

**THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)**

**ARTICLES OF ASSOCIATION
OF
MOBILE & ELECTRONIC DEVICES EXPORT PROMOTION COUNCIL**
(A Proposed Company licensed under Section 8 of the Companies Act, 2013)

1. In the interpretation of these Articles, the following words and expressions shall have the following meanings, unless repugnant to the subject or context.

(The Company means the “Mobile & Electronic Devices Export Promotion Council”, hereinafter referred to as the “Council”).

- a. “Member” means a Member for the time being whose name is entered in the Register of Members of the Council.
- b. “The Act” means the Companies Act, 2013, or any statutory modification or re-enactment thereof for the time being in force, and shall include the rules and regulations issued thereunder.
- c. “The Articles” means and includes the Articles of Association of the Council in force from time to time.
- d. “Authorized Representative” means a person appointed/registered as such under Article 17.
- e. “The Committee” means the Executive Committee of the Council for the time being constituted under these Articles.
- f. “General Meeting” means a Meeting of the Members.
- g. “Annual General Meeting” means a General Meeting of the Members held in accordance with the provisions contained in the Act and the Articles, hereinafter.
- h. “Extraordinary General Meeting” means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.
- i. “Month” means a calendar month.

- j. “Year” means the period in respect of which the Income and Expenditure Account of the Council laid before it at the Annual General Meeting is made up whether the period is of full year or less.
- k. “Office” means the registered office for the time being of the council.
- l. “Person” shall include an Individual, a Firm, or a Society and/or a Statutory Organization.
- m. “Place of business” means the registered office of the company incorporated under the Companies Act, 2013.
- n. “India” means the territory of India as deemed from time to time in the Constitution of India.
- o. “Secretary” means the Secretary appointed as such by the Executive Committee and shall include an Acting Secretary.
- p. “Government” means the Central or State Government as the case may be.
- q. “Financial Year” shall have the meaning assigned thereto by Section 2 (41) of the Act. For the Council, it will be from 1st April to 31st March.
- r. “The Register” means the Register of Members kept as required by Section 88 of the Act.
- s. “Bye-Laws, Rules and Regulations” means the Byelaws, Rules and Regulations of the Council from time to time in force.
- t. “The Council” means the “Mobile & Electronic Devices Export Promotion Council”.
- u. “Exporter of Mobile” means a person who exports Mobile and Electronic Devices and Components (also referred to as “**MEDCs**”).
- v. “Firm” means a firm as defined under the Indian Partnership Act, 1932.
- w. “Chairman” means the Chairman of the Council.
- x. “Auditors” means person appointed as such for the time being, by the Council.

- y. "Prescribed" means prescribed by the Committee by virtue of a power conferred by these articles.
- z. "Hony. Secretary" means the Honorary Secretary appointed as such by the Executive Committee.
- aa. "Product" means any goods or services, including but not limited to, Mobile and Electronic Devices and Components in regard to which the Council has been recognised for the time being by the Central Government; under the relevant provisions of the Foreign Trade policy of the Central Government; as in force for the time being;

2. Interpretation

- a. It is clarified that words and expressions used and not defined in these Articles, but defined in the Act, shall have the meanings respectively assigned to them by the Act. The General Clauses Act, 1897, applies for the interpretation of these articles, as it applies for the interpretation of an Act of Parliament.
 - b. The provisions of these Articles wherever applicable shall be subject to those of the Export Import Policy, as notified by the Central Government from time to time.
 - c. For the purposes of determining whether an industry is a small scale industry, the SSI Registration certificate issued by the Directorate of Industries of the State Government, shall be conclusive.
 - d. The Council shall from time to time frame rules and regulations and/or byelaws. The Council shall have powers to amend, withdraw, or rescind any rules which may be in force at any time, in accordance with the Articles.
3. The Council shall grant registration for availing export entitlement, benefits, and other facilities, in accordance with the prevailing policy of the Central Government, as may be prescribed by the concerned authorities from time to time, on payment of such registration, annual, and other charges as may be decided by the Executive Committee of the Council from time to time. Such exporters registered with the Council shall be called as Registered Exporters.

MEMBERS

4. The Export Promotion Council (hereinafter referred to as the “EPC”) for Mobile and Electronic Devices and Components (hereinafter referred to as “MEDCs”) will be the Registering Authority notified by the Director General of Foreign Trade (hereinafter referred to as the “DGFT”) to register importers / exporters as its Members by issuing a Registration cum Membership Certificate (hereinafter referred to as “RCMC”) in terms of Para 2.91 of the Handbook of Procedures issued by the Department of Commerce, Ministry of Commerce & Industry, Government of India (hereinafter referred to as the “HBP”) and will be notified as Registering Authority as per Appendix-2T of the HBP. It is clarified that any non-exporter entity wishing to be a Member must be nominated in writing by an exporter. The list of items under the EPC for MEDCs will include both hardware as well as related software and services. It is clarified that the proposed structure is fully compliant with Para 2.92 of the HBP which lays down a democratic structure of e-voting, limited tenure of elected heads, and undertaking to follow the directions of the Central Government.
5. EPCs acting as the Registering Authorities for RCMC at present will continue to act as Registering Authorities and issue RCMC to their Members till (effective date). EPCs wishing to continue as Registering Authority for their product group thereafter shall have to comply with, and fulfil the conditions as specified hereunder prior to (effective date).
6. Registration- cum- Membership Certificate (RCMC)
 - a. The RCMC, in the approved format as per Appendix 2R of the HBP shall be issued by the EPC. The prospective Member shall fill out Form ANF 2C in order to become a member.
 - b. Members shall be categorised into the following categories:
 - i. Associate Member - A person or the entity represented by him shall be eligible for admission to the Council as Associate Member on receiving the Import-Export Code Number from the Director General of Foreign Trade, Government of India, in respect of the product with which the Council is concerned.
 - ii. Ordinary Member- In order to be eligible for ordinary Membership of the Council, a person or the entity represented by him must satisfy the

following requirements, namely:

(a) He, or the entity represented by him, must have been an Associate Member of the Council for at least three years.

(b) He, or the entity represented by him, must have, to his or its credit, during the three financial years immediately preceding, average exports in respect of the product, of not less than the amount mentioned below:

For Small scale industries	Rs. 10 Lakhs
For Others	Rs. 25 Lakhs

7. Application for Membership of the Council as an ordinary or associate Member shall be made to the Committee in the prescribed form and where no such form is prescribed for the time being, the application may be made by an ordinary letter. While applying for RCMC, an exporter shall declare facts showing eligibility for Membership, including but not limited to disclosure of his main line of business in the application; the nature of applicant (whether the applicant is an individual, firm, company, co-operative society or any other type of entity); category of Membership applied for; certificate of financial soundness from the applicant's bankers; proof of payment of the prescribed entrance fee and annual fee. The exporter is required to obtain RCMC from the Council which is concerned with the product of his main line of business.

8. Validity Period of Registration cum Membership Certificate

RCMC shall be deemed to be valid from 1st April of the licensing year in which it was issued and shall be valid for a period of five years, ending 31st March of the licensing year, unless otherwise specified. It is clarified that the RCMC shall not have any retrospective effect.

9. Intimation Regarding Change in Constitution of Business of RCMC holder

In case of change in ownership, constitution, name, or address or authorised business activities of any member/RCMC holder, it shall be obligatory on the part of the RCMC holder to intimate such change to the Registering Authority within a period of one month from date of such change. The Registering Authority may, however, condone delays on merits.

10. Reporting

Exporter will furnish quarterly return /details of his exports to the EPC in specified format.

11. De-Registration

The EPC may de-register an RCMC holder for a specified period for violation of conditions of registration. Before such de-registration, the RCMC holder shall be issued a show cause notice by the registering authority, and an adequate and reasonable opportunity provided to make a representation against the proposed de-registration. Upon de-registration, EPC shall intimate the same to all Regional Authorities of the DGFT, as well as the Customs Commissionerates.

12. Appeal against De-Registration

A person aggrieved by a decision of the registering authority in respect of any matter connected with the issue of RCMC may prefer an appeal to DGFT or an officer designated in this behalf within 45 days against said decision, and the decision of the appellate authority shall be final.

13. Number and Applications for Membership

- a. The Number of Members with which the Council proposes to be registered is unlimited.
- b. Applications for Membership shall be made on the prescribed form and shall be submitted to the Committee which shall decide all questions relating to eligibility for Membership of any applicant. The decision of the Committee shall be final and it shall not be bound to assign any reason for their action.

Notwithstanding the provisions of sub-clause (a) to this clause, the signatories to the Memorandum of Association shall be the first Members of the Council on registration thereof.

14. Eligibility for Membership

- a. Any person who is an exporter of Mobile and Electronic Devices and Components (also referred to as “MEDCs”), whether manufacturer exporter, or merchant exporter, or otherwise actually exporting MEDCs is eligible to become a Member of the Council on making written application, and subject to meeting all requirements of the Act, Articles, Bye-laws, Regulations, or such other directions / requirements as may be prescribed / framed by the Committee from time to time.
- b. Officers of the government who may from time to time be nominated by the government shall be admitted as Government Nominees.

15. The First Executive Committee including Founding Members shall be as follows:

S. No.	Founding Member	Designation
1.	Shri Ajay Shankar	Chairman
2.	Shri Virat Bhatia (Managing Director, Apple)	Vice Chairman (GVCs)
3.	Shri Hari Om Rai (Chairman and Managing Director, Lava International)	Vice Chairman (Indian Champions)
4.	Shri Pankaj Mohindroo (Chairman, ICEA)	Hony. Secretary
5.	Shri Josh Foulger (Country Head and Managing Director, Foxconn)	Member
6.	Representative of Samsung	Member
7.	Shri Rahul Sharma (CEO, Micromax)	Member
8.	Shri Sunil Vachani (CMD, Dixon)	Member
9.	Nominated Representative of DPIIT, Government of India	Govt. Nominee
10.	Nominated Representative of Ministry of Commerce, Government of India	Govt. Nominee
11.	Joint Secretary, Electronics, MeitY	Govt. Nominee
12.	Representative of Wistron	Member
13.	Representative of Flextronics	Member
14.	Shri Ketan Patel (MD, HP India)	Member
15.	Shri Arijit Sen (VP, Vivo)	Member
16.	Shri Parag Naik (CEO, Saankhya Labs)	Member
17.	Shri Rajiv Babbar (MD, VDPL, MSME)	Member

16. Membership Subscription

- a. Every Member shall pay admission fee as per the categories (above) and shall further pay minimum annual subscription of such amount as may be prescribed by the Executive Committee from time to time.
- b. Government Nominees shall not be required to pay any admission fee or annual subscription.

17. Subject to the provisions of the Act, a Member of the Council being a firm, company, corporation, or society shall be entitled to appoint a representative in the manner laid down below, with the power to remove any representative so appointed; and, on a vacancy being caused for any reason, whether by resignation, death, removal or otherwise, to appoint another person as his representative.

- a. The representative of a firm shall be one of its partners and he shall be authorised by the firm with the consent of all partners.
- b. In the case of proprietary concern, the representative shall be the proprietor only.

c. In case of Hindu Undivided Family (HUF), the representative shall be the Karta only.

18. The representative of a company, corporation or co-operative society or a society registered under the Societies Registration Act (or similar law for the time being in force in the relevant state / territory in India) or partnership shall be any one of the directors or in the post of director of the company or corporation or governor or Member or holding such like position of the executive committee of the cooperative society or society registered under Societies Registration Act (or similar law for the time being in force in the relevant state / territory in India) or any one of the partners authorized by the others to act as a representative. Such representative shall be duly authorized to act as a representative by the resolution of the Board of Directors/Executive Committee/Managing Committee as the case may be of such companies, corporation, Member of the co-operative society, society, partnership etc.

a. A representative of the Member for the time being shall be entitled to attend the Meeting of the Council, form quorum and exercise right of vote on behalf of said Member. A Member shall be entitled to withdraw and/ or rescind appointment of such representative and for this purpose the Member shall give a notice in writing to the Secretary of the Council conveying such intention. The appointment so made shall stand cancelled immediately on receipt of such notice in writing by the Secretary of the Council without notice to the representative.

b. The Committee shall be entitled to frame rules and regulations and/or byelaws for appointment of authorized representative.

Any authority granted as per this article shall be effective, only on expiry of seven days from the date on which it is lodged with the Council.

19. If a Member (Ordinary or Associate) fails to pay his annual subscription by the 30th April of the year for which it has become due, then such person shall not be entitled to exercise any right or privilege as such Member and the Committee may suspend his Membership, which suspension shall remain operative until he pays the arrears and the Committee accepts in writing such arrears and restores his Membership after revoking his suspension.

20. Cessation of Membership

a. A Member shall cease to be a Member:

i. If the Member voluntarily resigns in writing to the Secretary of the Council,

provided that, such Member shall vacate office only after the acceptance of the resignation by the committee. A Member, who has resigned shall nevertheless continue to be liable to pay to the Council all amounts due from him to the Council and for any other liability, which he might have incurred towards the Council; If a Member applies to be adjudicated insolvent, or has been adjudicated insolvent by a competent Court of law;

- ii. If he is convicted by a court of any offence involving misconduct and moral turpitude and is sentenced, on such conviction, to imprisonment for not less than six months or is convicted of an offence under the Act or any other provision of the applicable laws.
- iii. If a Member being a Partnership Firm, the Partnership is dissolved;
- iv. If a Member being a Body Corporate a resolution is passed for its winding-up or an order for winding-up is made by a Court of competent jurisdiction;
- v. If the member, or any firm in which he is a partner, or any private company of which he is a Director, commits a violation of the provisions of the Act;
- vi. On the failure to pay any dues, except penalties, to the Council within thirty days after a notice in writing calling upon the Members to pay the dues is served on the Member.

The Committee shall have power to waive this condition subject to its satisfaction that cessation of Membership on this account would cause hardship to defaulting Member;

- vii. If a Member ceases to be a Member of the entity he represents, or entity ceases to be a Member of the Council under any other provisions of these Articles.
- viii. In the case of an individual, in the event said Member is found to be of unsound mind by a court of Competent jurisdiction.
- ix. In case a Member has been guilty of disorderly conduct at Meetings of the Council or of the Committee;

- x. If he has otherwise been guilty of conduct unbecoming of a member.
- b. The Membership of a Member shall stand suspended for the duration for which he has been de-registered.
- c. The Executive Committee may remove the name of the Member from the Register of Members:
 - i. If it intentionally violates, to the satisfaction of the Committee, any of the conditions / requirements for grant of Membership as may be prescribed from time to time by the Committee.
 - ii. If it has ceased to have the qualifications required for Membership as may be prescribed by the Committee from time to time.
 - iii. If export performance of such Members during the 3 previous years is less than the amount as may be prescribed by the Executive Committee from time to time. The Executive Committee shall undertake this exercise annually, preferably in the month of June, by pursuing the record of the Council, to prima facie find whether such Members have failed to meet the export target so set, and then may take suitable action.

Provided, no such action shall be taken by the Committee without issuing show cause notice, and providing opportunity of being heard to the concerned Member.

Provided further that the Executive Committee may review its order passed under this clause, on motion made by such member, on application made within a period of 45 days of communication of such decision, or on its own motion and pass any appropriate order while reviewing, confirming, varying and / or modifying the decision. Provided, further, if an exporter could not file a motion for review within 45 days as above said, on its showing sufficient cause for not doing so, Executive Committee can extend further the period, not exceeding 90 days from the date of communication of the decision.

21. A Member is required to pay annual subscription for a particular year on or before 31st May of

such year. However, subscription can be received subsequently by the Council in any case, subject to satisfaction of the Committee that payment could not be made in time unintentionally or for a reason beyond the Member's control, subject to payment of additional charges of such amount as may be decided by the Committee in each case but not exceeding twice the annual subscription. In any case, if the subscription is not made within the time as above, such Member shall cease to be Member and would not be entitled to any benefit whatsoever. Similarly, the above said provision shall apply to existing defaulters whether existing Member or not.

22. Persons ceasing to be Members under these Articles shall not be eligible to become Members at any time in future unless the Executive Committee determines otherwise.
23. A person / entity ceasing to be a Member under any of the provisions of these Articles shall forfeit all rights of and claims upon the Council and its property and funds, but shall, nevertheless, remain liable for and shall pay to the Council all money which at the time of ceasing to be a Member may become due to the Council from such person/entity.
24. The Committee may, after giving a Member reasonable opportunity of hearing, convert the Membership of an ordinary Member into an associate Membership, if his performance as an exporter of the product has, during the financial years immediately preceding been below the average mentioned in these Articles of Association.
25. The rights and privileges of the Members shall be as per the Act, the Articles, and the byelaws / regulations, as may be framed by the Committee, from time to time.
26. A register of Members shall be kept in which shall be set forth the name, address, occupation of every Member of the Council, the names of the proposing and the seconding Members of such Member; the class of Membership of such member; the date on which each Member was entered in the Register; the date on which he ceased to be a Member and in which all changes in Membership from time to time shall be recorded. An Index of the names of the Members shall also be kept unless the Register of Members is in such form as to constitute an Index.
27. A firm shall not cease to be Member of the Council by reason only of a change in its constitution by death or retirement of a partner or by admission of a new partner, provided, the business of such firm is continued in the same name, nor by reason only of a mere change in the name of the firm without affecting substantially the composition of partners of the firm. The decision of the

Executive Committee as to whether such firm has ceased to be a Member of the Council or not under this Article shall be final and conclusive. The Membership is not transferable.

28. Rights of Members

Apart from and without prejudice to any other rights and privileges conferred on ~~associate~~ Members, either by the Memorandum of Association, or by these Articles, or by the Act, the Members shall have the following rights and privileges;

- a. The right to receive a copy of the Memorandum and Articles of Association of the Council within seven days of written request on payment of the sum of Rupees Thousand for each copy.
- b. The right to receive the notice of General Meetings of the Council.
- c. The right to receive the Annual Accounts and Reports of the Council.
- d. The right to receive the publications of the Council on the terms and conditions fixed by the Committee.
- e. The right to use all such facilities as may be made available from time to time on the conditions laid down by the Committee.

Without prejudice to any other rights conferred on ordinary Members by the Memorandum of Association of the Council, but subject to the other provisions of these articles, Ordinary Members shall have the following rights and privileges, namely;

- (a) Right to stand as a candidate, and to vote at the election of the Members of the Committee and the right to vote on all matters brought before a Meeting of the Council, provided there are no arrears of subscription or other dues or charges payable by them to the Council on 1st April in the year of voting;
- (b) Right to requisition a Meeting, as provided in these articles;
- (c) Right to receive the annual reports of the Committee, on payment of the prescribed fee;
- (d) Right to receive publications of the Council, on the prescribed conditions; and
- (e) Right to use all such facilities as may be made available to such Members by the Council from time to time, on the prescribed conditions.

BORROWING POWERS

29. Subject to the provision of Sections 179(3) and 180(1)(c), and all other relevant provisions of the Act and of these Articles, the Executive Committee may, from time to time, and at its discretion, by a resolution passed at a Meeting of the Committee, raise or borrow or secure the payment of

any sum or sums of money for the Council.

MORTGAGE

30. The payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions and upon such securities in all respects as the Executive Committee may think fit.
31. The Executive Committee shall cause a proper Register to be kept in accordance with the provisions of the Act, of all mortgages and charges specifically affecting the property of the Council, and shall cause the requirements of the Act in that behalf to be duly complied with, so far as they fall to be complied by the Executive Committee.

ANNUAL GENERAL MEETING

32. Subject to the provisions of Section 96 of the Act, the Council shall in each year hold, in addition to any other Meetings, a General Meeting as its Annual General Meeting and shall specify the Meeting as such in the notices calling it. The first Annual General Meeting shall be held within eighteen months from the date of incorporation of the Council, and the next Annual General Meeting of the Council shall be held within six months after the expiry of the Financial Year in which the first Annual General Meeting was held, and thereafter an Annual General Meeting shall be held within six months after the expiry of each Financial Year, provided that, not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar to extend the time within which any Annual General Meeting may be held.
33. The Council may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting. Every Member shall be entitled to attend in person or by proxy. The Auditors of the Council shall have the right to attend and to be heard at any General Meeting which they attend on any of the business which concerns them as Auditor. At every Annual General Meeting of the Council there shall be laid on the table the Executive Committee's Report and Audited Statement of Accounts and the Auditor's Report (if not already incorporated in the Audited Statement of Accounts.), placed on record the names of the Committee Members, and

appointment and fixation of the remuneration of the auditors.

34. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meetings.
35. The Annual General Meeting shall be held at any time during business hours, on a day (not being a public holiday) decided by the Committee. The notice calling the Meeting shall specify it as the Annual General Meeting.

EXTRAORDINARY GENERAL MEETINGS

36. The Executive Committee may whenever it thinks fit call an Extraordinary General Meetings.
37. Process of Requisition of a General Meeting
 - a. The Executive Committee shall on the requisition of Members of the Council having not less than one-tenth of the total voting power of all the Members having at the said date a right to vote in regard to the matter, forthwith proceed to call a Meeting of the Council and the provisions of the Act (including the provisions below) shall be applicable.
 - b. The requisition shall set out all the matters for consideration of which the Meeting is to be called and shall be signed by the concerned Member and shall be deposited at the registered office of the Council.
 - c. The requisition may consist of several documents in like forms to be signed by one or more concerned Members.
 - d. Where two or more distinct matters are specified in the requisition the provisions of sub-clause (a) above shall apply separately in regard to each matter and the requisitions shall accordingly be valid only in respect of those matters in regard to which the condition specified in said sub-clause are fulfilled.
 - e. If the Executive Committee does not within 21 days from the date of deposit of a valid requisition in regard to any other matters proceed to call a Meeting for the consideration of these matters on a day not later than 45 days from the date of the deposit of the requisition, the Meeting may be called by the Concerned Members themselves or by such of the Concerned Members as represent one-tenth of the total voting power of all the Members

of the Council having at the said date a right to vote in regard to that matter.

f. A Meeting called in accordance with the provisions of these Articles by the concerned Members or any of them shall be called in the same manner, as soon as possible, as that in which Meetings are called by the Executive Committee but shall not be held after the expiration of three months from the date of the deposit of the requisition. Nothing contained herein shall be deemed to prevent the Meeting duly commenced before the expiry of three months aforesaid from being adjourned to some date after the expiry of the period.

g. Any reasonable expenses incurred by the concerned Members by reason of the failure of the Executive Committee to duly call a Meeting shall be repaid to the concerned Members by the Council.

38. A General Meeting of the Council may be called by giving not less than 14 days' notice in writing or may be called by a shorter notice as provided in the Act.

39. Contents of Notice of Meeting

a. Every notice of a Meeting of the Council shall specify the place, the date and hour of the Meeting and shall contain a statement of the business to be transacted thereat.

b. No General Meeting, Annual or Extraordinary Meetings shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it was convened.

40. Members of the Council shall not be entitled to any remuneration for attending its Meeting or for performance of any other functions as such Members.

CHAIRMAN

41. The candidate standing for election as Chairman, Vice-Chairman, Regional Chairman must be able to establish that they or the entity they represent have made exports of the Product not less than INR 2 Crores in the preceding financial year.

42. The Executive Committee shall on the expiry of every 24 months elect a Member amongst the Members of the Executive Committee to be the Members' Vice-Chairman through e-voting. The tenure of office of the Chairman and also the Vice-Chairman shall be for a period of 24 months. The election of Chairman shall be via Vice Chairman route. On completion of their term of two years, the Vice Chairman shall succeed to be the Chairman of the Council unless

they are unwilling to accept Chairmanship or have incurred any of the disqualifications enumerated in these Articles. However, a Member who has once been elected as Chairman or Vice Chairman post retirement from their tenure shall not be re-elected as Vice-Chairman unless a period of at least a term of 4 years has elapsed since the last appointment to that office.

43. The Chairman shall cease to hold office forthwith if a notice of intention to move a motion of no confidence is given by majority of not less than two-thirds of the elected Members of the Executive Committee to the Secretary of the Council and the same is carried out by majority of not less than two third of the elected Members of the Executive Committee when a motion of no confidence against the Chairman is placed at the Executive Committee Meetings for consideration, provided that, at least 14 days prior notice to that effect has been given.
44. The Chairman and in their absence any Vice-Chairman so appointed by the Chairman shall be the Executive Head of the Council. At all Meetings, whether General or Extraordinary and at the Executive Committee Meetings of the Council, the Chairman shall preside and control the business of the Meetings. In their absence or their unwillingness to preside, any one of the Vice-Chairmen present shall preside. In the absence of Chairman and Vice Chairmen, the Hony. Secretary, upon the direction of the Chairman or any person amongst the Members of the Committee present at the Meeting and elected amongst themselves, shall be the Chairman of that particular Meeting and shall preside over the Meeting.
45. If the Chairman is out of India or notifies to any Vice-Chairman or the Secretary that they will be unable to perform the duties of the Chairman owing to illness or otherwise, any one of the Vice-Chairmen so appointed by the Chairman shall perform the functions of the Chairman and the Chairman shall also be entitled to appoint Hony. Secretary of the Executive Committee to act as Vice- Chairman in their absence.
46. If the Vice-Chairman also notifies to the Secretary that they will be unable to perform the duties of the Chairman, the Executive Committee shall nominate the Hony Secretary to perform the functions of the Chairman or any person amongst the Members of the Committee present at the Meeting and elected amongst themselves shall be the Chairman of that particular Meeting.
47. If a requisition in writing is made to the Chairman by not less than one-fifth of the Members of Committee having voting rights on the date of requisition but with a minimum of three, the Chairman shall require the Secretary to call a Meeting of the Committee within a reasonable time, which shall not exceed 15 days.

48. The Executive Committee shall decide the Seniority of Vice- Chairman.
49. If there will be vacancy in the office of the Chairman and/or the Vice-Chairman due to resignation, death, removal or otherwise, the Executive Committee may elect the Chairman and/or Vice- Chairman as the case may be. The Chairman and/or Vice-Chairman so elected shall hold office of the chairman and/or vice chairman as the case may be for the remaining period of tenure of office of the chairman and/or vice-chairman in whose place he has been so elected.

FUNCTIONS OF THE EXECUTIVE DIRECTOR

50. The Executive Director will work under the control and supervision of the Committee. The Council would have absolute discretion to frame the Rules for the appointment of Executive Director as an employee of the Council, and the Executive Director of the Council shall not be a Member of the Committee.

FUNCTIONS OF THE HONY. SECRETARY

51. The functions of the Hony. Secretary shall be as follows:
- h. To administer the general affairs of the Council and the Executive Committee.
 - i. To determine what work shall be undertaken and to arrange for the conduct of such work.
 - j. To receive and deal with reports and recommendations of Sub-Committees.
 - k. To arrange for the publication of reports and other documents issued by the Council.
 - l. To collaborate in kindred activities of other export promotion councils in India, foreign countries, and with international organizations working in the field.
 - m. To control the finances of the Council.
 - n. To appoint and control the staff of the Council.
 - o. To make, alter, and repeal, from time to time, all such bye laws as may be deemed necessary or expedient for the proper conduct and management of the Council, subject to the provisions of the Act.
 - p. To provide a Seal of the Council and provide for its safe custody.
 - q. To do all such other lawful acts as would be conducive to the interests of the Council.

The Executive Committee may appoint a Joint Secretary and a Treasurer, and the Secretary can delegate some of these functions to them in consultation with the Chairman.

NOTICE

52. A document (which expression for the purpose of these Articles shall be deemed to include and shall include any notice, requisition, process or any other document) may be served or sent by the Council on or to any Member either personally or at his registered address or (if, he has no registered address in India) to the address, if any, within India supplied by him to the Council for giving of notices, where a document is sent by post. All documents shall alternatively be sent by email to the Members, at the email address furnished at the time of applying for Membership.
- a. In regard to every Annual General Meeting of the Council not less than fourteen days' notice to the Members, specifying the place, date and hour of Meeting (with a statement of the business to be transacted thereat) shall be given.
 - b. Service thereof shall be deemed to be affected by properly addressing, pre-paying, and sending/ posting as approved by the Committee a letter containing the notice; provided that where a Member has indicated to the Council in advance that documents should be sent to him under a Certificate of Posting or Registered Post with or without Acknowledgment Due and has deposited with the Council a sum sufficient to defray the expenses of doing so, service of documents shall not be deemed to be affected unless it is sent in the manner indicated by the Member (including via email), and
 - c. Such services shall be deemed to have been effected (a) in case of the notice of Meeting at the expiration of 48 hours after the letter containing the Notice is posted and (b) in any other case at the time at which the letter containing the Notice would be delivered in the ordinary course.
53. Any document required to be served or sent by the Council on or to Members and so expressly provided for by these Regulations shall be deemed to be served or sent if advertised once in one daily English newspaper and one daily vernacular newspaper circulating in the neighbourhood of the registered office of the Council.
54. The accidental omission to give notice of any Meeting to or non-receipt of any notice by any Member shall not violate the proceeding at the Meeting.

55. Any notice to be given by the Council shall be signed by the Chairman or the Vice-Chairman or by the Hony. Secretary or by such persons as the Executive Committee may appoint. The signature to any notice to be given by the Council may be written, printed, lithographed, or cyclostyled. It is clarified that all such notices may be sent via email.

PROCEEDINGS AT THE GENERAL MEETINGS OF THE COUNCIL

56. Not less than one tenth of the total number of ordinary Members present in person shall be a quorum for a General Meeting. No business shall be transacted at any General Meeting unless the quorum requisite is present at the commencement of the business.

57. Every General Meeting of the Council shall be held in the city in which the registered office of the Council is situated. It is clarified that the Meeting can be held via video conferencing, subject to the approval of a simple majority of the Members of the Council.

58. If, after the expiration of half an hour from the time appointed for holding a Meeting of the Council, a quorum is not present, the Meeting, if convened by or upon the requisitions of the Members, shall stand dissolved but in any other case shall stand adjourned to the same day in the next week, if that day is not a public holiday, at the same time and place or to such other day and at such other time and place in the city in which the registered office of the Council is situated as the Committee may determine (including being held via video conferencing) and if, in such adjourned Meeting, quorum is not present at the expiration of half an hour from the time appointed for holding the Meeting, the Members present shall constitute quorum and may transact the business for which the Meeting was called.

59. The Chairman of the Council shall be entitled to take the Chair at every General Meeting. If there is no Chairman, or if at any Meeting they are not present within 15 minutes from the time appointed for holding such Meeting, or they are not willing to act as Chairman, the Senior Vice-Chairman or such other Vice-Chairman present and willing to preside as Chairman of such Meeting is to act as the Chairman. If there is no such Vice-Chairman or in case of their absence or refusal, the Hony. Secretary of the Executive Committee or any other Member of the Committee is to act as the Chairman. If there be no Member of the Committee willing to take the Chair, the Ordinary Members of the Council who are present shall elect one of themselves to be the Chairman of the Meeting of the Council.

60. Procedure in Case of Vacancy of Chair

- a. No business shall be discussed at any General Meeting unless the election of the Chairman is affected while the chair is vacant.
 - b. If a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Articles. The Chairman so elected on show of hands, shall exercise all the powers of Chairman.
 - c. If some other person is elected as a Chairman as a result of the poll, they shall be the Chairman of the Meeting.
61. The Chairman with the consent of the Meeting may adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. It shall not be necessary to give any notice of the adjourned Meeting unless the Meeting is adjourned for more than ten days.
62. At any General Meeting, a resolution put to vote at the Meeting shall be decided on show of hands unless a poll by secret ballot is (before or on the declaration of the result of voting on any resolution on show of hands) ordered to be taken by the Chairman of the Meeting of their own motion and shall be ordered by the Chairman, if and when demanded by at least five Members present in person or by proxy and having voting power in respect of the resolution. The resolution can be carried out unanimously or by majority or may be lost and an entry to that effect in the minutes book of the Council shall be conclusive evidence of the said fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
63. At least four Meetings of the Committee shall be held every year.
64. Not less than seven clear days' notice of every Meeting of the Committee shall be given to each Member of the Committee who shall, for the time being, be in India.
65. At any Meeting of the Committee, one third of the total strength of the Committee (as then constituted) shall be the quorum.
66. The Committee shall meet at such times as may be considered advisable, and may make such rules, as are considered necessary, as to the summoning and holding of the Meetings of the Committee, and for the transaction of business at such Meetings. Where a poll is to be taken, the Chairman of the Meeting shall appoint a person, who is a Member of the Council, to

conduct the poll and to report thereon to them.

67. Any poll duly demanded on the election of a Chairman of a Meeting or on any question of adjournment shall be taken at the Meeting forthwith.
68. The demand for a poll, except on the question of the election of the Chairman and of an adjournment, shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll has been demanded.
69. In the case of equality of votes whether on a show of hands or on poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote in addition to their own vote for which they were entitled as a Member.
70. No person other than a Member or their Authorised Representative present in person or by proxy shall be entitled to attend vote at any Meeting of the Council. Proxy shall not have right to speak on any resolution.
71. Minutes of the General Meetings
 - a. The Council shall cause Minutes of all proceedings of every General Meeting to be kept open for examination by Members of the Committee by making, within 30 days of the conclusion of every such Meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered in accordance with the provisions of the Act.
 - b. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each Meeting in such book shall be dated and signed by the Chairman of the same Meeting within the aforesaid period of 30 days or in the event of the death or inability of the Chairman within that period by a Member of the Committee duly authorized by the Committee for the purpose.
 - c. In no case shall the proceedings of a Meeting be attached to any such books as aforesaid by pasting or otherwise.
 - d. The Minutes of each Meeting shall contain a fair and correct summary of the proceedings thereat.
 - e. All appointments of officers made at any of the Meetings will be recorded in the Minutes.

- f. Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting:
 - i. Is, or could reasonably be regarded as defamatory of any person or
 - ii. Is irrelevant or immaterial to the proceedings, or
 - iii. Is detrimental to the interest of the Council. The Chairman of the Meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the Minutes on the aforesaid grounds.
- g. Any such Minutes shall be evidence of the proceedings recorded thereon.
- h. The book containing the minutes of proceedings of General Meetings shall be kept at the registered office of the Council and shall be open, during business hours, for such periods, not being less in the aggregate than two hours on each day as the Committee may determine, for the inspection of any Member without charge.

VOTES OF MEMBERS

- 72. Unless disqualified by any of the provision of the Act or these Articles, all ordinary Members or their authorised representatives shall be entitled to vote at every General Meeting on show of hands and upon a poll. Every such Member present in person or by proxy and entitled vote shall have one vote.
- 73. The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting and shall have, in addition, a casting vote. The Chairman present at the taking of a Poll shall be the sole judge of the Validity of every vote tendered at such Poll. No objection shall be taken to the validity of any vote cast at a Meeting, except at the Meeting at which such vote was tendered, and every vote, not disallowed at such Meeting, shall be deemed to be valid for all the purposes of such Meeting.
- 74. A Member or his Authorised Representative who is entitled to vote at every General Meeting shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself; however, the proxy so appointed shall not have right to speak at the Meeting.

EXECUTIVE COMMITTEE

- 75. For the purpose of managing the affairs of the Council, there shall be an Executive Committee. The number of Members of the Executive Committee shall not be less than 10 and not be more than 20 (including Members or Regional Chairman), as elected by the Council or

nominated by the Executive Committee itself (nominated Members not to exceed 3), as herein provided in these Articles. There will be three co-opted Members on the Executive Committee. A nominated or co-opted Member shall have no right to vote.

76. Reservation

- (a) At least one third of the seats for the elected Members of the Committee shall be reserved for representatives of small-scale industries.
- (b) In addition, at least one third of the seats for elected Members of the Committee shall be reserved for exporters who fall within the category of star trading houses for the purposes of the Foreign Trade Policy for the time being in force or who have for the time being similar status under the said policy.
- (c) Where any seat reserved under clause (a) or (b) of this article cannot be filled up by a candidate of that reserved category, that seat shall be deemed to be unreserved.

77. The Committee may co-opt such Members, as it considers necessary for the efficient conduct of its business in relation to specific types of activities.

78. Certain further provisions as to nominated Members

- (a) The term of office of Members of the Committee who are nominated by the Central Government shall be co-terminus with the term of the committee. Provided that, if a Member is nominated during the term of the Committee his term of office shall be such as the Central Government may specify.
- (b) The Central Government may, at any time, require such a nominee to relinquish his office and may appoint another person in his place.
- (c) The term of the office of the Member nominated by the Committee to fill in the vacancy shall be pursuant to these Articles of Association.

79. The Executive Committee may not resign, notwithstanding any vacancy, so long as its number is not reduced below 7, excluding Government Nominees.

80. The Members of the Executive Committee shall consist of the office bearers, and may nominate the executive branch head i.e., the Director General or CEO or Director etc. The Committee shall have power from time to time to fill in casual vacancy or vacancies, temporary or otherwise, which may occur amongst such office bearers.

81. The Executive Committee for the time being shall hold office till the next Annual General Meeting subject to the provisions, as contained, in these Articles.

At every General Meeting, every Member present in person or by proxy shall have one vote. Subject to allocation of the seats as provided in Articles, all Members present in person or by proxy at every Annual General Meeting shall have right to vote on all resolutions for electing Members of the Executive Committee.

82. For the purpose of the annual election of the office bearers of the Council and/or other election for electing representatives of the Council on public and semi-public bodies, the Secretary or in their absence any other person performing the function of the Secretary shall act as the returning officer and shall be in charge of all arrangements connected with such elections. Elections to the Committee and returning officer (a) Elections to the Committee and returning office shall be conducted every two years, well before the expiry of the term of the retiring Members / Committee and (b) the Committee shall appoint a returning officer for conducting elections.

83. Rules made by the Council shall make provisions regarding the elections to the office of the Chairman and Vice Chairman on matters not provided for in these Articles as well as the process of election of the Members of the Executive Committee for a period of three years from the date of incorporation of the Council.

ELIGIBILITY FOR THE EXECUTIVE COMMITTEE

84. Only Members which have paid their subscription till the year in which election are held and remain so on the day of the election, shall be eligible to stand for election to the Executive Committee and /or propose and/or second and /or vote for such election. Right to vote can be exercised by the Members present or by Authorised Representatives or by proxy. The Executive Committee may frame Rules for Election procedure for holding election of Members of Executive Committee and shall also be entitled to make any amendment therein from time to time

85. The first Executive Committee shall consist of the following: Chairman, 2 Vice Chairmen, Hony Secretary, Joint Secretary, Treasurer, Founding Members, up to three Co-opted Members and government nominees.

86. The first Committee will be nominated by the Ad-hoc Committee of the Promoters of the Council immediately within 45 days after the registration on the above-mentioned basis. The first

Committee shall remain in office till the new Committee is elected at the Annual General Meeting held within 18 months after the date of incorporation. The limitation of 24 months for the tenure of the Chairman will be exclusive of this start up period of 18 months.

87. Regional Chairmen shall be ex-officio Members of the Committee of Administration and their elections shall be held along with the elections to the Committee

88. CONDUCT OF ELECTIONS

I. Duty of Council

a) It shall be the responsibility of the Council to ensure that elections to various posts in the Council are held in time.

b) Elected Members shall automatically retire on completion of their tenure.

II. Failure to hold elections: If the Council fails to ensure timely elections, the Central Government may, after giving it a reasonable opportunity of being heard, order a fresh election to be held and may make such arrangements as may be necessary for that purpose

III. Mode of conducting elections

The following matters shall be provided for by Election Rules to be made by the Council namely:

a) the tenure of Members elected to various posts/Panel in the Council (except as otherwise provided in these Articles of Association

b) mode of conducting elections (except as otherwise provided in these Articles of Association)

89. CHANGE IN MEMBERS OF EXECUTIVE COMMITTEE

a. At the conclusion of every succeeding Annual General Meeting after the first Annual General Meeting, one third of the Members of the Executive Committee other than the Government nominees shall retire from office after completion of a term of two years and will be eligible for re-election or re-nomination to the Council, in accordance with these Articles, and subject to the provisions of the Act, the Members of the Executive Committee shall remain in office till the new Committee is elected.

b. A retiring Member or Members of the Executive Committee shall be eligible for re-

election or re-nomination.

- c. The Executive Committee may frame rules with regard to all matters pertaining to the election of the Chairman and Vice-Chairman.
- d. The Executive Committee Members other than founding Members to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment.

90. After the conclusion of ensuing succeeding Annual General Meeting subsequent to the first Annual General Meeting, the immediate Past Chairman of the Council shall be co-opted as a Member of the Executive Committee (if otherwise such Members continued to be Members because of tenure of election). In addition, the Committee shall nominate three Members to the Executive Committee as co-opted Members among the Members of the Council. For co-option, experience, knowledge, and qualifications to make useful contribution of such Member shall be the relevant factors for co-option to the satisfaction of committee. The co-opted Members will have equal right of voting.

91. **VACATION AND RETIREMENT OF MEMBERS**

- a. If there arises a casual vacancy in the office of any Member of the Committee (other than Members who are nominated), it shall be filled up by the Committee. Provided that when the vacancy is for a period not exceeding two months, the Committee may, if it so chooses, decide not to fill up the vacancy, so long as the number of vacancies so left unfilled does not exceed three. A person appointed to fill up a casual vacancy shall hold office only for the remainder of the term of the original member
- b. If at any Meeting at which election of the Members of the Executive Committee ought to take place, the places of the vacating Members of the Executive Committee are not filled up, the Meeting shall stand adjourned till the same day in the next week at the same time and place or, if that day is a public holiday, till the succeeding day which is not a public holiday at the same time and place.
- c. If at the adjourned Meeting also the places of the vacating Members of the Executive Committee are not filled up, the vacating Members of the Executive Committee or such of them as have not and their places filled up shall be deemed to have been elected at the adjourned Meeting unless:

- i. At that Meeting or the previous Meeting, a resolution for appointment of such Members has been put to Meeting and is lost;
- ii. The retiring Member has by notice in writing addressed to the Council expressed unwillingness to be so re-appointed;
- iii. They have not qualified or they are disqualified for appointment.

92. The office of a member of the Executive Committee shall be ipso facto vacated:

- a. If they resign from their office by a notice in writing.
- b. If they are found to be of unsound mind by a Court of competent jurisdiction.
- c. If they apply to be adjudicated as insolvent or are otherwise, adjudged insolvent;
- d. If they are convicted by a court of an offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months;
- e. If they or any firm of which they are a partner or any Company or Corporation of which they are a Director without sanction of the company accepts or holds any office of profit under the Council other than of a legal advisor or banker.
- f. If they absent themselves for three consecutive Meetings of the Committee or from all Meeting of the Executive Committee for a continuous period of three months, whichever is more, without obtaining leave of absence from the Executive Committee;
- g. If they cease to have any connection or association with the firm or Company which they represent, unless they are in association with any other Firm which is a Member;
- h. If they have been suspended, removed or ceased to be a Member of the Council under Articles;
- i. If they or any firm in which they are partner or any company, of which they are a director, commits a violation of the provisions of the Act;
- j. They becomes disqualified by an order of any Court;

93. Any casual vacancy occurring in the Members of the Executive Committee by death, resignation, or otherwise, may be filled by the Committee from amongst Members from the respective regions

as per Articles, but any person so chosen shall retain they office only, so long as the vacating Member would have retained the same, had no vacancy occurred.

94. Upon a vacancy occurring during the tenure in the office of Director General the Executive Committee may elect within three months, one amongst the Executive Committee Members, to be the Director General of the Council. The resultant vacancy of the Member of the Executive Committee shall be filled in as a casual vacancy.
95. Upon a vacancy occurring during the year in the office of the CEO, the Committee may elect one of their own Members to be the CEO.
96. Upon a vacancy occurring during the year in the office of the Director General as well as in the office of the CEO, the Committee may fill up the vacancies by electing two of their own Members to the post of the Director General and COO, respectively.
97. If a Member of the Executive Committee (other than a nominated or co-opted Member and other than the Regional Chairman) is unable to attend a Meeting, such Member shall intimate his absence to the Secretary of the said Committee and obtain leave regarding the same from the Chairman of the said Committee

98. REGIONAL COMMITTEES

Formation of Regional Committee

- (a) The Committee shall form a Regional Committee for each Region, except where the products with which the Council is concerned are mainly confined to one Region.
- (b) The geographical extent of such Region shall be determined by the Council by way of Election Rules.
- (c) The Regional Committee shall consist of the following:
 - (i) The Regional Chairman, and
 - (j) Such number of other Members as may be nominated by the Committee of Administration.

Functions of Regional Committee

- I. Each Regional Committee shall function under the general control, superintendence and direction of the Committee.
- II. Each such Committee shall
 - (a) Take steps to stimulate exports of the product from its region;
 - (b) Perform such other functions as the Committee may lay down, from time to time.

FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE

99. The Committee may exercise all such powers, as may be delegated to them by Members of the Council, including power to frame, modify, and/or rescind, bye-laws, rules and regulation and do all such acts and things as may be authorised by the Council as well as regulated during a General Meeting and are not contrary to the Act or any other law, or by the Memorandum, or by the Articles of Association of the Council required to be exercised by the Council in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act for the time being in force in India, and to such regulations being not inconsistent with the aforesaid Articles, or provisions as may be prescribed by the Council in General Meeting, but no requisition made by the Council in general Meeting shall invalidate any prior Act of the Committee which would have been valid, if the Articles had not been made, provided that the Committee shall not, except with the consent of the Council in General Meeting:

- a. Sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the Council, or where the Council owns more than one undertaking, of the whole or substantially the whole of any such undertaking.
- b. Invest, otherwise than in trust securities or scheduled banks the amount of compensation received by the Council in respect of the compulsory acquisition of any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time.

100. The Executive Committee may meet together for the dispatch of business from time to time and shall so meet at least once in every three months and at least four such Meetings shall be held in every year and it may adjourn or otherwise regulate the Meetings and proceedings as it may deem fit. The provision of this Article shall not be deemed to be contravened merely by the reason of the fact that a Meeting of the Executive Committee which has been called in compliance with the terms herein mentioned could not be held for want of a quorum. The Executive committee may hold its Meetings at any place in India and may open its branches or functional offices at other places.

101. The Hony. Secretary under the direction of the Chairman shall convene a Meeting of the

Executive Committee by giving at least 7 days' previous notice to each Member of the Executive Committee and specify in such notice the statement of the business to be transacted. The Meeting may, however, also consider other matters which in the opinion of the Chairman demand immediate consideration. An urgent Meeting of the Executive Committee may at discretion of the Chairman be convened by giving 72 hours' notice.

102. If a requisition in writing is made to the Chairman by not less than 1/4th of the Members of the Committee having voting rights on the date of requisition, the Chairman shall require the Secretary to call a Meeting of the Committee within a reasonable time, which shall not exceed 15days.
103. Subject to the provision of the Act, the quorum for Meeting of the Committee shall be 1/3rd of the total strength of the Committee of 10.
104. The Chairman, or in his absence the Senior Vice-chairman, or in absence of Vice Chairman for the time being of the Council, the Hony. Secretary shall preside at all meetings of the Committee, and if, at such meeting, such chairman or Vice-chairman, shall not be present within fifteen minutes after the time appointed for holding the same, the Hony Secretary is to be Chairman of the meeting.
105. Any question at any meeting of the Executive Committee shall be decided by a majority of votes and in case of any equality of votes, the Chairman of the meeting (whether the Chairman or Vice-Chairman or Hony Secretary as Chairman presiding at such Meeting) shall have a second or casting vote.
106. The Committee may delegate or divide/bifurcate any of its powers to sub-committees consisting of such Member or Members of their body as it thinks fit and it may from time to time revoke and discharge any such committee either wholly or in part and either as to persons or purposes. Every Sub-Committee so formed shall in the exercise of the power as delegated or divided/bifurcated, conform to any regulation that may from time to time be imposed on it by the Committee and may receive and deal with reports and recommendations therefrom. All such acts done by any such sub-committee in conformity with such regulation and in fulfilment of the purposes of their appointment, but not otherwise, shall have the force and effect as if done by the Executive Committee.
107. The meetings and proceedings of any sub-committee consisting of two or more

Members shall be governed by the provisions herein contained for regulating the Meetings and proceedings of the Committee so far as the same are applicable there to and are not superseded by any regulations made by the Committee under the last proceeding clause.

108. The Functions of the Committee include the following:
- (a) To administer the general affairs of the Council;
 - (b) To determine what work shall be undertaken by the Council and to arrange for the conduct of such work;
 - (c) To arrange for the publication of reports and other documents issued by the Council;
 - (d) To collaborate in kindred activities with other Export Promotion Councils in India and similar bodies in foreign countries and with international organizations working in the field;
 - (e) To control the finances of the Council;
 - (f) To control the staff of the Council;
 - (g) To take steps to conduct timely elections to various posts contemplated by these Articles;
 - (h) From time to time, to make rules for the proper conduct and management of the affairs of the Council including matters which are to be prescribed under these Articles;
 - (i) To do all such other lawful acts as would be conducive to the interest of the Council.
109. Members of the Committee shall not be entitled to any remuneration for attending its meetings or for any other function performed by them as such members.

110. **RESOLUTION BY CIRCULATION**

- a. Subject to compliance of the Act, any business, which may be necessary for the Committee to transact, may, if the Chairman so directs, be carried out by circulation of papers among all its Members, and any resolution so circulated and approved by the majority of such Members shall be as effectual and binding, as if the resolution had been passed at the Meeting of the Committee, provided that the resolution has been approved by a majority of Members of the Committee for the time being.
- b. When any business is so referred by circulation to the members of the Committee, a

period of not less than seven clear days shall be allowed for the receipt of replies from such members. Such period will be reckoned from the date on which the notice of the business is issued.

- c. If a resolution is circulated, the result of the circulation shall be noted by the members in the next meeting of the Committee and shall be recorded in the minutes of that meeting.

111. Subject to the provisions of the Act, remuneration, out-of-pocket expenses and other travelling expenses shall be payable to the members of the Committee or sub-committee for attending the meeting thereof as may be determined by the Members of the Council, from time to time.

112. All acts done by any meeting of the Executive Committee or by the sub-committee or by any person as a member of the Committee or a sub-committee shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointments of the Member or person acting as aforesaid or that they or any of them were or was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee or sub-committee and no action may be taken against such person for any act having been done by him as a member of the Committee or/and sub-committee.

113. Minutes of Executive Committee Meetings

- a. The Committee shall cause minutes of all proceedings of every meeting of the Committee and of every sub-committee thereof to be kept by making within 30 days of the conclusion of every such meeting, entries thereof in books kept with consecutively numbered pages.
- b. Each page of every such book shall be initialled or signed by someone duly authorised to do so. The last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
- c. In no case shall the minutes of proceedings of the meeting be attached to any such book or aforesaid by pasting or otherwise.
- d. Minutes of each meeting shall contain a fair and correct summary of the proceedings thereof.
- e. All appointments of officers made at any of the meetings aforesaid shall be included in

the minutes of the meeting.

- f. The minutes shall also contain the name of the members of the Committee present at the meeting, and in the case of each resolution passed at the meeting, the names of the members of the Committee, if any, dissenting from, or not concurring in the resolution.
- g. Nothing contained in sub-clause (a) to (f) shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:
 - i. Is or could reasonably be regarded as defamatory of any person.
 - ii. Is detrimental to the interests of the Council.
- h. The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the agenda as well as in the minutes on the grounds specified in the sub-clause.
- i. Minutes of the meeting kept in accordance with the aforesaid provision shall be evidence of the proceedings recorded therein.

REGISTERS

114. The Committee shall cause to be kept at the registered office of the Council a register containing the particulars of the members of the Committee and other persons as mentioned in the Act and shall, otherwise, comply with the provisions of the said section in all respects.

BOOKS AND DOCUMENTS

115. The Committee shall keep at the office or at such other places in India, as the Committee thinks fit, proper Books of Accounts, in accordance with Section 128 of the Act, with respect to:

- a. All sums of money received and expended by the Council and the matters in respect of which the receipts and expenditure take place.
- b. All sales and purchase of goods by the Council:
- c. The assets and liabilities of the Council.

116. Where the Committee decides to keep all or any of the books of account at any place other than the office of the Council, the Council shall within seven days of the decision, file with the Registrar, a notice in writing giving the full address of the other place and the same shall be

open for inspection by the members of the Committee during office hours.

117. The Council shall preserve in good order the Books of Accounts relating to a period not less than four years preceding the current year.
118. When the Council has a branch office, whether within or outside India, the Council shall be deemed to have complied with this Article if proper Books of Account relating to the transactions effected at the branch office and proper summarized returns made up to date at intervals of not more than three months are sent by the branch office to the Council at the registered office or other place in India at which the Council is doing business.
119. Subject to the provisions of the Act, the Executive Committee shall, from time to time, determine and at what time and place and/or regulations the Accounts and Books of the Council or any of them shall be open to the inspection of Members during business hours by giving prior notice. No Member shall have any right of inspecting any account or books or documents of the Council, except as conferred by law or authorized by the Committee or by a resolution of the Council in the General Meeting. However, the Council's Accounts and Books of Accounts pertaining to expenditure incurred by it out of government grants shall be opened for inspection by an official duly authorized by the relevant Ministry of the Government of India.

ACCOUNTS AND BALANCE SHEETS

120. The Committee shall from time to time, in accordance with Section 134 of the Act, cause to be prepared and to be laid before the Council in General Meeting such Balance Sheets, Profits and Loss Accounts for Income and Expenditure Accounts and Reports as are required by this section.
121. Subject to the provisions of the Act, every Balance Sheet shall be in the form set out in Schedule III of the Act or as near thereto as circumstances admit.
122. The Income and Expenditure Account shall give a true and fair view of the excess of Income over Expenditure or excess of Expenditure over Income and show under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses of establishment, salaries, and other like matters.
123. Every item shall be brought into account, and in case where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated and further the reason why only a portion of such expenditure charged

against the income of the year shall be stated, unless the Members of the Council in General Meeting determine otherwise.

124. The Income and Expenditure Account shall be annexed to the Balance Sheet and the Auditor's Report shall be attached thereto.
125. Every Balance Sheet laid before the Council in General Meeting shall have attached to it, a report of the Executive Committee with respect of the state of the Council's affairs.
126. A printed copy of each Income and Expenditure Account and Balance Sheet audited together with the report of the Auditors and Executive Committee shall, at least 14 days prior to the Meeting, be sent to the registered addresses of every Member and a copy shall also be deposited at the registered office of the Council for the inspection of Members at least 14 days prior to the Meeting.
127. After the Balance Sheet and Income and Expenditure Account have been laid before the Council as its Annual General Meeting, 3 copies thereof signed by the Executive Director or the Secretary shall be filed with the Registrar of Companies (competent authority), in accordance with the provisions of the Act

MAINTENANCE AND PUBLICATION OF ACCOUNT AND AUDIT

128. The accounts of the Council shall be audited every year by Auditors appointed in this behalf and such Auditor shall disallow any items which in their opinion have been spent, otherwise, than for the purposes for which the Council has been constituted or which is not, in accordance with these Articles of Association or the rules made thereunder.

AUDIT

129. Auditors shall be appointed at the Annual General Meeting of the Council each year, and their rights and duties regulated in accordance with the provisions of the Act.
130. Any casual vacancy in the office of the Auditor may be filled by the Committee
131. Every account of the Council when audited and approved by a General Meeting shall be conclusive.
132. The Auditors shall have the right of access at all time to the Books of Accounts of the Council and shall be entitled to require from the Executive Committee and the officers of the Council such information and explanation as may be necessary for the due performance of their duties as

Auditors.

CUSTODY AND DISBURSEMENT OF FUNDS

133. The Council shall make byelaws for the custody and disbursement of funds provided that:

- a. The Accounts of the Council should be kept in a Scheduled Bank(s), chosen by the Executive Committee and all moneys at the disposal of the Council, with the exception of petty cash and imprest, shall be deposited into such accounts.
- b. The funds not required for current expenditure may be placed in fixed deposits with any bank, financial institutions, and Govt. bonds.

Notwithstanding any provision contained herein, the Council shall, subject to the provisions of the Memorandum, be at liberty to open branch office, whether at any place or places in India and/or outside India, for carrying on business or activity of the Council and to appoint any officer or officers to be in charge of a branch office, which shall, subject to any limitation that may be imposed from time to time by the Executive Committee or the Council or the Secretary, be at liberty to open a bank account in the name of the Council in respect of such branch office under their charges and to operate upon the same and to sign cheques and to do all other acts necessary for the purpose of such account.

INVESTMENT OF FUNDS

134. The funds of the Council, which are not required for current expenditure, may be placed in fixed deposit with any scheduled bank, or may be invested in any security in which trust property may lawfully be invested under Section 20 of the Indian Trusts Act, 1882, subject to such instructions as may be issued from time to time by the Government of India, in the Department of Public Enterprises, with reference to investments.

SECRECY CLAUSE

135. Subject to the provisions of the Act, no Member shall be entitled to require any information with respect to any details of the Council's business or any matter which is or may be in the nature of trade secret, or secret information which may relate to the conduct of business of the Council and which in the opinion of the Committee Members, it will be inexpedient to the interests of the Members of the Council to communicate to the public, nor will any Member be entitled to know the

details of the trade documents submitted to the Council by another Member.

APPOINTMENT OF OFFICERS AND OTHER EMPLOYEES

136. The executives and employees of the Council shall be appointed by the Hony. Secretary on behalf of the Executive Committee in terms of the Council's Service Rules and Regulations, subject to condition that prior approval of the Central Government shall be obtained in case a Government employee is appointed to any such post.

137. The Hony Secretary, officers and other employees shall faithfully attend to the business and affairs of the Council. They shall have charge of all correspondence and shall keep an account of the funds of the Council and funds connected with activity in any way controlled by the Council. They shall keep accurate minutes of all the Meetings of the Council and of the Executive Committee. They shall be in charge of the assets belonging to the Council such as rooms, furniture, library, document and other articles belonging to the Council or the Committee. They shall give notice of all Meetings of the Council or their appointments, and shall, unless otherwise decided by the Executive Committee, countersign all cheques signed by the Chairman or any Member or Members of the Executive Committee, duly authorized in this behalf, and shall collect moneys due to the Council. They shall prepare an Annual Report of the Council, under guidance of the Executive Committee, and generally perform all such duties as are incidental to their office. The Hony Secretary may with the permission of the Chairman delegate these functions to the secretariat head i.e., the DG or CEO or Director as the case may be.

138. The Executive Committee shall in respect of the executives and employees appointed by the Executive Committee of the Council make byelaws to regulate: -

- a. The conditions of service,
- b. The appointment, promotion, and dismissal,
- c. The grant of pay, leave allowance, pensions, gratuities, establishment of provident fund and compensatory allowance such as travelling allowances.

Provided that no such condition of service shall be applicable to Central Government employees appointed on deputation to the Council and such deputed executive shall be governed by applicable rules, regulations, and guidelines of the Central Government.

139. At least 50 per cent of the internal resources of the Council excepting those derived from

Government grants shall be utilized for development activities, including but not limited to, infrastructural requirements, deployment of requisite personnel for smooth conduct of operations of MEDEPC, conduct of market studies, dissemination of trade information, buyer-seller meets, exhibitions, technical training, other promotional activities etc.

THE SEAL

140. The Committee shall provide a Common Seal for the Purpose of the Company, and shall have power, from time to time, to destroy the same and substitute a new Seal, in lieu thereof, and the Committee shall provide for the safe custody of the Seal for the time being and the Seal shall never be used, except by the authority of the Committee or a Sub-Committee, thereof, previously given and in the presence of the Chairman or the Secretary or some other person appointed by the Committee for the purpose.
141. Every deed or other instrument to which the seal of council is required to be affixed shall, unless the same is executed by duly constituted attorney, be signed by the Chairman or the Secretary or by some other person appointed by the Committee for the purpose.

DOCUMENTS AND NOTICES

142. NOTICES

- a. A document or notice may be served or given by the Council on any Member either personally or by sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Council for serving documents or notices on him. All documents may also be sent via email, at the email address furnished by the Member at the time of applying for Membership.
- b. Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the documents or notice, provided that where a Member has intimated to the Company in advance that documents or notice should be sent to him under a Certificate of Posting or by Registered Post with or without Acknowledgement Due and has deposited with the Council a sum sufficient to defray the costs be effected unless it is sent in the manner intimated by the Member and such services shall be deemed to have been effected in the case of a notice of a Meeting at the expiry of forty-eight hours after the letter would be

delivered in the ordinary course of postal business.

143. A document or notice advertised in a newspaper circulating in Mumbai, Delhi or in the concerned region shall be deemed to be duly served or sent on the day which the advertisement appears on / to every Member who has no registered address in India and has not supplied to the Council an address within India for the serving of documents or the sending of notices to him.

144. Documents or notices of every General Meeting shall be served or given in the same manner herein before authorized on or to every Member of the Council entitled to receive notices of General Meeting except to Members who (having no registered address within India) have not supplied to the Council an address within India for the giving of notice of them and to the Auditor or Auditors for the time being of the Council.

145. Any documents or notice to be served or given by the Council may be signed by the Secretary or by some person duly authorized by the Committee for such purposes and the signature thereto may be written, printed, or lithographed.

146. BUDGET ESTIMATES

- (a) The Executive Director shall each year prepare a Budget for the ensuing year and shall submit it to the Committee on or before such date as may be determined by the Committee.
- (b) No expenditure shall be incurred until the Budget is sanctioned by the Committee.
- (c) The budget shall be in such form as the Committee may direct, from time to time.
- (d) Supplementary estimates of expenditure shall be submitted for the sanction of the Committee in such form and on such date as may be specified by the Committee.

147. EXPENDITURE

- (a) Subject to the provisions of these Articles and the rules framed thereunder, the Committee may incur such expenditure as it may think fit and write off any sums and may delegate to the Chairman or Executive Director or other Officers of the Council, such financial powers as it may consider expedient.
- (b) The Committee may, subject to control of the Council and the Council may, subject to the provisions of these Articles, incur expenditure outside India, subject to the provisions of any law for the time being in force.

148. HEAD OFFICE

The Head Office of the Council shall be at Delhi.

INDEMNITY

149. Subject to the provisions of the Act, no member of the Committee, or a Sub-Committee thereof, Secretary or other officer of the Council or any person employed as an auditor shall be liable (otherwise save as mentioned in Act, than through any negligence, default, misfeasance, breach of duty or breach of trust on their part) for the acts, receipts, neglects or defaults of any other member or members of the sub-committee or officer or for any loss or expenses happening to the Council through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Council or for the insufficiency or deficiency of any securities in or upon which any of the monies of the Council shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any monies, securities, or effect shall be deposited or for any loss occasioned by any error of judgment or for any other loss, damages, or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto.
150. The Committee shall be the sole authority for the interpretation of these Articles and of the Byelaws and Regulations made thereunder, and the decision of the Committee upon any question of interpretation or upon matter affecting the council and not provided for in any of these Articles or by bye-laws and regulations made any thereunder shall be final and binding on the Members.
151. No change, alteration or modification shall be made in any of these Articles without the concurrence of the administrative Ministry, Government of India, and Central Government within the meaning of Section 14) of the Act.
152. Central Government shall have powers:
- a. To give directions to the Council as to the exercise and performances of its functions in matters involving national/public interest, security, interests of national economy, and to ensure that the Council gives effect to such directions.
 - b. To call for such reports, returns and other information with respect to the property and other activities of the Council as may be required from time to time.
 - c. To approve the Council Budget i.e., Revised Estimates and Budget Estimates relating to Market Development Assistance only.

- d. To approve agreement involving Foreign Collaboration, if any, proposed to be entered into by the Council.

153. Action Plans

- a. Council shall from time to time on the recommendation of the Committee and suggestions of the trade shall prepare an action plan for:
 - i. The promotion of exports
 - ii. Generation of production for exports.
 - iii. The setting of exports targets generally and in relation to specific countries. The export targets shall be set in consultation and or as per the targets set by the concerned Administrative Ministry, Govt. of India.
- b. Such plans shall be prepared for every financial year or for such longer or shorter period as may be considered desirable in the circumstances by the Council.
- c. The Council shall make all possible efforts to secure prompt execution of such plan.

154. Where, in relation to an Article to which the Act applies, there is a repugnancy between the provisions of these Articles and the procedures of that Act, the procedure of the Act shall, to the extent of the repugnancy, overrule the provisions of these Articles of Association.

