

Financial Express 6-12-2023



APPAREL EXPORT PROMOTION COUNCIL

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NOTICE OF THE 44th ANNUAL GENERAL MEETING

The 44th Annual General Meeting (AGM) of the Council will be held on 27th day of December 2023, Wednesday 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 44th 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 44th AGM and the Annual Report for the year 2022-23 including the Audited Financial Statements for the year ended 31st March 2023 ("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 44th AGM and Annual Report to the Members have been dispensed with, vide MCA Circular/s.

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 at 44th Annual 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 AGM. However, the Body Corporate members 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 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 wherein they have 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 the business regarding the Election of Executive Committee Members of AEPC has been kept on hold and whosoever is required to retire at this AGM shall continue to hold their office till the new guidelines be issued.

As per the provisions 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 44th 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 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:

- All resolutions as set out in the notice of AGM dated 23.11.2023, shall be transacted by electronic means only.
- The remote e-voting shall begin on 24.12.2023 (Sunday), at 9.00 AM and ends on 26.12.2023 (Tuesday) at 5:00 P.M. The remote e-voting shall not be allowed beyond 05:00 P.M. on 26.12.2023.
- The cut- off date for determining the eligibility to vote by remote e- voting as well as e-voting during the AGM is 20.12.2023 (Wednesday), and therefore the members whose name is recorded in the register 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 AGM.
- Any person who become member of the Council after dispatch of Notice, as of cut-off date i.e. 20.12.2023, may obtain LOGIN ID AND PASSWORD by sending a request at evoting@nsdl.com.
- 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 01.12.2023.
- 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.: 1800-222-990 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 amitv@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.
- 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 44th AGM may participate in the 44th AGM through VC/OAVM facility, but shall not be entitled to cast their vote again through the e- Voting system during the 44th AGM; c) the Members participating in the 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 AGM; 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 44th AGM through VC/OAVM Facility and e-Voting during the 44th AGM.
- Further in terms of Section 91 of the Companies Act 2013, the Register of Members shall remain closed from Thursday, 21.12.2023 to Wednesday, 27.12.2023. (both days inclusive) for the purpose of AGM.

For Apparel Export Promotion Council

Date : 05/12/2023

Place: New Delhi

Sumit Gupta
(Secretary)