



TEXPROCIL

THE COTTON TEXTILES EXPORT PROMOTION COUNCIL
(Sponsored by Government of India)



NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of the Cotton Textiles Export Promotion Council will be held at 11.30 a.m. on 4th March 2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

1. **Special Business:** To consider and if thought fit to pass with or without modifications, as may be permissible, the following resolution as a special resolution:

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules framed thereunder and as approved by the Registrar of Companies, Mumbai, Maharashtra vide their email dated 02nd February 2021, the existing Articles of Association of the Council, be amended in accordance with the decision taken by the Committee of Administration, in view of the Office Order No. F. No.8/5/2017 - EP dated 13.08.2020 issued by the Ministry of Textiles, Government of India intimating that **"the Officers of the Ministry of Textiles, Government of India representing in the Governing Bodies of these Councils are withdrawn"**

- i) **the existing Article No. 53 of the Articles of Association be and is hereby deleted and the following new article be substituted in its place as new Article No. 53:**

(53). The Committee including the Chairman and Vice Chairman shall consist of not more than twenty seven members of whom eighteen members shall be elected through e-voting conducted by a reputed agency and not more than nine members may be co-opted in the manner hereinafter set-out. The Committee may at its discretion co-opt not more than nine persons whether members or non-members. The members so co-opted shall hold the office for a period of one year only. In case of any such co-options as aforesaid the number of members of the Committee may not exceed the above maximum number of twenty seven.

- ii) **the existing Article No. 56(e) of the Articles of Association be and is hereby deleted and the following new article be substituted in its place as new Article No. 56(e):**

56(e). On and after the date of adoption of these Articles, a retiring Member shall be eligible for re-election for a maximum continuous period of 9 years (i.e. a maximum of 3 terms)

- iii) **the existing Article No. 56(f) of the Articles of Association be and is hereby deleted and the following new article be substituted in its place as new Article No. 56(f):**

56(f). A member who has served on the Committee for 3 terms subject to maximum continuous period of 9 years cannot offer himself for re-election for a period of three years, after which he may seek re-election. However, in case a Member becomes Vice Chairman or Chairman at any time during the three term period, he will be permitted to complete the full tenure of his term, till he completes the above Chairmanships (provided, he is duly elected at the AGM) notwithstanding the fact that he is nearing the end of the third term and thus becomes ineligible for re-election. In case the member fails to be elected as Vice Chairman or Chairman at the first meeting of COA immediately after the AGM during the immediate year following the 3 terms i.e. not exceeding 9 years, such a member will resign forthwith without waiting for completion of the extended period of 3 years.

- iv) **the existing Article No. 62 of the Articles of Association be and is hereby deleted and the following new article be substituted in its place as new Article No. 62:**

62. The Council may by special resolution remove any Committee Member before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead, the person so appointed shall be subject to retirement at the same time as if he had become a Committee Member. A Committee Member so removed shall not be re-appointed as Committee Member.

By Order of the Committee
Dr. Siddhartha Rajagopal
Executive Director
DIN: 06720149

Mumbai, 16.02.2021

Note:

The explanatory statement for the business to be transacted above is annexed to this notice.

The existing Articles of Association as also the amendments proposed thereto are available for the inspection of the Members at the Registered Office of the Council during office hours (10.00 A.M – 5.00 P.M) on all working days (except 2nd and 4th Saturday) up to the date of the Special General Meeting.



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ANNEXURE TO NOTICE OF EXTRA ORDINARY GENERAL MEETING

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The Committee of Administration at its meeting held on 05th December, 2020, decided to amend the Articles of Association of the Council by inserting new Articles as given in the Annexure No. 1 in tabular format in view of the Office Order No. F. No.8/5/2017 - EP dated 13.08.2020 issued by the Ministry of Textiles, Government of India intimating that **“the Officers of the Ministry of Textiles, Government of India representing in the Governing Bodies of these Councils are withdrawn”**.

The existing clause in the Articles of Association states that “Committee of Administration shall consist of 27 members of whom 18 are elected through e-voting (including the Office Bearers) and not more than nine members are co-opted by the elected members of the Committee.”

At present, out of the nine (9) co-opted members, two are ex-officio members viz. the Textile Commissioner and the Executive Director. Remaining seven (7) members are from Trade and/or Government are chosen by the Committee.

As per the above mentioned Office Order of the Ministry of Textiles, the Textile Commissioner will not anymore be an “Ex-Officio” member of the CoA. Ministry of Textiles will also not nominate any official to the COA as per earlier practice.

In line with the above decision of the Ministry of Textiles, it is also recommended to withdraw inclusion of Executive Director of TEXPROCIL as an ex-officio co-opted member of CoA (without voting rights) and make the vacancy available to the trade.

Thus, an additional two (2) seats will be available for cooption from the trade after the amendments to the Articles of Association.

Further, it is also proposed to restore the earlier provision (which was deleted in the EGM dated. 9.03.2016) with regard to a member who is serving on the Committee for a third (3rd) and final term but has become an office bearer (Chairman/ Vice Chairman) in the interim and needs an additional term/time to complete his / her tenure as an office bearer.

In order to provide for such cases, the relevant paragraph needs to be amended suitably.

In terms of the above, the Committee of Administration recommends to the members that the existing Articles of Association of the Council be



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amended. The proposed Amendments to the Articles of Association is set out in the Notice calling Extra Ordinary General Meeting.

**By Order of the Committee
Dr. Siddhartha Rajagopal
Executive Director
DIN: 06720149**

Mumbai, 16.02.2021

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