



Apparel Export Promotion Council
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NOTICE

The 46th Annual General Meeting (AGM) of the Council will be held on **30th day of December, 2025, Tuesday 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 46th 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, 09/2023, 09/2024 and 03/2025 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January, 2021 , 5th May 2022, 25th September 2023, 19th September, 2024 and 22nd September, 2025 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 46th AGM and the Annual Report for the year 2024-25 including the Audited Financial Statements for the year ended 31st March 2025 ("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 46th 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 46th 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 1st December, 2025(Monday) decided to hold 46th Annual General Meeting of the Council on 30th December, 2025 (Tuesday) at 11.00 A.M through Video Conferencing for conducting the election of the Executive Committee Members, who were liable to retire at the 46th 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 **16.12.2025** 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 **16.12.2025**. 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 **19.12.2025** 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 **19.12.2025**. 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** 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 46th 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:

- a) All resolutions (including election of executive Committee members) as set out in the notice of AGM dated **01.12.2025**, shall be transacted by electronic means only.
- b) The remote e-voting shall begin on **27.12.2025** (Saturday), at 9.00 AM and ends on **29.12.2025** (Monday) at 5:00 P.M. The remote e-voting shall not be allowed beyond 05:00 P.M. on **29.12.2025**.
- c) The cut- off date for determining the eligibility to vote by remote e- voting as well as voting at the AGM is 23.12.2025 (Tuesday), 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.
- d) The persons who become member of the Council after dispatch of Notice, as of cut-off date i.e. **23.12.2025**, 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 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 **03.12.2025**.
- f) 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.
- 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 send a request at evoting@nsdl.com or contact Mr. Amit Vishal, Deputy Vice President or Ms. Pallavi Mhatre, Assistant Vice President, 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.
- 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 46th AGM may participate in the 46th AGM through VC/OAVM facility, but shall not be entitled to cast their vote again through the e- Voting system during the 46th GM; c) the Members participating in the 46th 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 46th 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 46th AGM through VC/OAVM Facility and e-Voting during the AGM.
- i) Further in terms of Section 91 of the Companies Act 2013, the Register of Members shall remain closed from **24.12.2025** to **30.12.2025** (both days inclusive) for the purpose of AGM.

For Apparel Export Promotion Council

(Sumit Gupta)
Company Secretary

Date: 03.12.2025

Place: New Delhi