



APPAREL EXPORT PROMOTION COUNCIL

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NOTICE

The 45th Annual General Meeting (AGM) of the Council will be held on 27th day of September, 2024, Friday at 11.00 A.M through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") Facility to transact the Business, as set out in the Notice of the 45th AGM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed there under read with General Circular Nos.14/2020, 17/2020, 20/2020, 2/2021, 2/2022 and 09/2023 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January, 2021, 5th May, 2022 and 25th September, 2023 respectively and other applicable circulars issued by the Ministry of Corporate Affairs ("MCA Circular/s"), without the physical presence of the Members at a common venue.

In terms of MCA Circular/s, the Notice of the 45th AGM and the Annual Report for the year 2023-24 including the Audited Financial Statements for the year ended 31st March 2024 ("Annual Report") has been sent by email to those Members whose email addresses are registered with the Council. The requirements of sending physical copy of the Notice of the 45th AGM and Annual Report to the Members have been dispensed with, vide MCA Circular/s.

In pursuant to section 108 read with Rule 20 (2) of the Companies (Management & Administration) Amendment, Rules 2015 all the resolutions to be carried at 45th Annual General Meeting shall be concluded through E-Voting. Accordingly, it is requested to refer to "**Rules of E-Voting for the resolutions other than the election of Executive Committee members**" and "**Rules for Election of Executive Committee Members**", from Council's website i.e., www.aepcindia.com.

It may also be noted that 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 is not available for this AGM. However, the Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

It may please be noted that Department of Commerce, Ministry of Commerce & Industry, Government of India vide letter No F. 13/3/2023-E & MDA-DoC dated 25.07.2024 issued the final Article of Association/Bye-laws for adoption by EPCs/FIEO and also instructed to hold the elections as per new model bye-laws only.

Accordingly, the Executive Committee of the Council in its meeting held on 02.09.2024 decided to hold 45th Annual General Meeting of the Council on 27th September, 2024 (Friday) at 11:00 A.M through Video Conferencing for conducting the election of the Executive Committee Members, who were liable to retire at the 45th AGM, as per the new Model Article of Association/Bye-Laws.

Members contesting the election may kindly refer and download model bye-laws, nomination form and election rules for the election of Executive Committee Members, from Council's website i.e., www.aepcindia.com.

Members can submit their nomination papers physically at Registered office of the Council, for contesting election to the Office of Executive Committee after depositing Rs. 1,00,000/- (Rupees one lac only), up to the closing of business hours on 13.09.2024 or may submit nomination papers through E-mail at sumit.gupta@aepcindia.com along with electronic deposit/ details of Rs. 1,00,000/- (Rupees one lac only) by closing of hours on 13.09.2024. This deposit shall be refunded only to such member who either succeeds in getting elected as a Member to the Executive Committee or gets more than 25% of the total valid votes cast by E-Voting.

Further, pursuant to Rule 14 of Election Rules for Election of Executive Committee Members, a candidate can withdraw his/her nomination from contesting election to Executive Committee Member in Form-II with the same signature made on nomination Form. Such withdrawal should reach registered office/regional office of the council up to close of business hours on 16.09.2024 i.e. within three days from the last date of receipt of nomination or may submit Form-II for withdrawal of nomination papers through E-mail at sumit.gupta@aepcindia.com by closing of hours on 16.09.2024. In the event of withdrawal of nomination within the stipulated time period provided here in above, the money deposited for submitting nomination shall be refunded.

As per the provisions of the paragraph 2.77 & 2.78 of the Hand Book of Procedure of FTP 2023-28 and provision of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (the "Rules"), the council is pleased to provide e-voting facility to its members enabling them to cast their vote at the 45th AGM by electronic means, on all the resolutions, as set out in the notice of AGM.

The facility of casting the votes by the members using an electronic voting system from place other than AGM ("remote e-voting") and e voting at the meeting will be provided by the National Securities Depository Limited ("NSDL").

The details pursuant to the provisions of the Act and Rule 20 of the Rules are given hereunder:

- All resolutions (including election of executive Committee members) as set out in the notice of AGM dated 02.09.2024, shall be transacted by electronic means only.
- The remote e-voting shall begin on 24.09.2024 (Tuesday), at 9.00 AM and ends on 26.09.2024 (Thursday) at 5:00 P.M. The remote e-voting shall not be allowed beyond 05:00 P.M. on 26.09.2024.
- The cut-off date for determining the eligibility to vote by remote e- voting as well as voting at the AGM is 20.09.2024 (Friday), and members whose name is recorded in the register maintained by the Council as on the Cut-off date and registered exporters, who fulfill the eligibility criteria provided in the model bye-laws issued by the Department of Commerce on 25.07.2024 only shall be entitled to avail the facility of remote e- voting as well as voting at the AGM.
- The persons who become member of the Council after dispatch of Notice, as of cut-off date i.e. 20.09.2024, may obtain LOGIN ID AND PASSWORD by sending a request at evoting@nsdl.co.in
- Members are requested to carefully read all the Notes set out in the Notice of the AGM and in particular, instructions for joining the AGM, manner of casting vote through remote e-voting or E-voting during the AGM and the notice to members published in the newspaper dated 04.09.2024.
- Notice of Annual General Meeting is available on the website of the Council i.e. www.aepcindia.com and at website of the NSDL i.e. www.evoting.nsdl.com.
- 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 or call on toll free no.: 1800 1020 990 or send a request at evoting@nsdl.com or contact Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Sr. 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.com or AmitV@nsdl.com or pallavid@nsdl.com or at telephone nos.: 022-48867000 or 022-24997000, who will also address the grievances connected with the voting by electronic means.
- Members may note that: a) the remote e-Voting module shall be disabled by NSDL after the aforesaid date and time for voting and once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently; b) the Members who have cast their vote by remote e-Voting prior to the 45th AGM may participate in the 45th AGM through VC/OAVM facility, but shall not be entitled to cast their vote again through the e- Voting system during the 45th GM; c) the Members participating in the 45th AGM and who had not cast their vote by remote e-Voting, shall be entitled to cast their vote through e-Voting system during the 45th AGM; and d) a person whose name is recorded in the Register of Members maintained by the Council as on the cut-off date and registered exporters, who fulfill the eligibility criteria provided in the model bye-laws issued by the Department of Commerce on 25.07.2024 are entitled to avail the facility of remote e-Voting, participating in the 45th AGM through VC/OAVM Facility and e-Voting during the AGM.
- Further in terms of Section 91 of the Companies Act 2013, the Register of Members shall remain closed from 21.09.2024 to 27.09.2024 (both days inclusive) for the purpose of AGM.

For Apparel Export Promotion Council

Date : 05/09/2024
Place: New Delhi

Sumit Gupta
(Secretary)