

APPAREL EXPORT PROMOTION COUNCIL

**RULES FOR E-VOTING FOR RESOLUTION
OTHER THAN ELECTION OF EXECUTIVE
COMMITTEE MEMBERS AT GENERAL
MEETING**



APPAREL EXPORT PROMOTION COUNCIL

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RULES FOR E-VOTING FOR RESOLUTION OTHER THAN ELECTION OF EXECUTIVE COMMITTEE MEMBERS.

Rules for casting of e-voting for resolution other than election of executive committee members of Apparel Export Promotion Council was framed in 246th Executive Committee Meeting held on 29/07/2017 at Goa, as per provision of the Articles of Association.

1. Name: These rules shall be called “Rules for e-voting for resolution other than election of executive committee members” of the Apparel Export Promotion Council” hereinafter called “Rules for Remote-E voting for resolution other election of EC Members ” framed as per Article 2 (c) of the Articles of Association of the Council.
2. In the interpretation of these election rules, the following words and expressions shall have the following meaning, unless repugnant, to the subject or context.

“The Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and Companies Act, 1956, so far as may be applicable.

“AEPC” means Apparel Export Promotion Council hereinafter referred to as “Council” having its registered office at A-223, Okhla Industrial Area, Phase-I, New Delhi-110020, Telefax No. 011-40501798, Website www.aepcindia.com, e-mail aepcokhla@aepcindia.com, or as may be notified time to time.

“Member” means member of the Council for the time being, whose name is in the register of members of the council.

“Chairman” means the Chairman of the Council for the time being.

“Vice-Chairman” means the Vice-Chairman of the Council for the time being.

“Committee” means the Executive Committee of the Council for the time being constituted as per the Articles of Association of the Council.

“Committee Member” mean the Members of the Executive Committee of the Council.

“Agency” means entity approved by Ministry of Corporate Affairs subject to the condition that entity has obtained certificate from Standardization Testing and Quality Certification from Directorate, Department of Information Technology, Government of India including with regard to compliance with parameters of “secured system” and secured system means computer hardware, software, and procedure that –

- (a) Are reasonably secure from unauthorized access and misuse;
- (b) Provide a reasonable level of reliability of and correct operation;
- (c) Are reasonably suited to performing the intended functions; and
- (d) Adhere to generally accepted security procedures;

"cut-off Date" means a date not earlier than seven days before the date of General Meeting for determining the eligibility to vote by remote electronic means or in the General Meeting.

"Cyber Security" means protecting information, equipment, device, computer, computer resources, communication device and information stored therein from unauthorized access, use disclosures, disruption, modification or destruction.

"Electronic Voting System" means a secured system based process of display of electronic ballots, recording of votes of members and the number of votes Polled in favor or against, in such a manner that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralised server with adequate cyber security.

"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.

“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.

“Annual General Meeting” means an annual general meeting of the members of the Council duly held in accordance with the Articles of Association of the Council or adjourned meeting thereof.

“Extraordinary General Meeting” means an extraordinary general meeting of the members of the Council duly held in accordance with the Articles of Association of the Council or adjourned meeting thereof.

“Articles of Association” means the existing Articles of Association of the Apparel Export Promotion Council herein referred to as “Articles”.

“Month” means a calendar month.

“Office” means the Registered Office for the time being of the Council.

“Secretary” means the Secretary of the Council for the time being and includes any person acting as such appointed to perform the duties of the Secretary temporarily.

“Government” means the Central or State Government as the case may be.

“Voter” means such organization(s) whose name is entered in the Register of Members as on the cut-off date. Such voter shall be registered as member with the Council on or before cut-off date of that year and there are no arrears in payment of its Membership Renewal charges within the time as prescribed.

“Scrutinizer” means a person who may be Chartered Accountant in practice, Cost Accountant in practice, or Company Secretary in practice or an Advocate, or any other person who is not in employment of the Council and is a person of repute who, in the opinion of the Executive Committee can scrutinize the voting and remote e-voting process in a fair and transparent manner.

“Authorized Person” means a person duly authorized by a member as per procedure laid under these rules

3. (a) **Applicability:** These rules shall apply only to resolutions other than the resolution for election of the of Executive Committee of AEPC, to be voted at the general meeting of members. The resolution for election of the Executive Committee is governed by separate Election Rules.

(b) **Voter List:** AEPC shall prepare Voter List of the members of AEPC, as per the record available with Council on date sending of Notice of General Meeting. However Council will send communication to all Members, at least 30 days before the General Meeting, to update their E-Mail ID.

4. (a)(i) Authorized Person of a Member of Council shall be entitled to cast e-vote/ remote e-voting on behalf of such Member by using the Login-ID & Password provided by the agency to the member as per procedure laid down in these Rules.

(ii) Authorized Person of the Member of Council shall be, either Proprietor or Director of One person Company (OPC) or one of the partners of the Partnership Firm or Karta of HUF as the case may be.

However, in case of Joint Stock Company, Limited Liability Partnership (LLP), Corporation or a Cooperative Society, the Authorized person shall be duly authorized by Board of Directors or Managing Committee through resolution of the said Company, Corporation or Society shall competent to represent as Authorized Person as the case may be.

(iii) For the purpose of remote-e-voting, the Authorized Person shall cast its vote in accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended from time to time.

4. (b) A member from whom any amount of annual subscription is due to the Council, shall be liable to make the payment before the last date of removal of discrepancies, as decided by the Executive Committee.

However, in case of membership fees, the member is liable to make such payment by the 31st May of that year unless the period is extended by Executive Committee, as per Article 9 of Articles of Association. The member from whom any amount of membership fee is due shall not be eligible to cast vote on any resolution proposed to be carried out at general meeting.

4. (c) A member can cast vote on each resolution other the resolution for election of Executive Committee member.

5. Unless disqualified by any of the provision of these articles or the Act, all members shall be entitled to vote at every general meeting, however Member(s) who has not casted his vote through remote e-voting may attend the meeting in person and shall be able to exercise his right at general meeting

6. The place, date and time of the General Meeting shall be fixed by Executive Committee.

7. After the date, time and place of General Meeting has been fixed by the Executive Committee, the Secretary shall issue a notice, as per provisions of Companies Act 2013 and Articles of Association of the Council to the members through email or under Registered/Speed Post or through any other means as may be prescribed and allowed under the Act or the Articles of Association of the Council.

At any stage, if it is found that the postal address/ email ID indicated in the Council's record is incorrect, it will not invalidate any of the proceedings of the meeting.

However, the member whose emails have not been provided in voter list will be served only through Registered/Speed Post.

As soon as the date of General Meeting is decided by the Executive Committee, the Secretary shall issue Notice and continue to perform and discharge the duties as per these Rules.

In case of change of date or place of AGM, the schedule of voting in person for date and place shall also be changed. Accordingly, the counting of votes shall also be on date and place of AGM. All other activities shall remain unchanged.

8. (1) The notice of the general meeting shall clearly provide and indicate-
 - a. That the company is providing facility for voting by electronic means for resolution to be carried out at the general meeting, which may be transacted through such voting.
 - b. that the facility for electronic voting system shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at meeting.
 - c. that the members who have cast their vote by remote e-voting prior to the general meeting may also attend the meeting but shall not be entitled to cast their vote again on such resolution.
 - d. The notice shall
 - i) Indicate the process and manner for voting by electronic means
 - ii) Indicate the time schedule including the time period during which the votes may be cast by remote e-voting.
 - iii) Indicate the details about the login ID
 - iv) Specify the process and manner for generating or receiving the password and for casting of vote in a secure manner

8.(2) The Council shall cause a public notice by way of an advertisement to be published, immediately on completion of dispatch of notices for meeting but at least twenty-one days before the date of general meeting, at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the Council is situated, and having wide circulation in that district and at least once in English language in an English newspaper having country-wide circulation, and specifying in the said advertisement, inter alia, the following matters namely:-

- a) Statement that the business to be transacted at general meeting will be transacted through voting by electronic means
- b) The date and time of commencement of remote e-voting
- c) The date and time end of remote e-voting
- d) Cut-off Date
- e) The manner in which persons has become member of the council, after the dispatch of notice, may obtain the login ID and password.
- f) The statement that:-
 - (i) Remote e-voting shall not be allowed beyond the said date and time
 - (ii) The manner in which the council shall provide for voting by members present at the meeting and:

(iii) A member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting.

(iv) Person whose name is recorded in the register of members as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting in the general meeting;

(v) Website address of the council and of the agency where notice of the meeting is displayed; and

(vi) Name, designation, address, email id and phone number of the person responsible to address the grievances connected with facility for voting by electronic means:

9. The notice shall be placed on the website of the Council and of the agency.

10.(a) The Secretary (or any other person authorised by him) of the Council shall coordinate all activities as per direction of Chairman.

(b) In these Rules, wherever any function is assigned to the Secretary, he may delegate the same or any of them to any other officer(s) of the Council.

(c) For Ballot through electronic means, the Electronic Agency shall be Authorized to issue the Ballot Papers on the registered E-mail ID of concerned members, along with Login-ID & Password.

11. The voting in person at venue of General Meeting shall be through Electronic Means. Proxy is not permitted.

12. The voting shall be by electronic means. However, the member shall also be entitled to vote in person by Electronic Means at the Annual General Meeting.

13. Voting by Electronic means

13.1 The voter while casting vote electronically is deemed to have read the declaration, terms and conditions available on the system and thereafter shall become eligible to cast vote and consequent upon confirmation of the declaration, terms and conditions, the electronic process will further be operative.

A member may also be asked to provide his/ her Membership number or any such additional details which bona-fide, his / her right of exercising the vote.

13.2 The entire process of instructions will also be made available on the AEPC website. The member may first look into the instructions and thereafter may cast their vote through relevant Electronic means as per procedure.

A member shall be responsible for security/safety as provided in the instructions, to ensure that voting is done through electronics means only by authorized person and shall

not hold the Council or agency involved in the voting by electronic means responsible for any misuse thereof.

The facility for remote e-voting shall remain open for not less than three days and shall close at 5: 00 p.m on the date preceding the date of the general meeting. A member can cast his vote by electronic means accordingly and immediate thereafter the process to cast vote through electronic means be closed.

In case a member is unable to access to this process, he / she can exercise his / her right to vote through voting in person as per procedure at the General Meeting.

For the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizers shall have access, after the closure of period for remote e-voting and before the start of general meeting, to details relating to members, such as their names, membership no and such other information that the scrutinizers may require, who have cast votes through remote e voting but not the manner in which they have cast their votes.

13.3 On completion of the process of voting by Electronic means, the Electronic Processing Agency shall hold the data captured in the system without declaration to the members. Such data will be finalized and handed over to Scrutinizer for announcement of result by Chairman, AEPC along with counting of votes.

Further, the Electronic Processing Agency will provide to the scrutinizer, the list of Members who have voted through electronic means (but not the manner in which they have cast their votes) so that these membership no/ Companies may not be considered/ allowed for voting in person.

13.4 Impersonation or any other offence shall attract the related provision of the enactment of the Cyber Law and other related provisions of Court of India on the subject.

14. The relevant provisions regarding voting by show of hands and relating to demand for poll, would not be relevant and applicable, wherever voting is being provided by electronic means.

15. Voting at the venue of the General Meeting:

At the end of the remote e-voting period, the facility shall forthwith be blocked.

Council shall provide the electronic voting facility during the general meeting and the said facility shall be in operation till all the resolutions are considered and voted upon and be used for e-voting only by the members attending the meeting in person only and have not exercised their right to vote through remote e-voting.

The agency will arrange to provide the necessary equipment/system at the venue of Voting, to cast vote through electronic means by members himself. Council will provide the facility of E-Voting through tablets at the venue of the AGM, Agency will generate one time password at the venue of the AGM for E-Voting to be done through Tablet by members attending the meeting and has not cast his vote through remote –e-voting.

16. COUNTING, TABULATION OF VOTE AND DECLARATION OF RESULT:

(a) The counting of votes shall start in presence, and under supervision and control of the Chairman.

(b) The counting of electronic votes will be held electronically as per system.

(c) The counting shall be continued till it is completed.

(d) Tabulation of the electronic votes shall be done by the scrutinizer.

(e) In case any objection to the counting of votes, the Chairman shall decide about acceptance/ rejection of the objection.

(f) After the result of resolutions, have been tabulated and checked and signed by the Scrutinizer, he shall handover the result to the Chairman, who will announce the total number of votes casted in favor or against the each resolution.

(g) In case there is no objection to the counting on each resolution other than resolution for the election of executive committee members, the result based on the principle of resolution getting the highest number of votes in favor to constitute the requisite majority, required to be passed under the Companies Act 2013, shall be declared as passed by the Chairman.

17. (a) In case of equality of votes, the Chairman of the Meeting shall be entitled to Casting vote in addition to his own votes for which he was entitled as member.

(b) The Chairman shall be the final authority to declare a vote valid or invalid i.e. to accept or reject vote. His decision shall be final and not questionable.

(c) All records shall be sealed immediately after the results have been announced and signed by the Scrutinizer and Chairman.

(d) The results declared along with the report of the scrutinizer shall be placed on the website of the council and on the website of the agency immediately after the result is declared by the Chairman

(e) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the relevant general meeting.

Explanation.-For the purposes of this clause, the requisite number of votes shall be the votes required to pass the resolution as the 'ordinary resolution' or the 'special resolution', as the case may be, under section 114 of the Act.

18. GENERAL:

(a) During the period when facility for remote e-voting is provided, the members of the council, as on the cut-off date, may opt for remote e-voting.

Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast his vote again.

Provided further that a member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

(b) At the end of the remote e-voting period, the facility shall forthwith be blocked.

Provided that Council shall provide the electronic voting facility during the general meeting and the said facility shall be in operation till all the resolutions are considered and voted upon and be used for e-voting only by the members attending the meeting in person only and have not exercised their right to vote through remote e-voting

(c) The register and all other papers relating to voting by Electronic means shall remain in the safe custody of the scrutinizers until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizers shall hand over the register and other related papers to the council.

(d) The Executive Committee shall appoint one or more scrutinizers, who may be Chartered Accountant in practice, Cost Accountant in practice, or Company Secretary in practice or an Advocate, or any other person who is not in employment of the Council and is a person of repute who, in the opinion of the Executive Committee can scrutinize the voting and remote e-voting process in a fair and transparent manner. The scrutinizers so appointed may take assistance of a person who is not in employment of the company and who is well-versed with the electronic voting system.

(e) Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting & thereafter will unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

The manner in which members have cast their votes, shall remain secret and not available to the Chairman, Scrutinizer or any other person till the votes are cast in the meeting.

(f) For the purpose of ensuring that members who have cast their votes through remote e-voting, do not vote again at the general meeting, the scrutinizers shall have access, after the closure of period for remote e-voting and before the start of general meeting, to details relating to members, such as their names, membership number and such other information that the scrutinizers may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes.

(g) The scrutinizer shall maintain a register either manually or electronically to record the assent or dissent, received, mentioning the particulars of name, address, membership number of the members.

(h) The dates of all postings on council's website regarding notices / papers etc, required to be placed on council's website, shall be taken to be authentic and final as per records of the Office of the Apparel Export Promotion Council and by the address relevant to such paper or documents. In case of any doubt or dispute, the decision of the Chairman, Apparel Export Promotion Council shall be final in this regard.

(i) The register and all other papers relating to voting by Electronic means shall remain in the safe custody of the scrutinizers until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizers shall hand over the register and other related papers to the Council.

(j) The results declared along with the report of the scrutinizer shall be placed on the website of the company, if any, and on the website of the agency immediately after the result is declared by the Chairman.

(k) A resolution proposed to be considered through voting by electronic means shall not be withdrawn.

(l) In case of any dispute about the interpretation of any of these Rules, the decision of the Chairman shall be final and binding.

(m) All legal matters shall be subject to jurisdiction of Delhi Courts only.
