of the Committee can scrutinize the voting and remote e-voting process in a fair and transparent manner.
37 Demand for poll not to prevent transaction of other business	The demand for a poll, except on the question of the election of the Chairman and of an adjournment, shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	37. Demand for poll not to prevent transaction of other business	Demand for poll on any question shall be in terms of section 109 of the Companies Act 2013
38 Chairman Entitled to a Casting Vote	In the case of equality of votes <b>whether on a show of hands or on poll</b> , the Chairman of the meeting <b>at which the show of hands takes place or at which the poll is demanded</b> , shall be entitled to a casting vote in addition to his own vote for which he was entitled as a Member	38. Chairman Entitled to a Casting Vote	In the case of equality of votes, the Chairman of the meeting shall have a second or casting vote in addition to his own vote for which he was entitled as a Member.
39 Only Member	No person other than a Member or his Authorised Representative present in	39 Only Member	Subject to the provisions of the Act, only a Member shall be entitled to attend and vote at any

<p><b>Authorised Representative in person or by proxy entitle to attend and vote</b></p>	<p><b>person or by proxy shall be entitled to attend and vote at any meeting of the Council. Proxy shall not have right to speak on any resolution.</b></p>	<p><b>Authorised Representative in person entitle to attend and vote</b></p>	<p><b>meeting of the Council.</b></p>
<p>40 Minutes of Proceedings, how to be kept</p>	<p>h) The book containing the Minutes of proceedings of General Meetings shall be kept at the Registered Office of the Council and shall be <b>open, during business hours, for such periods, not being less in the aggregate than two hours on each day as the Committee may determine, to the inspection of any Member without charge.</b></p>	<p>40 Minutes of Proceedings, how to be kept</p>	<p>h) The book containing the Minutes of proceedings of General Meetings shall be kept at the Registered Office of the Council and shall be kept open for inspection <b>by Members without charge for two hours i.e. 11 AM to 1 AM on each business day.</b></p>
<p>41 Each member to have one vote</p> <p>Right to appoint Proxy</p>	<p>(a) Unless disqualified by any of the provision of these Articles or act, all Members shall be entitled to vote at every General Meeting <b>on show of hands and upon a poll</b> every such Member present in person or by proxy and entitled vote to vote shall have one vote</p> <p><b>c) A Member or his Authorised Representative who is entitled to vote at every General Meeting shall be entitled to appoint another person (whether a Member or not) as his Proxy to attend and vote instead of himself but proxy so appointed shall not have right to speak at the meeting.</b></p>	<p>41 Each member to have one vote</p> <p>Right to appoint Proxy</p>	<p>a) Unless disqualified by any of the provision of these Articles or act, all Members shall be entitled to vote at every General Meeting, <b>through e-voting.</b> Every such Member present in person and entitled to vote, shall have one vote.</p> <p><b>c) Voting through proxy is not permitted as per section 105 of the act.</b></p>
<p>42(a) Executive Committee</p>	<p>For the purpose of managing the affairs of the Council, there shall be an Executive Committee. The number of members of the Executive Committee shall not be more than 32(including the Chairman and the Vice Chairmen, <b>but excluding the Government Nominees</b>) elected</p>	<p>42(a) Executive Committee</p>	<p>For the purpose of managing the affairs of the Council, there shall be an Executive Committee. The number of members of the Executive Committee shall not be more than 32(including the Chairman and the Vice Chairmen), elected by the Council or nominated by the Executive Committee, as herein</p>

	by the Council or nominated by the Executive Committee, as herein provided in Article 45. <b>There will be three government Nominees on the Executive Committee</b>		provided in Article 45.
42(b)	The Executive Committee may not resign notwithstanding any vacancy so long as its number is not reduced below 10, <b>excluding, Government Nominees.</b>	42(b)	The Executive Committee may not resign notwithstanding any vacancy so long as its number is not reduced below 10.
43. Office Bearers	<b>The Members of the Committee shall, from time to time, elect from among their number, the following office bearers, viz, the Chairman, three Vice-chairman. The Committee shall have power from time to time to fill in casual vacancy or Vacancies, temporary or otherwise, which may occur amongst such office bearers.</b>	43. Office Bearers/ elected heads	<b>The Members of the Council shall, from time to time through e-voting, elect the following office bearers/elected heads</b> i) Vice Chairman who shall become Chairman after completion of tenure of present Chairman ii) Vice Chairman of the Council shall be elected, from elected executive committee members, who wish to offer themselves to the post of Vice Chairman. <b>Casual vacancy or Vacancies, which may occur amongst such office bearers/ elected heads, shall be filled as per Article 24.</b> <b>Chairman and Vice Chairman shall be elected head of the Council</b>
45 Composition of Executive Committee	The Executive Committee shall consist of the following:-  Nine Members from Western Region that is from Maharashtra, Gujarat, Madhya Pradesh, Chhattisgarh, Goa, Daman & Diu and Dadra & Nagar Haveli.  Nine Members from the Northern Region that is from Delhi, Rajasthan, Haryana, Punjab, Uttar Pradesh, Uttaranchal, Himachal Pradesh, Jammu & Kashmir and Chandigarh.	45 Composition of Executive Committee	The Executive Committee shall consist of the following:-  Nine Members from Western Region that is from Maharashtra, Gujarat, Madhya Pradesh, Chhattisgarh, Goa, Daman & Diu and Dadra & Nagar Haveli.  Nine Members from the Northern Region that is from Delhi, Rajasthan, Haryana, Punjab, Uttar Pradesh, Uttaranchal, Himachal Pradesh, Jammu & Kashmir and Chandigarh.



	<p>Nine Members from Southern Region that is from Tamil Nadu, Karnataka, Kerala, Andhra Pradesh and Pondichery.</p> <p>One Member from Eastern Region that is from West Bengal, Andaman and Nicobar Island, Arunachal Pradesh, Assam, Bihar, Jharkhand, Manipur, Meghalaya, Mizoram, Nagaland, Orissa, Tripura and Sikkim.</p> <p><b>Three Govt. Nominees.</b></p> <p>Four Co-opted Members as provided in Article 50.</p>		<p>Nine Members from Southern Region that is from Tamil Nadu, Karnataka, Kerala, Andhra Pradesh Pondichery and <b>Telangana.</b></p> <p>One Member from Eastern Region that is from West Bengal, Andaman and Nicobar Island, Arunachal Pradesh, Assam, Bihar, Jharkhand, Manipur, Meghalaya, Mizoram, Nagaland, Orissa, Tripura and Sikkim.</p> <p>Four Co-opted Members as provided in Article 50.</p>
<p><b>47.</b> Members present in person or proxy shall have right to vote on all resolutions</p> <p>Candidates with maximum number of votes shall stand elected</p> <p>Secretary to be returning officer</p>	<p>At every General Meeting every Member present in person <b>or by proxy</b> shall have one vote. Subject to allocation of the seats as provided in Article 45, all Members present in person or by proxy at every Annual General Meeting shall have right to vote on all resolutions for electing Members of the Executive Committee.</p> <p>Subject to the number of vacancies arising in the Executive Committee from any Region, on the counting of votes, only those candidates from respective Regions (as contemplated in Article 45 or in a ratio thereof) who have secured the maximum number of votes shall stand elected.</p> <p>For the purpose of the Annual Election of <b>Office Bearers</b> of the Council and/or other election for electing representatives of the council on public and semipublic bodies, the Secretary or in his absence any other person</p>	<p><b>47. Members shall have right to vote on all resolutions</b></p> <p>Candidates with maximum number of votes shall stand elected</p> <p>Secretary to be in-charge.</p>	<p>At every General Meeting every Member present in person shall have one vote. Subject to allocation of the seats as provided in Article 45, all Members present in person at every Annual General Meeting shall have right to vote on all resolutions for electing Members of the Executive Committee <b>through E voting.</b></p> <p>Subject to the number of vacancies arising in the Executive Committee from any Region, on the counting of votes, only those candidates from respective Regions (as contemplated in Article 45 or in a ratio thereof) who have secured the maximum number of votes shall stand elected.</p> <p>For the purpose of the Annual Election of <b>Executive Committee</b> Members of the Council and/or other election for electing representatives of the council on public and semi public bodies, the Secretary or in his absence any other person performing</p>

	performing the function of the Secretary <b>shall act as the Returning Officer</b> and shall be in charge of all arrangements connected with such elections		the function of the <b>Secretary</b> shall be in charge of all arrangements connected with such elections
48 Member who have paid subscription only eligible	<p>Only Members who have paid their subscription till the year in which election are held and remain so on the day of the election, shall be eligible to stand for election to the Executive Committee and /or <b>propose and/or second and /or vote for such election. Right to vote can be exercised by the members present or by Authorised Representatives or by proxy</b></p> <p>The Executive Committee may frame Rules for Election procedure for holding election of Members of Executive Committee and shall also be entitled to make any amendment therein from time to time.</p> <p>The first Executive Committee shall consist of the following:</p> <p>Nine Members from Western Region,</p> <p>Nine Members from Northern Region,</p> <p>Six Members from Southern Region, Three Members from Eastern Region, and Four Government Nominees.</p>	48 Member who have paid subscription only eligible	<p>Only Members who have paid their subscription till the year in which election are held and remain so on the day of the election, shall be eligible to stand and/or vote for election to the Executive Committee and /or propose for such election <b>through electronic means.</b></p> <p>The Executive Committee may frame Rules for Election procedure for holding election of Members of Executive Committee and shall also be entitled to make any amendments therein from time to time.</p> <p>The first Executive Committee shall consist of the following:</p> <p>Nine Members from Western Region,</p> <p>Nine Members from Northern Region,</p> <p>Six Members from Southern Region, Three Members from Eastern Region, and Four Government Nominees.</p>
First Executive Committee	The first Committee will be nominated by the Ad-hoc Committee of the Promoters immediately within a month or so	First Executive Committee	The first Committee will be nominated by the Ad-hoc Committee of the Promoters immediately within a month or so after the registration

	after the registration on the above mentioned basis. The first Committee shall remain in office till the new Committee is elected at the Annual General Meeting held within 18 months after the date of incorporation. The proportion of Members or their representatives on the Executive Committee elected from different regions could be changed by the General Meeting of the Council if the Development of other region necessitates the change.		on the above mentioned basis. The first Committee shall remain in office till the new Committee is elected at the Annual General Meeting held within 18 months after the date of incorporation. The proportion of Members or their representatives on the Executive Committee elected from different regions could be changed by the General Meeting of the Council if the Development of other region necessitates the change.
49 One-third to retire	(a) At the conclusion of every succeeding Annual General Meeting after the first Annual General Meeting, one third of the Members of the Executive Committee <b>other than those of the Government nominees</b> shall retire from office and will be succeeded by the new Members elected the Council, in accordance with these Articles, subject to, the Provisions of Section 256 of the Act. The Members of the Executive Committee shall remain in office till the new Committee is elected.	49 One-third to retire	a) <b>Subject to, the Provisions of Section 152 of the Act</b> , at the conclusion of every succeeding Annual General Meeting after the first Annual General Meeting, one third of the Members of the Executive Committee shall retire from office and will be succeeded by the new Members elected the Council, in accordance with these Articles. The Members of the Executive Committee shall remain in office till the new Committee is elected.
50 Committee to Co-opt	After the conclusion of ensuing succeeding Annual General Meeting subsequent to the first Annual General Meeting, immediate Past Chairman of the Council shall be co-opted as a member of the Executive Committee (if otherwise such member continued to be members because of tenure of election). In addition, the Committee shall nominate three members to the Executive Committee as co-opted Members among the Members of the Council, one from each region except the region of the	50 Committee to Co-opt	<b>Subject to the provision of Section 161 of Companies Act 2013</b> , after the conclusion of ensuing succeeding Annual General Meeting subsequent to the first Annual General Meeting, immediate Past Chairman of the Council shall be co-opted as a member of the Executive Committee (if otherwise such member continued to be members because of tenure of election). In addition, the Committee shall nominate three members to the Executive Committee as co-opted Members among the Members of the Council, one from each region except the

	<p>chairman. However, in the situation if the past chairman continues to be member of Executive Committee because of tenure as elected member, than in such situation, irrespective of region of chairman, one member shall be co-opted from each of four regions. For cooption experience, knowledge and qualifications to make useful contribution of such member be the relevant factor for cooption to the satisfaction of committee. The co-opted members will have equal right of voting.</p>		<p>region of the chairman. However, in the situation if the past chairman continues to be member of Executive Committee because of tenure as elected member, than in such situation, irrespective of region of chairman, one member shall be co-opted from each of four regions. For cooption experience, knowledge and qualifications to make useful contribution of such member be the relevant factor for cooption to the satisfaction of committee. The co-opted members will have equal right of voting.</p>
<p>51 Meeting to stand adjourned if vacancy not filled up</p>	<p>(a) If at any meeting at which election of the members of the Executive Committee ought to take place, the places of the vacating Members of the Executive Committee are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place or, if that day is a <b>public holiday</b>, till the succeeding day which is not a <b>public holiday</b> at the same time and place.</p>	<p>51 Meeting to stand adjourned if vacancy not filled up</p>	<p>a) If at any meeting at which election of the members of the Executive Committee ought to take place, the places of the vacating Members of the Executive Committee are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place or, if that day is a <b>National holiday</b>, till the succeeding day which is not a <b>holiday</b> at the same time and place.</p>
<p>Retiring members deemed to be elected, if Vacancy not otherwise, filled up at adjourned meeting</p>	<p>(b) If at the adjourned meeting also the places of the vacating Members of the Executive Committee are not filled up, the vacating Members of the Executive Committee or such of them as have not and their places filled up shall be deemed to have been elected at the adjourned meeting unless:</p> <p>(i) at that meeting or the previous meeting, a resolution for appointment of such Members has been put to meeting and is lost,</p>	<p>Retiring members deemed to be elected, if Vacancy not otherwise, filled up at adjourned meeting</p>	<p>(b) If at the adjourned meeting also the places of the vacating Members of the Executive Committee are not filled up, the vacating Members of the Executive Committee or such of them as have not and their places filled up shall be deemed to have been elected at the adjourned meeting unless:</p> <p>(i) at that meeting or the previous meeting, a resolution for appointment of such Members has been put to meeting and is lost,</p>

	<p>(ii) the retiring Member has by notice in writing addressed to the Council expressed unwillingness to be so reappointed.</p> <p>(iii) he has not qualified or is disqualified for appointment.</p> <p>iv) -----</p>		<p>(ii) the retiring Member has by notice in writing addressed to the Council expressed unwillingness to be so reappointed.</p> <p>(iii) he has not qualified or is disqualified for appointment.</p> <p><b>(iv) Section 164 of the Act is not applicable to the case.</b></p>
52 Vacation of Office	<p>The office of a Member of an Executive Committee shall be ipso-facto vacated.</p> <p>(a) if he resigns his office by a notice in writing;</p> <p><b>(b) if he is found to be of unsound mind by a Court of competent jurisdiction.</b></p> <p><b>(c) if he applies to be adjudicated as insolvent or is otherwise, adjudged an insolvent;</b></p> <p><b>(d) if he is convicted by a Court of an offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months;</b></p> <p>(e) If he or any firm of which he is a partner or any Company or Corporation of which he is a Director without sanction of the Company accepts or holds any office of profit under Council other than of a Legal Advisor or Banker;</p> <p><b>(f) If he absents himself for three consecutive meetings of the Committee or from</b></p>	52 Vacation of Office	<p>The office of a Member of an Executive Committee shall become vacant:-</p> <p>(a) if he resigns his office by a notice in writing;</p> <p><b>(b) Deleted</b></p> <p><b>(c) Deleted</b></p> <p><b>(d) Deleted</b></p> <p>(e) If he or any firm of which he is a partner or any Company or Corporation of which he is a Director without sanction of the Company accepts or holds any office of profit under Council other than of a Legal Advisor or Banker;</p> <p><b>(f) Deleted</b></p>

	<p><b>all meeting of the Executive Committee for a continuous period of three months, whichever, is more, without obtaining leave of absence of Executive Committee;</b></p> <p>(g) If he ceases to <b>have any connection or association</b> with the firm or Company which he <b>represents, unless, he is in association</b> with any other Firm which is a Member;</p> <p>(h) If he has been suspended, removed or ceased to be a Member of the Council under Articles 8 and 9.</p> <p><b>(i) If he is already a director of a Public Company which:-</b></p> <p>(a) has not filed annual accounts and annual returns for any continuous three financial years commencing on or after 1st April, 1999 or</p> <p>(b) has failed to repay its deposits or interest or redeem its debentures on due date or pay dividend and such failure continues for one year or more.</p> <p><b>(j) He or any firm in which he is partner or any company, of which he is a director, commits a violation of section 295 and/or section 299 of the act.</b></p> <p><b>(k) He becomes disqualified by</b></p>		<p>g) If he ceases to be <b>authorised representative</b> with the firm or Company which he represents, unless, he is an <b>authorised representative</b> with any other Firm or company which is a Member;</p> <p>h) If he has been suspended, removed or ceased to be a Member of the Council under Articles 8 and 9.</p> <p>i) <b>Deleted</b></p> <p>j) <b>Deleted</b></p> <p>k) <b>Deleted</b></p>
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	<p><b>an order of the court u/s 203 of the Act.</b></p> <p>1) -----</p>		<p>1) <b>If he incurs any of the disqualifications as provided in section 167 or any other applicable provisions of the of the Act or rule made there under, if any, in this behalf.</b></p>
<p>54. Casual Vacancy in Office of the Chairman</p>	<p><b>Upon a vacancy occurring during the tenure in the office of Chairman the Executive Committee may elect within three months, one amongst the Executive Committee Members of the same region, to be the Chairman of the Council. The resultant vacancy of the member of the Executive Committee shall be filled in as a casual vacancy.</b></p>	<p>54. Casual Vacancy in Office of the Chairman</p>	<p><b>(a) If there will be vacancy in the Office of the Chairman due to resignation, death, removal or otherwise, the Vice-Chairman of the Council shall automatically become the Chairman of the Council, for a maximum period of two years from the date of his appointment as the Chairman.</b></p> <p><b>(b) The new Chairman is appointed via the Vice Chairman route as prescribed in (a) above.</b></p> <p><b>The election to the post of Vice Chairman should be held at the earliest (within three months from the date of vacancy) through e-voting.</b></p>
<p>55. Casual Vacancy in office of Vice- Chairman</p>	<p><b>Upon a vacancy occurring during the year in the office of any of the three Vice-Chairmen, the Committee may elect one of their own Members from the particular region to be the Vice-Chairman</b></p>	<p>55. Casual Vacancy in office of Vice- Chairman</p>	<p><b>If there occurs a vacancy in the Office of the Vice Chairman due to resignation, death, removal or otherwise, the Chairman shall have the additional charge of the Vice Chairman till the new Vice Chairman is appointed within period of two months from the date of vacancy via electronic voting as stated above.</b></p>
<p>56. Casual Vacancy in office of Chairman/ Vice-Chairman</p>	<p><b>Upon a vacancy occurring during the year in the office of the Chairman as well as in the office of the Vice-Chairman, the Committee may fill up the vacancies by electing two of their own members to the Chairman and Vice-Chairman, respectively.</b></p>	<p>56. Casual Vacancy in office of Chairman/ Vice- Chairman</p>	<p><b>Deleted.</b></p>

<p>57 Powers of the Executive Committee</p>	<p>The Committee may exercise all such powers of the Council, including power to frame, modify, and/or rescind, bye-laws, rules and regulation and do all such acts and things as are not contrary to the Act or any other law or by the memorandum or by the Articles of Association of the Council required to be exercised by the Council in General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other Act and to such regulations being not inconsistent with the aforesaid Articles or provisions as may be prescribed by the Council in General Meeting, but no requisition made by the Council in general Meeting shall invalidate any prior Act of the Committee which would have been valid, if the Articles had not been made, provided that, the Committee, shall not except with the consent of the Council in General Meeting.</p> <p>(a) sell, lease, or otherwise, dispose of the whole or substantially the whole of the undertaking of the Council or where the Council owns more than one undertaking of the whole or substantially the whole of any such undertaking.</p> <p>(b) invest, otherwise than, in trust securities or <b>scheduled</b> banks the amount of compensation</p>	<p>57 Powers of the Executive Committee</p>	<p><b>Subject to the provisions of the Act</b>, the Committee may exercise all such powers of the Council, including power to frame, modify, and/or rescind, bye-laws, rules and regulation and do all such acts and things as are not contrary to the Act or any other law or by the memorandum or by the Articles of Association of the Council required to be exercised by the Council in General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other Act and to such regulations being not inconsistent with the aforesaid Articles or provisions as may be prescribed by the Council in General Meeting, but no requisition made by the Council in general Meeting shall invalidate any prior Act of the Committee which would have been valid, if the Articles had not been made. Provided that, subject to the provisions of the section 180 of the Act, the Committee, shall not except with the consent of the Council by way of special resolution in General Meeting:-</p> <p>(a) sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Council or where the Council owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.</p> <p><b>(aa) Any disposal/sale /lease/ transfer of assets created out of Central Government grant shall require prior specific approval of the Ministry of Textiles</b></p> <p>(b) invest, otherwise than, in trust securities or banks the amount of compensation received by it as a</p>
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	received by the Council in respect of the <b>compulsory acquisition of any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time.</b>		result of any merger or amalgamation.
59 Registered Office	The Registered Office shall be at New Delhi	59 Registered Office	The Registered Office shall be at New Delhi <b>or such other place as may be changed from time to time.</b>
Meeting of Executive Committee	The Executive Committee may meet together for the dispatch of business from time to time and shall so meet <b>at least once in every three months and at least four such meetings shall be held in every year</b> and it may adjourn or otherwise regulate the meetings and proceedings as it may deem fit. The provision of this article shall not be deemed to be contravened merely by the reason of the fact that a meeting of the Executive Committee which has been called in compliance with the terms herein mentioned could not be held for want of a quorum. The Executive Committee may hold its meetings at any place in India and may open its branches or functional Offices at other places.	Meeting of Executive Committee	The Executive Committee may meet together for the dispatch of business from time to time. At least four such meetings shall be held in every year and <b>not more than one hundred and twenty days shall intervene between two consecutive meetings.</b> The Executive Committee may adjourn or otherwise regulate the meetings and proceedings as it may deem fit. The provision of this article shall not be deemed to be contravened merely by the reason of the fact that a meeting of the Executive Committee which has been called in compliance with the terms herein mentioned could not be held for want of a quorum. The Executive Committee may hold its meetings at any place in India and may open its branches or functional Offices at other places.
60 Period and content of Notice	The Secretary under the direction of the Chairman shall convene a meeting of the Executive Committee by giving at least 7 days previous notice to each Member of the Executive Committee and specify in such notice the statement of the	60 Period and content of Notice	The Secretary under the direction of the Chairman shall convene a meeting of the Executive Committee by giving at least 7 days previous notice to each Member of the Executive Committee and specify in such notice the statement of the business to be transacted. The

	business to be transacted. The meeting may, however, also consider other matters which in the opinion of the Chairman demand immediate consideration. An urgent meeting of the Executive Committee may at discretion of the Chairman be convened by giving 72 hours notice. If a requisition in writing is made to the Chairman by not less than 1/4th of the members of the Committee having voting rights on the date of requisition, the Chairman shall require the Secretary to call a meeting of the Committee within a reasonable time, which shall not exceed 15 days.		meeting may, however, also consider other matters which in the opinion of the Chairman demand immediate consideration. <b>Subject to the provision of section 173</b> , an urgent meeting of the Executive Committee may at discretion of the Chairman be convened by giving 72 hours notice. If a requisition in writing is made to the Chairman by not less than 1/4th of the members of the Committee having voting rights on the date of requisition, the Chairman shall require the Secretary to call a meeting of the Committee within a reasonable time, which shall not exceed 15 days.
61 Quorum	<b>Subject to the provision of Section 287</b> and other applicable provisions (if any) of the Act, the quorum for meeting of the Committee shall be 1/3rd of the total strength of the Committee or 11 whichever is less, besides the Government Nominees, if present.	61 Quorum	<b>Subject to the provision of the Act</b> and other applicable provisions (if any) of the Act or rules thereof, the quorum for meeting of the Committee shall be either 8 members or twenty five per cent of its total strength whichever is less.
62. Chairman to Preside	The Chairman or in his absence the <b>Senior Vice-chairman</b> or in his absence such other Vice-Chairman for the time being of the Council present willing to preside shall preside at all meetings of the Committee, and if, at such meeting, such chairman or Vice-chairman, shall not be present within fifteen minutes after the time appointed for holding the same, the members present shall choose one of their Members to be Chairman of the Meeting.	62. Chairman to Preside	The Chairman or in his absence the <b>Vice chairman</b> for the time being of the Council present shall preside at all meetings of the Committee, and if, at such meeting, such chairman or Vice-chairman, shall not be present within fifteen minutes after the time appointed for holding the same, the members present shall choose one of their Members, <b>through consensus or by majority</b> , to be Chairman of the Meeting.
63 Majority to Decide	Question at any meeting of the Executive Committee shall be decided by a majority of votes and in case of any equality of	63 Majority to decide	<b>Subject to the provisions of the Act</b> , question arising at any meeting of Executive Committee shall be, unless required to be passed

	votes, the Chairman of the meeting(whether the Chairman or Vice-Chairman as Chairman presiding at such Meeting) shall have a second or casting vote.		unanimously or any specific majority under the Act or rules, be determined by a majority of votes of the members of the Executive Committee present and in case of an equality of votes, the chairman of the Executive Committee, shall have a second or casting vote.
64 Delegation to Sub-Committees	The committee may delegate or divide/bifurcate any of its powers to Sub-Committees consisting of such member or members of their body as it thinks fit and it may from time to time revoke and discharge any such committee either wholly or in part and either as to persons or purposes. Every Sub-Committee so formed shall in the exercise of the power as delegated or divided/bifurcated; conform to any regulation that may from time to time be imposed on it by the committee. All such acts done by any such Sub-Committee in the conformity with such regulation and in fulfilment of the purposes of their appointment, but not otherwise, shall have the force and effect as it, done by the Executive Committee.	64 Delegation to Sub-Committees	<b>Subject to the provisions of the Act,</b> the committee may delegate or divide/bifurcate any of its powers to Sub-Committees consisting of such member or members of their body as it thinks fit and it may from time to time revoke and discharge any such committee either wholly or in part and either as to persons or purposes. Every Sub-Committee so formed shall in the exercise of the power as delegated or divided/bifurcated, conform to any regulation that may from time to time be imposed on it by the committee. All such acts done by any such Sub-Committee in the conformity with such regulation and in fulfilment of the purposes of their appointment, but not otherwise, shall have the force and effect as it, done by the Executive Committee
66 Resolution by Circulation	(a) <b>Subject to compliance with Section 289 of the Act</b> any business, which may be necessary for the Committee to transact, may, if the Chairman so directs be carried out by circulation of papers among all its members of the committee and any resolution so circulated and approved by the majority of such members shall be as effectual and binding, as if the resolution had been passed at the meeting of the committee, provided that the resolution has been approved by a majority of members of the	66 Resolution by Circulation	(a) <b>Subject to the provisions of Section 175 and 179 of the Act</b> or any rules made there under, if any, any business, which may be necessary for the Committee to transact, may, if the Chairman so directs be carried out by circulation of papers among all its members of the committee and any resolution so circulated and approved by the majority of such members shall be as effectual and binding, as if the resolution had been passed at the meeting of the committee, provided that the resolution has been approved by a majority of members of the

	<p>committee for the time being in India (except as provided in Section 292 of the Act).</p> <p>b) When any business is so referred by circulation to the members of the committee, a period of not less than seven clear days shall be allowed for the receipt of replies from such members, such period will be reckoned from the date on which the notice of the business is issued.</p>		<p>committee for the time being in India Provided that Matters referred to in clauses (d), (e) and (f) of sub-section (3) of section 179 of the Act, may be decided by the Board by circulation instead of at a meeting.</p> <p>b) When any business is so referred by circulation to the members of the committee, a period of not less than three clear days shall be allowed for the receipt of replies from such members, such period will be reckoned from the date on which the notice of the business is issued.</p>
69. Minutes of the meeting.	(a) The Committee shall cause minutes of all proceedings of every meeting of the committee and of every sub-committee thereof to be kept by making within 30 days of the conclusion of every such meeting, entries thereof in books kept with consecutively numbered pages.	69. Minutes of the meeting.	(a) The Committee shall cause minutes of all proceedings of every meeting of the committee and of every sub-committee thereof along <b>with the date of entry</b> to be kept by making within 30 days of the conclusion of every such meeting, entries thereof in books kept with consecutively numbered pages.
70 Committee members register	The Committee shall cause to be kept at the Registered Office of the Council a register containing the particulars of the Members of the Committee and other persons as mentioned in Section 303 of the Act and shall, otherwise, comply with the provisions of the said section in all respects.	70 Committee members register	The Committee shall cause to be kept at the Registered Office of the Council a register containing the particulars of the Members of the Committee and other persons as mentioned in <b>Section 170 of the Act and rules made there under in this behalf</b> , if any, and shall, otherwise, comply with the provisions of the said section in all respects.
71 Books of account	<p>The Committee shall keep at the office or at such other places in India, as the Committee thinks fit, proper Books of Accounts, in accordance with <b>Section 209 of the Act</b>, with respect to:</p> <p>(a) all sums of money received and expended by the Council and the matters in respect of</p>	71 Books of account	<p>The Committee shall keep at the office or at such other places in India, as the Committee thinks fit, proper Books of Accounts, in accordance with <b>the provisions of the Act and rules made thereunder with respect to:</b></p> <p>(a) all sums of money received and expended by the Council and the matters in respect of which the</p>

	<p>which the receipts and expenditure take place;</p> <p>(b) all sales and purchase of goods by the Council:</p> <p>(c) the assets and liabilities of the Council:</p>		<p>receipts and expenditure take place;</p> <p>(b) all sales and purchase of goods by the Council:</p> <p>(c) the assets and liabilities of the Council:</p>
Place to keep books of account	<p>Where the Committee decides to keep all or any of the Books of Account at any place other than the office of the Council, the Council shall within seven days of the decision, file with the Registrar, a notice in writing giving the full address of the other place.</p> <p>The Council shall preserve in good order the Books of Accounts relating to a period not less than four years proceeding the current year.</p>	Place to keep books of account	<p>Where the Committee decides to keep all or any of the Books of Account at any place other than the office of the Council, the Council shall within seven days of the decision, file with the Registrar, a notice in writing giving the full address of the other place.</p> <p>The Council shall preserve in good order the Books of Accounts relating to a period not less than Eight <b>financial years</b> preceding the current <b>financial year</b>.</p>
Branch Accounts	<p>When the Council has a Branch Office, whether in or outside India, the Council shall be deemed to have complied with this article if proper Books of Account relating to the transactions effected at the Branch Office and proper summarized returns made up to date at intervals of not more than three months are sent by Branch Office to the Council at the Registered Office or other place in India at which the Council is doing business.</p>	Branch Accounts	<p>When the Council has a Branch Office, whether in or outside India, the Council shall be deemed to have complied with this article if proper Books of Account relating to the transactions effected at the Branch Office <b>are kept at that office</b> and proper summarized returns made up to date at intervals of not more than three months are sent by Branch Office to the Council at the Registered Office or other place in India at which the Council is doing business</p>
73 Statements of Accounts to be laid at general meeting	<p>The committee shall from time to time in accordance with <b>Section 210,211,215,216,217 of the Act</b>, cause to be prepared and to be laid before the Council in General Meeting such Balance Sheets, Profits and Loss</p>	73 Statements of Accounts to be laid at general meeting	<p>The committee shall from time to time in accordance with <b>Section 129 and 134 of the Act</b> and rules made there under in this behalf, if any, cause to be prepared and to be laid before the Council in Annual General Meeting such Balance</p>

	Accounts for Income and Expenditure Accounts and Reports as are required by these sections.		Sheets, Profits and Loss Accounts for Income and Expenditure Accounts and Reports as are required by the Act.
74 Balance Sheet to be in prescribed form	Subject to the provisions of the Act, every Balance Sheet shall be in the form set out in <b>Part-I of Schedule-VI of the Act</b> or as near thereto as circumstances admit.	74 Balance Sheet to be in prescribed form	Subject to the provisions of the Act, every Balance Sheet shall be in the form set out in <b>Part-I of Schedule-III of the Act</b> or as near thereto as circumstances admit.
76 Annexure to balance sheet	<b>The Income and Expenditure Account shall be annexed to the Balance Sheet and the Auditor's Report shall be attached thereto.</b>	76 Annexure to balance sheet	<b>The Auditor's Report shall be attached to every financial statement.</b>
77 Report of executive committee to be attached	<b>Every Balance Sheet</b> laid before the Council in General Meeting shall have attached to it, a report of the Executive Committee with respect of the state of Council's affairs	77 Report of executive committee to be attached	<b>Financial statement</b> laid before the Council in General Meeting shall have attached to it, a report of the Executive Committee with respect of the state of Council's affairs.
78 Balance Sheet to be sent to members 14 days prior to meeting	A printed copy of each <b>Income and Expenditure Account and Balance Sheet audited</b> together with the report of the Auditors and Executive Committee shall, at least, 14 days previous to the meeting to be sent to the registered addresses of every Member and a copy shall also be deposited at the office for the Inspection of Members during a period, at least, 14 days before the meeting.	78 Balance Sheet to be sent to members 14 days prior to meeting	A printed copy of audited <b>financial statement</b> together with the Auditor's and Executive Committee's report shall, at least, 14 days previous to the meeting to be sent to every Member of the council and all other persons so entitled through any means as may be permitted under the Act and Rules thereof..
79 Filing of balance sheet	After the Balance Sheet and Income and Expenditure Account have been laid before the Council as its Annual General Meeting copies thereof shall be filed with the Registrar of Companies, in accordance with the Provision of <b>Section 220 of the Act.</b>	79 Filing of balance sheet	After the financial statement have been laid before the Council at its Annual General Meeting copies thereof shall be filed with the Registrar of Companies, in accordance with the Provision of <b>Section 137 of the Act and rules made thereunder</b>
88(a) Appointment of Secretary	There shall be a Secretary General of the Council who shall function as the Chief Executive	88(a) Appointment of Secretary	There shall be a Secretary General of the Council who shall function as the Chief Executive Officer of the

General	Officer of the Council and report to the Chairman of the <b>Executive Committee</b> . The Secretary General shall be appointed by the Executive Committee, <b>after obtaining approval of the Central Government in cases where such approvals are deemed necessary.</b>	General	Council and report to the Chairman of the <b>Council</b> . The Secretary General shall be appointed by the Executive Committee
94 Service of documents and notice	(a) A document or notice may be served or given by the Council on any Member either personally or by sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Council for serving documents or notices on him.  (b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the documents or notice, provided that where a Member has intimated to the Company in advance that documents or notice should be sent to him under a Certificate of Posting or by Registered Post with or without Acknowledgement due and has deposited with the Council a sum sufficient to defray be effected unless it is sent in the manner intimated by the Member and such services shall be deemed to have been effected in the case of a notice of a meeting at the expiry of forty-eight hours after the letter would be delivered in the ordinary course of postal business.	94 Service of documents and notice	(a) A document or notice may be served or given by the Council on any Member either personally or by sending it by post or <b>by any other means as may be allowed under the Act or rules</b> , to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Council for serving documents or notices on him.  (b) <b>Subject to the provisions of the Act</b> , where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the documents or notice, provided that where a Member has intimated to the Company in advance that documents or notice should be sent to him under a Certificate of Posting or by Registered Post with or without Acknowledgement Due and has deposited with the Council a sum sufficient to defray be effected unless it is sent in the manner intimated by the Member and such services shall be deemed to have been effected in the case of a notice of a meeting at the expiry of forty-eight hours after the letter would be delivered in the ordinary course of postal business.
98	<b>Subject to provisions of Section</b>	98	<b>Subject to provisions of the Act, no</b>

Member of the committee etc. not responsible for acts of others	<b>201 of the Act</b> , no Member of the Committee or a Sub-Committee thereof, Secretary or other officer of the Council or any person employed as an Auditor shall be liable (otherwise, save as mentioned in <b>Section 201 of the Act, than through any negligence, default, misfeasance, breach of duty or breach of trust on his part</b> ) for the acts, receipts, neglects or defaults of any other member or Members of the Sub-Committee or Officer or for any loss or expenses happening to the Council through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Council or for the insufficiency or deficiency of any securities in or upon which any of the moneys of the Council shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or for any other loss, damages or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto.	Member of the committee etc. not responsible for acts of others	Member of the Committee or a Sub-Committee thereof, Secretary or other officer of the Council or any person employed as an Auditor shall be liable for the acts, receipts, neglects or defaults of any other member or Members of the Sub-Committee or Officer or for any loss or expenses happening to the Council through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Council or for the insufficiency or deficiency of any securities in or upon which any of the moneys of the Council shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or for any other loss, damages or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto
100 Any Alteration to have approval of Central Government.	No change, alteration or modification shall be made in any of the articles without the concurrence the administrative Ministry, Govt. of India and Central Govt. <b>within the meaning of Section 10E(1A) of the Act.</b>	100 Any Alteration to have approval of Central Government	No change, alteration or modification shall be made in any of the articles without the concurrence the administrative Ministry, Government of India and Central Government <b>under the Act and rules thereof.</b>
101	Central Government shall have powers:  (i) To give directions to the	101	<b>The Central Government shall have power give directions to the Council in matters involving apparel export promotion.</b>



	<p><b>Council as to the exercise and performances of its functions in matters involving national/public interest and to ensure that the Council gives effect to such directions.</b></p> <p><b>(ii) To call for such reports, returns and other informations with respect to the property and other activities of the Council as may be required from time to time.</b></p> <p><b>(iii) To approve the Council Budget i.e. Revised Estimates and Budget Estimates relating to Market Development Assistance only.</b></p> <p><b>(iv) To approve agreement involving Foreign Collaboration, if any, proposed to be entered in to by the Council</b></p>		
103 Repugnancy to the Act	<p>Where, in relation to a Council to which the <b>Companies Act 1956</b> applies, if there is a repugnancy between the provisions of these articles and the procedures of that Act, the procedure of the Act shall to the extent of the repugnancy overrule the provisions of these articles.</p> <p>We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a Council not for profit in pursuance of this Article of Association.</p>	103 Repugnancy to the Act	<p>Where, in relation to a Council to which the <b>Companies Act, 2013</b> (or any other previous company law) applies, if there is a repugnancy between the provisions of these articles and the provisions of that Act, the provisions of “The Act” shall to the extent of the repugnancy overrule the provisions of these articles.</p> <p>We, the several person whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a Council not for profit in pursuance of this Article of Association</p>

By order of the Executive Committee

Sumit Gupta  
(Secretary)

Place: Gurugram  
Date: 18.09.2021

**Registered Office:**  
A-223, Okhla Industrial Area, Phase-1  
New Delhi-110020

## **Explanatory Statement pursuant to Section 102 of the Companies Act 2013**

### **Item No. 1**

#### **Amendment to Clause VIII of Part C of Memorandum of Association**

The word “other than Govt. Nominees” is deleted in view of Ministry of Textiles Communication no No.8/5/2017-EP dated 13.08.2020.

All Executive Committee members are interested to the extent being present members of the Executive Committee of the Council and except aforesaid none of the Executive Committee members and their relatives are interested in any way, whether financially or otherwise, in the above said resolution.

### **Item No. 2**

As per new provisions of Companies Act, 2013, para 2.91 & 2.92 of Hand Book of Procedure of [FTP 2015-2020](#) and Ministry of Textiles Communication no No.8/5/2017-EP dated 13.08.2020, there are amendments, additions and deletions, which are required to be incorporate in the existing Memorandum and Articles of Association of the Council, being a Company registered under Section 25 of the Companies Act 1956 (Section 8 of Companies Act 2013).

#### **2.91 Registering Authorities**

(a) Registering Authority is a body notified by DGFT in this regard to register importers/exporters as its members by issuing RCMC.

(b) The list of notified Registering Authorities is at Appendix-2 T.

(c) EPCs acting as the Registering Authorities for RCMC at present will continue to act as Registering Authorities and issue RCMC to their members till 31st March, 2016. EPCs wishing to continue as Registering Authority for their product group thereafter shall have to comply and fulfill the conditions as specified in Paragraph 2.92 below before 31st March, 2016.

#### **2.92 Criteria for EPCs as Registering Authorities**

In order to make the EPCs truly democratic and participative in nature and for better governance and transparency, the criteria for them to function as Registering Authority are being laid down as under:

(a) E-Voting: Electronic Voting would be mandatory for election to the posts of Vice Chairman/Vice President and Executive Committee members with a view to ensuring wider participation.

(b) Tenure of Elected Heads: The tenure of an elected head shall not be for more than two years. The election of Chairman/President of the EPC shall be via Vice Chairman/Vice President route. However, any member having held the post of Chairman/President and/or Vice Chairman/Vice

President may come back as Vice Chairman/Vice President in the same council after a gap of not less than 4 years.

(c) Directions of the Central Government: EPCs acting as the Registering Authorities shall abide by all directions of the Central Government in respect of promotion and development of international trade.

Further Ministry of Commerce vide letter No 12/2/2013-E&MDA dated 07/12/2015 has clarified that :-

- i) As per FTP provisions, the EPCs having RCMC powers need to follow para 2.92 of the Handbook of Procedure. Not following the advice on the provisions would make the EPCs ineligible to issue RCMC and also to get grants under MAI and MDA Schemes.
- ii) All EPCs must follow e-voting for election of the posts of Executive Committee and also for the post of Vice-Chairman. A reputed agency should be appointed by the EPC to conduct the election in a free and fair manner.
- iii) Wherever Executive Committee members are elected from their respective panels / sub-divisions, the EPC may continue to follow the existing system. However, elections for the panels must be through e-voting by the members belonging to the respective constituency. Once the full Executive Committee is in place, those members of the Executive committee who wish to offer themselves for the post of Vice-Chairman may do so. E-voting for the post of Vice-Chairman should be done by all the members eligible to vote, irrespective of sub-divisions of panels.
- iv) All the present Chairman of the EPCs may continue to hold their post till the expiry of their term. However, elections to the post of Vice-Chairman must be completed with the period stipulated under the Handbook of Procedure.
- v) All members, fulfilling the minimum requirement of exports, as prescribed by the respective EPC, would be eligible to vote for both, the Executive Committee and Vice-Chairman.
- vi) Vice-Chairman so elected shall become Chairman after the present Chairman completed his term and will have tenure as prescribed in the Handbook unless he declines to accept the post of Chairman or he is removed from the post of Vice-Chairman by a no-confidence vote of no less than the two third of the Executive Members. The resolution regarding no confidence will have to be put to vote on the same pattern of direct elections as followed during the time of election to the post of Vice-President.
- vii) In the event of the post of Vice-Chairman falling vacant due to any of the circumstances, the post shall be filled up as prescribed above.
- viii) Any member having held the post of Chairman and / or Vice-Chairman can come back as Vice-Chairman in the same Council only after the gap of four years.
- ix) Any election to the posts of Executive Committee and Vice-Chairman, held after the announcement of FTP without following the above provisions will not be recognized by

the Department of Commerce and fresh elections following these provisions will have to be held in order to make the EPC eligible under (i) above.

- x) Department of Commerce will depute observer for the elections for the post of Vice-Chairman and Executive Committee. Specific duties and check-list for the observers will be issued separately.
- xi) Department of Commerce will not entertain any request or representation for relaxation or extension of time.

Ministry of Textiles vide Communication no No.8/5/2017-EP dated 13.08.2020 informed that in consonance with the Government of India Vision of “Minimum Government and Maximum Governance” it is imperative to rationalize Textiles Export Promotion Council’s (TEPCs). Accordingly, the following has been decided for implementation with immediate effect.

- i) The post of Secretary General (SG)/Executive Director(ED) of Textiles Export Promotion Councils (TEPCs), if any, posted/nominated with the approval of the Government stands withdrawn with immediate effect. Respective Council’s may appoint their own SG/ED.
- ii) Officers of the Ministry of Textiles, Government of India, representing in the Governing bodies of these Council are hereby withdrawn
- iii) Any disposal/sale/lease/transfer created out of Central Government grant shall require prior specific approval of the Ministry of Textiles.
- iv) Wherever, the Government assistance under any scheme is provided to the TEPCs, a separate empowered committee/standing committees shall be constituted by the respective Council for monitoring of such expenditure. The Government nominee shall stand that meeting only.
- v) All above changes may be included in the relevant by laws of the respective TEPCs, under intimation of the Ministry of Textiles.

In view of above, the proposed changes in the Articles of Associations are given below:-

#### Article 1

##### 1) Definition:-

The following definitions have been amended to give more clarity, in view of provisions contained in Companies Act 2013.

(b) The existing Article 1(b) regarding definition of “The Act” has been amended by indicating Companies Act 2013, in place of Companies Act 1956.

(e) The existing Article 1(e) regarding definition of “The Committee” has been amended in view of Companies Act 2013.

(j) The existing Article 1 (j) provides for definition of “year”, and is proposed to be deleted to avoid ambiguity, in view of the fact that the financial year has been defined under Article 1(q) of Articles of Association of the Council.

(m) The existing Article 1(m) regarding definition of “Place of Business” has been amended by adding words “or any change therein whether made under that Act or under the Companies Act, 2013”.

(q) The existing Article 1(q) regarding definition of “Financial Year” has been amended by indicating Section 2(41) of the Act and accordingly updated, regarding definition of Financial Year provided in Companies Act 2013.

(r) The existing Article 1(r) regarding definition of “The Register” has been amended by indicating relevant Section 88 of Companies Act 2013.

The following definitions have been added to Articles of Association of the Council.

(ac) “Financial Statements”, shall have the same meaning as defined in section 2(40) of the Act.

(ad) 'voting by electronic means" includes "remote e-voting" and voting at the General Meeting through an electronic voting system, which may be the same as used for remote e-voting.

(ae) “Remote e-voting" means the facility of casting votes by a member using an electronic voting system from a place other than venue of a General Meeting

#### Article 2

The existing Article 2 (a) regarding “Table C” of Companies Act 1956 applicable to the Council has been suitably amended to the effect that the regulations contained in Table H of the schedule I to the Companies Act, 2013 shall apply to the Council, except to the extent they are expressly or impliedly excluded or modified by the these Articles.

#### Article 5(b)

The existing Article 5(b) is deleted with regard to Ministry of Textiles Communication no No.8/5/2017-EP dated 13.08.2020.

#### Article 6(b)

The existing Article 5(b) is deleted with regard to Ministry of Textiles Communication no No.8/5/2017-EP dated 13.08.2020.

#### Article 7

The existing Article 7 with regard to “Authorized Representative” has been suitably amended, by indicating the relevant Section 113 of Companies Act 2013, at appropriate place.

#### Article 13

The existing Article 13 with regard to “Register of Members” has been suitably amended in view of Section 88 of the Companies Act, 2013. Further provision for providing of inspection for Register their indices as provided U/S 94 of the Companies Act, 2013 and taking of such Register has been incorporated, except when they are closed as per provisions of the Act.

#### Article 16

The existing Article 16 with regard to “Borrowing Powers” has been suitably amended by indicating the relevant provision of Section 179 and 180 of Companies Act 2013, at appropriate place.

#### Article 18

The existing Article 18 with regard to “Register of Charges” has been suitably amended by indicating the relevant Section 77 to 85 of Companies Act 2013, at appropriate place.

#### Article 19

The existing Article 19 with regard to “Annual General Meeting” has been suitably amended by indicating the relevant Section 96 & 129 of Companies Act 2013 at appropriate places.

Further the specific provision has been amended by inserting “The Council may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting. Every Member shall be entitled to attend in person only”. Further provisions has been inserted for calling of auditor of the Council as provided in Section 146 of Companies Act 2013, to the Annual General Meeting, unless otherwise exempted by the Council, either himself or through his authorized representative who shall also be qualified to be an auditor and shall have right to be heard at such meeting

#### Article 21

The existing Article 21 with regard to calling of Extraordinary General Meeting has been suitably amended by indicating the relevant Section 100 of Companies Act 2013 at appropriate place.

#### Article 22

The existing Article 22 with regard to notice has been suitably amended by indicating the relevant Section 101 of Companies Act 2013 at appropriate place.

(b) Specific provision has been inserted, as per requirement of Section 101 of Companies Act 2013, that Notice of every General Meeting of the council shall be given to the every member of the council, legal representative of any deceased member or he assignee of an insolvent member, the auditor or auditors of the company and every member of the Executive Committee.

#### Article 23

The existing Article 23 with regard to “Content of Notice” has been amended by inserting word “Day” as required under Section 101 of Companies Act 2013.

#### Article 24

The existing Article 24 provides the manner of appointment of Chairman and Vice Chairman of the Council, the said provision has been amended in view of the provisions of para 2.91 & 2.92 of the Hand Book of Procedure of Foreign Trade Policy 2015-2020 and Clarification issued by Ministry of Commerce dated 07.12.2015 in implementation para 2.91 & 2.92 of the Hand Book of Procedure of Foreign Trade Policy 2015-2020.

Further provision for regional head has been added.

Since, there will be only one vice-chairman; therefore, the provision regarding deciding of seniority of Vice-Chairman has been deleted.

#### Article 24(h)

New Article has inserted with regard to casual vacancy is the office of Vice chairman occurs due to resignation, death, removal or otherwise, the Chairman shall have the additional charge of the Vice Chairman till the new Vice Chairman is appointed within period of two months from the date of vacancy via electronic voting as stated above.

#### Article 24(I)

New Article with regard to Election to the post of Vice-Chairman would be through Electronic Voting has been inserted in view of provisions of para 2.91 & 2.92 of the Hand Book of Procedure of Foreign Trade Policy 2015-2020.

#### Article 26

The existing Article 26 regarding “Service of Notice by advertisement” is prefix with words “Subject to the provisions of the Act and rules made thereunder” for giving overriding effect to the provisions of the Companies Act, 2013 over the Articles of the Company in case of any inconsistency and/ or contradiction between the Articles and provisions of the Companies Act, 2013.

#### Article 28

The existing Article 26 regarding “ Signing of notice” provides for signing of notice to be given by the Council may be written, printed or lithographer or cyclostyled, which is now amended by replacing lithographer or cyclostyled with digitally signed.

#### Article 29

The existing article 29 regarding “quorum” has been amended in view of section 103 of the Act.

#### Article 30

The existing Article 30 has been bifurcated i.e. Place for holding of General Meeting (b) Adjournment/ dissolution in case quorum is not present, to have more clarity in the existing Articles. The word “Public Holiday” in the existing article 30 has been substituted with “National Holiday” as provided in Section 96 of Companies Act 2013.

#### Article 31

The existing Article 31 relating to “Chairman to take chair” modified according to para 2.91 & 2.92 of the Hand Book of Procedure of Foreign Trade Policy 2015-2020 and Clarification issued by Ministry of Commerce dated 07.12.2015 in implementation para 2.91 & 2.92 of the Hand Book of Procedure of Foreign Trade Policy 2015-2020.

#### Article 34

The existing Article 34 has been bifurcated as follows:-

- a) The Council shall provide voting by electronic means, wherever required, in accordance with the applicable laws for the time being in force.
- b) The Election to the post of Executive Committee Members would be through Electronic Voting.
- c) Voting through proxy is not permitted as per section 105 of the act.
- d) In respect of the resolutions for which remote e-voting facility has been provided, the Chairman shall, at the general meeting at the end of discussion on the resolutions on which voting is to be held, allow voting as applicable with the assistance of the Scrutinizer, by applicable means for all those members who are present in person only at the general meeting but have not casted their votes by availing the remote e-voting facility.

Subject to the provisions of the Act, any resolution can be carried out unanimously or by majority or may be lost and an entry to that effect in the Minutes Book of the Council shall be conclusive evidence of the said fact without proof of the number or proportion of the votes recorded in favour or against that resolution.

#### Article 35

The existing Article 35 has been amended in view of Rule 20 (ix) of the Companies Management & Administration) Amendment Rules 2015 which provides for the manner of appointment of Scrutinizer.

#### Article 37

The said provision has been amended in view of section 109 of the Companies Act 2013.

#### Article 38

The said provision has been amended by substitution of the existing Article with “In the case of equality of votes, the Chairman of the meeting shall have a second or casting vote in addition to his own vote for which he was entitled as a Member.”

#### Article 39

The existing Article 39 has been amended in view of only member authorized representative in person entitle to vote. The provision of proxy has been removed.

#### Article 40 (h)

The existing Article 40 provides for “Minutes of proceedings, how to be kept”. Further Article 40(h) has been suitably amended by inserting following regarding inspection of books containing the Minutes of proceeding of General Meeting for two hours, as provided in Section 119 of Companies Act 2013:-

“kept open for inspection by Members without charge for two hours i.e. 11 AM to 1 AM on each business day”.



#### Article 41 (a)

The said provision has been amended in view of Para 2.91 & 2.92 of hand book of Procedure of FTP 2015-20.

#### Article 41(c)

The existing Article 41 (c) regarding “Right to appoint proxy” has been amended as follows” Voting through proxy is not permitted as per section 105 of the act.”

#### Article 42 (a)

The said Article was amended by removing the para “There will be three government Nominees on the Executive Committee” in view of Ministry of Textiles Communication no No.8/5/2017-EP dated 13.08.2020.

#### Article 42 (b)

The said Article was amended in view of Ministry of Textiles Communication no No.8/5/2017-EP dated 13.08.2020.

#### Article 43

The existing article is amended as follows which amended in view of para 2.91 & 2.92 of hand book of procedure of FTP 2015-2020

The Members of the Council shall, from time to time through e-voting, elect the following office bearers/elected heads

- i) Vice Chairman who shall become Chairman after completion of tenure of present Chairman
- ii) Vice Chairman of the Council shall be elected from elected executive committee members who wish to offer themselves to the post of Vice Chairman

#### Article 45

The existing Article 45 with regard to “Composition of the Executive Committee” has been suitably amended so as to include newly formed state i.e. Telengna from Southern Region.

Further The said Article was also amended by removing the “Three government Nominees on the Executive Committee” in view of Ministry of Textiles Communication no No.8/5/2017-EP dated 13.08.2020.

#### Article 47

The words “shall act as the Returning Officer” has been deleted in view of appointment of Scrutinizer as per Rule 20 of the Company (Management & Administration) amendment Rules 2015. The provision for applicability of proxy for election of Executive Committee member has been deleted.

#### Article 48

The existing Article 48 with regard to “Members who have paid subscription only eligible” has been amended in view of provisions of para 2.91 & 2.92 of the Hand Book of Procedure of Foreign Trade Policy 2015-2020.

#### Article 49

The existing Article 49 with regard to “One-third to retire” at Annual General Meeting has been suitably amended by indicating the relevant Section 152 of Companies Act 2013 at appropriate place.

Further, said Article was also amended by in view of Ministry of Textiles Communication no No.8/5/2017-EP dated 13.08.2020

#### Article 50

The existing Article 50 with regard to “Committee to Co-opt” members to the Executive Committee has been suitably amended by indicating the relevant Section 161 of Companies Act 2013 at appropriate place.

#### Article 51

The existing Article 51(a) provides for “Meeting to stand adjourned if vacancy not filled up”. The word “Public Holiday” in the existing article 51(a) has been substituted with “National Holiday” as provided in Section 96 of Companies Act 2013.

Further Section 164 of Companies Act 2013 specially provides for disqualification for appointment of Director, therefore, Article 51 (b) (iv) has been added as detailed below:-  
“Section 164 of the Act is not applicable to the case”.

#### Article 52

The existing Article 52 regarding “Vacation of Office” has been re-worded in view of Section 167 of Companies Act 2013. Accordingly, Article 52 (b), (c), (d) (f), (i), (j) (k) have been deleted.

However, Article 52 (l) has been inserted with following words “If he incurs any of the disqualifications as provided in section 167 of the Act or rule made there under, if any, in this behalf”.

#### Article 54

The existing provision is amended in view of para 2.91 & 2.92 of Hand Book of Procedure & Ministry of Commerce clarification vide letter No 12/2/2013-E&MDA dated 07/12/2015.

#### Article 55

The existing provision is amended in view of para 2.91 & 2.92 of Hand Book of Procedure & Ministry of Commerce clarification vide letter No 12/2/2013-E&MDA dated 07/12/2015.

#### Article 56

The existing provision is deleted in view of para 2.91 & 2.92 of Hand Book of Procedure & Ministry of Commerce clarification vide letter No 12/2/2013-E&MDA dated 07/12/2015 included at Article no. 54 & 55.

#### Article 57

The existing Article 57 with regard to Powers of the Executive Committee has been suitably amended by indicating the relevant Section 180 of Companies Act, 2013, in view of the Section

6 of Companies Act 2013 which provides that the provisions of act shall have effect notwithstanding anything to the contrary contained in Memorandum or Articles of Association of the Council, or in any agreement executed by it, or in any resolution passed by the Council in General Meeting or its board of directors.

The new Article 57(aa) is also inserted in terms of Ministry of Textiles Communication no No.8/5/2017-EP dated 13.08.2020.

#### Article 59

The existing Article 59 provides for location of Registered Office at New Delhi. It has been proposed for adding word “Or such other place as may be changed from time to time”, in view of making provision for any further change of Registered Office from State of New Delhi to any other state.

Further, the existing Article 59 regarding “Meeting of Executive Committee” has been suitably amended in view of Section 173 of Companies Act 2013 by incorporating following:-

“At least four such meetings shall be held in every year and not more than one hundred and twenty days shall intervene between two consecutive meetings.

#### Article 60

The existing Article 60 with regard to “Period and content of Notice” has been suitably amended by indicating the relevant Section 173 of Companies Act 2013 at appropriate place.

#### Article 61

The existing Article 61 with regard to “Quorum” has been suitably amended as per the exemption available to the section 8 Companies vide notification dated 5<sup>th</sup> June 2015, issued by the Ministry of corporate affairs.

Further, said Article was also amended by in view of Ministry of Textiles Communication no No.8/5/2017-EP dated 13.08.2020

#### Article 62

The existing Article is amended in view of only one Vice Chairman of the Council.

#### Article 63

The existing Article 63 regarding “Majority to decide” has been amended by indicating provisions for Section of Companies Act 2013.

#### Article 64

The existing Article 64 with regard to “Delegation to Sub-Committees” has been amended by adding in view of the Section 6 of Companies Act 2013 which provides that the provisions of act shall have effect notwithstanding anything to the contrary contained in Memorandum or Articles of Association of the Council, or in any agreement executed by it, or in any resolution passed by the Council in General Meeting or its board of directors.

#### Article 66

The existing Article 66 with regard to “Resolution by Circulation” has been suitably amended by indicating the relevant Section 175 and 179 of Companies Act 2013 and also making provisions for any rules made / to be made.

Period of 7 days has been replaced with 3 clear days for receipt of reply.

Further matter specified in clause (d),(e) and (f) of sub-section (3) of section 179 of the Act, may be decided by the board by circulation instead of at a meeting, amended as per the notification dated 5<sup>th</sup> June 2015, issued by the Ministry of corporate affairs.

#### Article 69

The existing article has been amended by including the “date of entry” of minutes in minute book as per the exemption available to the section 8 companies vide notification dated 5<sup>th</sup> June 2015, issued by the Ministry of corporate affairs.

#### Article 70

The existing Article 70 with regard to “Committee members register” has been suitably amended by indicating the relevant Section 170 of Companies Act 2013 at appropriate place and also making provision for any rules to be made there under.

#### Article 71

The existing Article 71 with regard to “Books of Accounts and place to keep books of account” has been suitably amended to indicate words “The provision of Act & Rules made there under “in place of” in accordance with Section 299 of the Act” and also making provision for any rules made/ to be made.

Further due to deletion in definition “years” and to avoid in ambiguity word “year” has been substituted with “financial year” at appropriate place. The words “are kept at that office” has also been added in Branch accounts. The books of accounts to be preserved for 8 financial years instead of 4 financial years.

#### Article 73

The existing Article 73 with regard to “Statements of Accounts to be laid at general meeting” has been suitably amended by indicating the relevant Section 129 and 134 of Companies Act 2013 at appropriate place.

Further in order to give more clarity regarding lying of balance sheet, income and expenditure accounts and Reports etc. before the Annual General Meeting the word “Annual” has been added before General Meeting. The word “As are required by these section” have also be substituted with “as are required by the Act”

#### Article 74

The existing Article 74 provides for Balance Sheet to be in form set out in Part I of Schedule VI. As per Companies Act 2013 Balance Sheet shall be in the form set out in part no. 1 Schedule-III. Accordingly, it has been updated.

#### Article 76

The existing Article 76 provides for “Annexure to balance sheet” Income & Expenditure Account to be annexed to the Balance Sheet and Auditor’s Report. Section 2 (40) of Companies Act 2013 provides that the financial statement includes Balance Sheet, Income and Expenditure Accounts, therefore, Article 76 has been re-worded to the fact that Auditor’s Report is attached to every Financial Statement.

#### Article 77

The existing Article 77 provides for that Balance Sheet laid before General Meeting shall attach to it report of Executive Committee with respect to state of Council’s affairs. Section 2 (40) of Companies Act 2013 provides the Financial Statement includes Balance Sheet & Income & Expenditure Accounts therefore, the word “Balance Sheet” has been substituted with words “Financial Statement”.

#### Article 78

The existing Article 78 provides for sending of copy of Income & Expenditure Account and Balance Sheet together with report of Auditor to members. Section 2 (40) of Companies Act 2013 provides the Financial Statement etc. to be included Balance Sheet & Income & Expenditure Accounts. Therefore; the word Income and Expenditure Account and Balance Sheet audited has been substituted with Audited Financial Statement.

#### Article 79

The existing Article 79 with regard to “Filing of Balance Sheet” has been suitably amended by indicating the relevant Section 137 of Companies Act 2013.

Further Section 2 (40) of Companies Act 2013 provides the Financial Statement to be included Balance Sheet & Income & Expenditure Accounts, therefore, the word Balance Sheet and Income and Expenditure Account has been substituted with Financial Statement.

#### Article 88(a)

The Article 88(a) is amended in terms of Ministry of Textiles Communication no No.8/5/2017-EP dated 13.08.2020.

#### Article 94

The existing Article 94 (a) provides for “Service of documents and notice”. Section 20 of Companies Act 2013 provides for services of documents by various means i.e. Registered Post, Speed Post, Courier Service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed. Therefore, the word “or by any other means as may be allowed under the Act or rules” has been inserted to comply with the requirements of Companies Act 2013.

Further, in the existing Article 94 (b) has been suitably amended for giving overriding effect to the provisions of the Companies Act, 2013 over the Articles of the Company in case of any inconsistency and/ or contradiction between the Articles and provisions of the Companies Act, 2013.

#### Article 98

The existing Article 98 provides for member of the Committee etc not responsible for Acts of others “subject to provision of this act” has been inserted in existing Article in view of Section 6 of Companies Act 2013, which provides that the provision of act shall have affect notwithstanding any to the contrary contained in Memorandum and Articles of Association of the Council.

#### Article 100

The existing Article 100 provides that any alteration in Memorandum and Articles of Association to have approval of Central Govt. In view of Companies Act 2013 replacing Companies Act 1956, the word “Central Govt. within the meaning of Section 10E(1A) of the Act” has been replaced with “Ministry, Govt of India or any other authority as may be required under the Act and rules thereof”.

#### Article 101

The existing Article 101 provides for the powers of the Central Government. The said Article has been amendment by inserting the words” The Central Government shall have powers to give directors to the Council in matter involving apparel export promotion”

#### Article 103

The existing Article 103 regarding repugnancy to the Act has been suitably amended by indicating “Companies Act 2013 (or any other previous Company Law)” in place of “The Companies Act 1956”.

Further word “procedure of Act” has been amended as “Provision of Act”.

All Executive Committee members are interested to the extent being present members of the Executive Committee of the Council and except aforesaid none of the Executive Committee members and their relatives are interested in any way, whether financially or otherwise, in the above said resolution.

### **INSPECTION**

All material and documents of the above mentioned resolutions, are available for inspection at the Registered Office of the Council between 11.00 a.m. to 1.00 p.m. on all working days and can also be inspected electronically by sending a request at [sumit.gupta@aepcindia.com](mailto:sumit.gupta@aepcindia.com).

### **NOTES:**

[a] “A MEMBER ENTITLED TO VOTE IN THE GENERAL MEETING OF AEPC WOULD BE CASTING VOTE ELECTRONICALLY BY WAY OF REMOTE E-VOTING/ E-VOTING THROUGH AN ELECTRONIC VOTING SYSTEM.

IN THE PROCESS OF E-VOTING/REMOTE-E VOTING A MEMBER IS NOT REQUIRED TO APPOINT ANY PROXY TO ATTEND THE MEETING AND VOTE BECAUSE PURSUANT TO THE CIRCULAR NO. 14/2020 DATED APRIL 08, 2020, ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, THE FACILITY TO APPOINT PROXY TO

ATTEND AND CAST VOTE FOR THE MEMBERS IS NOT AVAILABLE FOR THIS EGM. HOWEVER, THE BODY CORPORATES ARE ENTITLED TO APPOINT AUTHORIZED REPRESENTATIVES TO ATTEND THE EGM THROUGH VC/OAVM AND PARTICIPATE THERE AND CAST THEIR VOTES THROUGH E-VOTING.

[b] The Register of Members of the Council will be closed from 10.10.2021 to 16.10.2021 (both days inclusive)

By order of the Executive Committee

Place: Gurugram

Date:18.09.2021

**Registered Office:**

A-223, Okhla Industrial Area, Phase-1

New Delhi-110020

Sumit Gupta

(Secretary)

### **IMPORTANT NOTES:-**

#### **1. General instructions for accessing and participating in the EGM through VC/OAVM Facility and voting through electronic means for all resolutions including remote e-Voting:-**

- a) In view of the massive outbreak of the pandemic i.e COVID-19, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required and Extraordinary General Meeting (EGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
- b) Members may join the EGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10:45 A.m. IST i.e. 15 minutes before the time scheduled to start the EGM and the Council will close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the EGM i.e - 11:15 A.M.
- c) Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. The Executive Committee Members, Statutory Auditors, Key Managerial Personnel, the Chairpersons of the Sub-Committees can attend the EGM without any restriction on account of first-come-first-served principle.
- d) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- e) 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) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020,

June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 and other applicable circulars issued by Ministry of Corporate Affairs, the Council is providing facility of remote e-voting/ e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM i.e e-voting will be provided by NSDL.

- f) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the notice calling the EGM is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Council and the same has been uploaded on the website of the Council at [www.aepcindia.com](http://www.aepcindia.com) and website of NSDL (agency for providing the Remote e-Voting/ e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- g) If any member wants to register or update their E-mail ID with the Council, they can write an E-mail at [aepc.egm.2021@aepcindia.com](mailto:aepc.egm.2021@aepcindia.com).
- h) EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No 10/2021 dated June 23, 2021 and other applicable circulars issued by the Ministry of Corporate Affairs ("MCA Circular/s").

## **2. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

- a) The remote e-voting period begins on 13<sup>th</sup> October, 2021 (Wednesday) at 09:00 A.M and ends on 15<sup>th</sup> October, 2021 (Friday) at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- b) The details of the process and manner for remote e-Voting are explained herein below
  - Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
  - Step 2: Cast your vote electronically on NSDL e-Voting system.

### **Details on Step 1 is mentioned below:-**

How to Log-in to NSDL e-Voting website?

On receipt of an e-mail from NSDL (National Securities Depository Limited) an Agency appointed by Council, as per Rule 20 of the Companies (Management & Administration) Amendment Rules 2015) by member relating to e-voting on all resolution, please take the following action:-

- i. Open e-mail and also open PDF viz. "Apparel Export Promotion Council.pdf" with your Membership ID as password. The said PDF file contains your user ID and password for e-voting.



- ii. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- iii. Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iv. Click on “Shareholder/Member – Login”.
- v. After you click on the “Login” button, Home page of e-Voting will open.
- vi. Please enter the user ID and password provided in the PDF file attached with the e-mail.
- vii. During first time login, the system will ask to reset your password.
- viii. Once you reset the password, system will ask you to login again. Enter user id, verification code and password (set by you).

**Details on Step 2 is given below:-**

- i. After successful login at Step 1, you will be see “EVEN” (E-Voting Event Number) of Apparel Export Promotion Council.
- ii. Select “EVEN” (E-Voting Event Number) of Apparel Export Promotion Council. Now you are ready for remote e-voting as Cast Vote page opens.
- iii. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted. Upon confirmation, the message “Vote cast successfully” will be displayed.
- iv. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- v. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**3. GENERAL GUIDELINES FOR MEMBERS**

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- ii. The voting rights of members shall be one person one vote as on cut-off date i.e 09<sup>th</sup> October, 2021 (Saturday). A person, whose name is recorded in the register of members on the cut-off date, only shall be entitled to avail the facility of remote e-voting/ e-voting or any other means.
- iii. Mr. Sachin Agarwal, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the E-voting and remote e-voting process in a fair and transparent manner.

- iv. Any person, who becomes member of the Council after dispatch of the Notice as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- v. The Scrutinizer shall, immediately after the conclusion of E-voting at the general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Council and shall make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- vi. The results declared along with the Scrutinizer's Report shall be placed on the Council's website [www.aepcindia.com](http://www.aepcindia.com) and on the website of NSDL after the declaration of result by the chairman or person authorized by him in writing.
- vii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders/Members and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, at the designated email IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone nos. : +91-22-2499 4360 or +91 22 2499 4545, who will also address the grievances connected with the voting by electronic means.

#### **4. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

- i. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

#### **5. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:-**

- i. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login

where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Member who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, membership No, email id, mobile number at [sumit.gupta@aepecindia.com](mailto:sumit.gupta@aepecindia.com) atleast 48 hours in advance before the start of the EGM i.e. by 14<sup>th</sup> October, 2021 by 11:00 A.M.
- vi. Members who would like to express their views/have questions relating to proposed resolutions, may send their questions in advance mentioning their name Company Name, membership Number, email id, mobile number at [sumit.gupta@aepecindia.com](mailto:sumit.gupta@aepecindia.com). The same will be replied by the Council suitably.
- vii. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By order of the Executive Committee

Place: Gurugram  
Date: 18.09.2021

Sumit Gupta  
(Secretary)

**Registered Office:**

A-223, Okhla Industrial Area, Phase-1  
New Delhi-110020  
CIN No U74899DL1978NPL008877  
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