



Apparel Export Promotion Council

Regd. Office: A-223, Okhla Industrial Area,

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NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Council will be held on 01st March, 2024, Friday at 12:00 Noon through Video Conferencing/Other Audio Video means (“VC/OAVM”) Facility to transact the following business:-

1. To elect & so appoint a Member to the Executive Committee, in place of Shri Pravin Kumar Agarwal from Western Region, who retires by rotation and is eligible for re-election.
2. To elect & so appoint a Member to the Executive Committee, in place of Shri Narendra Goenka from Western Region, who retires by rotation and is eligible for re-election
3. To elect & so appoint a Member to the Executive Committee, in place of Shri Ravi Poddar from Western Region, who retires by rotation and is eligible for re-election.
4. To elect & so appoint a Member to the Executive Committee, in place of Shri Sudhir Sekhri from Northern Region, who retires by rotation and is eligible for re- election.
5. To elect & so appoint a Member to the Executive Committee, in place of Shri Lalit Thukral from Northern Region, who retires by rotation and is eligible for re- election.
6. To elect & so appoint a Member to the Executive Committee, in place of Shri Anil Peshwari from Northern Region, who retires by rotation and is eligible for re- election.
7. To elect & so appoint a Member to the Executive Committee, in place of Dr. A Sakthivel from Southern Region, who retires by rotation and is eligible for re- election.
8. To elect & so appoint a Member to the Executive Committee, in place of Shri P.P.K Paramasivam from Southern Region, who retires by rotation and is eligible for re-election.
9. To elect & so appoint a Member to the Executive Committee, in place of Shri Ajay Agarwal from Southern Region, who retires by rotation and is eligible for re- election.
10. To elect & so appoint a Member to the Executive Committee, in place of Shri Anil Buchasia from Eastern Region, who retires by rotation and is eligible for re- election.
11. To elect & so appoint Members to the Executive Committee from the following reserved categories:-
 - i) Women entrepreneurs- (*number of seats reserved are two*)
 - ii) Start-ups entrepreneurs (*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*)

By order of the Executive Committee
Sumit Gupta
(Secretary)

Place: Gurugram
Date: 30.01.2024

INSPECTION

All material and documents of the above mentioned resolutions are available for inspection at the Head 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@aepecindia.com

NOTES:-

[a] Department of Commerce as per their office memorandum No.12/1/2017-E&MDA dated 10.05.2023 read with OM No.12/1/2017-E&MDA dated 27.06.2023 has put on hold all ongoing elections, including those without declared results, until further notice and has also instructed to maintain the status quo till the new guidelines for eligibility for the election of the office bearers of EPCs are issued. Accordingly, in the 44th Annual General Meeting of the Council held on 27.12.2023 through Video Conferencing, the business regarding the Election of Executive Committee Members of AEPC was kept on hold and whosoever required to be retire at 44th AGM continues to hold their office till the new guidelines are issued.

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 conduct the elections as per the provisions of the revised guidelines only. Therefore, the Executive Committee of the Council in its meeting held on 23.01.2023 decided to conduct the elections as per the new Model Bye-Laws/ Articles of Association.

[b] AEPC member exporters who want to contest the election including from the above referred reserved categories, can submit their nomination papers physically at the 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@aepecindia.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 of the Executive Committee or gets more than 25% of the total valid votes cast by E-Voting.

[c] 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@aepecindia.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.

[d] Members contesting the election may kindly refer and download Election Rules along with the nomination/withdrawal form for the election of Executive Committee Members from Council's website i.e., www.aepcindia.com.

[e] 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.

[f] The Register of Members of the Council will be closed from 24.02.2024 to 01.03.2024 (both days inclusive)

By order of the Executive Committee

Place: Gurugram
Date: 30.01.2024

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 pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs followed by Circular No. 9/2023 dated September 25, 2023 and other applicable circulars issued by 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 11:45 A.M. 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 12:15 PM.
- 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, May 05, 2020, January 13, 2021, May 05th 2022 and September 09, 2023 and other applicable circulars issued by Ministry of Corporate Affairs, the Company 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 evoting 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 and website of NSDL (agency for providing the Remote e-Voting/ e-Voting facility) i.e 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 sumit.gupta@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, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No.02/2021 dated January 13, 2021, MCA Circular 2/2022 dated May 05, 2022, MCA Circular 09/2023 dated September 09, 2023 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 27.02.2024 at 09:00 A.M and ends on 29.02.2024 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 or Folio No. 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.nsd.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.

Details on Step 2 are given below:-

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see “EVEN” (E-Voting Event Number) of Apparel Export Promotion Council.
- iii. Select “EVEN” (E-Voting Event Number) of Apparel Export Promotion Council. Now you are ready for remote e-voting as Cast Vote page opens.
- iv. 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.
- v. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vi. 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.nsd.com to reset the password.
- ii. The voting rights of members shall be one person one vote as on cut-off date i.e 23.02.2024 (Friday). 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. Ministry of Textiles has been requested to nominate 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

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com or call NSDL toll free no.- 1800-222-990.

- 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 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 or call on toll free no.: 1800-222-990 or send a request at 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 or AmitV@nsdl.co.in or 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 cast 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 allowed 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 at least 48 hours in advance before the start of the EGM i.e. by 28.02.2024 by 12:00 Noon.
- 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. 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: 30.01.2024

Sumit Gupta
Secretary

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