

Financial Express - 2-02-2024



APPAREL EXPORT PROMOTION COUNCIL

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

The Extra Ordinary General Meeting (EGM) of the Council will be held on 1st day of March 2024, Friday at 12:00 Noon through Video Conferencing ("VC")/ Other Audio Visual means ("OAVM") Facility to transact the Business, as set out in the notice of the EGM dated 30.01.2024, 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, 02/2022 and 09/2023 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January, 2021, 05th 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.

Members may note that number of members of the council has increased more than 1000. Therefore, pursuant to section 108 read with Rule 20 (2) of the Companies (Management & Administration) Amendment, Rules 2015 all the resolutions to be carried Extra Ordinary General Meeting shall be concluded through E-voting.

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 EGM. However, the Body Corporate are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

Earlier, Department of Commerce, Ministry of Commerce & Industry, Government of India vide letter No 12/1/2017-E&MDA dated 10.05.2023 read with OM dated 27.06.2023 has put on hold the election process of the office bearers of the EPC's till the issue of new guidelines and has also informed to maintain status-quo.

Department of Commerce vide communication dated 22.12.2023 circulated 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 23.01.2024 through Video Conferencing decided to hold Extra Ordinary General Meeting of the Council on 01st March, 2024 (Friday) at 12:00 Noon through Video Conferencing for conducting the election of the Executive Committee Members, who were liable to retire at the 44th AGM held on 27.12.2023, as per the new Model Article of Association/Bye-Laws.

It was also decide to increase the composition of the Executive Committee from current 28 Elected Members (9 members each from western, Northern and Southern Region and one member from Eastern Region) to 33 Elected members i.e including 5 seats be kept reserved for the following categories:-

- i) Women entrepreneurs- (number of seats reserved are two)
- ii) Startups (number of seats reserved is one)
- iii) Young entrepreneurs (number of seats reserved is one)
- iv) North East/Hill Region (number of seats reserved is one)

In terms of Rule 11 of Election Rules for Election of Executive Committee Members & as per order dated 12.04.2017 of the Hon'ble Delhi High Court, in LPA No. 368 /2016 & CM. No 31009/2016 titled Affordable Exports V/s Apparel Export Promotion Council & Ors, AEPC member Exporters who wants to contest the election including from the above referred reserved categories, 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 16.02.2024 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 business hours on 16.02.2024. 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 19.02.2024 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 business hours on 19.02.2024. 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.

Members contesting the election may kindly refer and download Election Rules along with nomination form for the election of Executive Committee Members from Council's website www.aepcindia.com

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 EGM by electronic means, on all the resolutions, as set out in the notice of EGM.

The facility of casting the votes by the members using an electronic voting system from place other than EGM ("remote e-voting") and e-voting at during 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:

- a) All resolutions as set out in the notice of EGM dated 30th January, 2024 shall be transacted by electronic means only.
- b) The remote e-voting shall begin on 27th February, 2024 (Tuesday), at 9.00 AM and ends on 29th February, 2024 (Thursday) at 05:00 P.M. The remote e-voting shall not be allowed beyond 05:00 P.M. on 29th February, 2024.
- c) The cut-off date for determining the eligibility to vote by remote e-voting as well as voting at the EGM is 23rd February, 2024 (Friday), and members whose name is recorded in the register of members maintained by the Council as on the Cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
- d) The persons who become member of the Council after dispatch of Notice, as of cut-off date i.e. 23rd February, 2024, may obtain LOGIN ID AND PASSWORD by sending a request at evoting@nsdl.com
- e) Members are requested to carefully read all the Notes set out in the Notice of the EGM and in particular, instructions for joining the EGM, manner of casting vote through remote e-voting or E-voting during the EGM.
- f) Notice of Extra Ordinary 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.
- g) 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.: 1800-222-990 or send a request at evoting@nsdl.com 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.com or amityv@nsdl.com or pallavid@nsdl.com or at telephone nos. : +91-022-48867000 or 91-022-24997000, who will also address the grievances connected with the voting by electronic means.
- h) 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 EGM may participate in the EGM through VC/OAVM facility, but shall not be entitled to cast their vote again through the e-Voting system during the EGM; c) the Members participating in the EGM and who had not cast their vote by remote e-Voting, shall be entitled to cast their vote through e-Voting system during the EGM; and d) a person whose name is recorded in the Register of Members maintained by the Council as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, participating in the EGM through VC/OAVM Facility and e-Voting during the EGM.
- i) Further in terms of Section 91 of the Companies Act 2013, the Register of Members shall remain closed from 24th February, 2024 to 1st March, 2024 (both days inclusive) for the purpose of EGM.

For Apparel Export Promotion Council

Date : 01.02.2024

Place: New Delhi

Sumit Gupta
(Secretary)