

EXPORT PROMOTION COUNCIL FOR HANDICRAFTS

EPCH-House, Pocket 6&7, Sector-C, Local Shopping Centre, Vasant Kunj, New Delhi -110070
Phone no 011-26135256 -58 Fax 011-26135518-19 website: www.epch.in email: mails@epch.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of Export Promotion Council for Handicrafts will be held on Wednesday, 30th September, 2020 at 02:00 PM at REGENCY I, Lower Lobby Level, HOTEL The Lalit New Delhi, Barakhamba Avenue, Connaught Place, New Delhi - 110 001 to transact the following business:

1. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution.

Resolved that pursuant to provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification (s), enactment(s) or re-enactment thereof and subject to the approval of the Central Government and other appropriate authority the Articles of Association be and are hereby altered, clause by clause as proposed in the statement placed as Annexure - I.

New Delhi,
14th September, 2020

By order of Committee of Administration

Sd/-
(R.K. VERMA)
SECRETARY

Note:

1. Explanatory Statement as required under section 102 of the Companies Act, 2013 is enclosed along with Annexure -1.
2. No person other than a Council Member shall be entitled to vote at the meeting of the Council (as per Article 50)

ARTICLE 50: *No person other than a Council member or an authorized representative or nominee appointed in accordance with Article 50 (a) and subject to the provision of Section 187 of Companies Act, 1956 shall be entitled to vote at the meeting of the Council provided such intimation in writing is received in the Council's Office at least 48 hours prior to commencement of the meeting.

50(a) A firm, joint stock company or corporation or co- operative society being a member may nominate in writing a person to represent it at a meeting of the Council and vote on its behalf as defined in Article 19.

*However, the relevant provision of the Companies Act, 2013 shall be applicable, wherever required.

Enclosures: A) Proforma of authorised representative for this meeting wherever applicable

B) Attendance Slip for the meeting.

EXPLANATORY STATEMENT

AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Amendment in the Articles of Association:

The Council superintendence / directions and management of the affairs of the Council shall vest in the Committee which shall have not more than twenty five members consisting of two Government nominees, eighteen elected members and five co-opted members. Ministry of Textiles, Government of India in its office order no. F.No. 8/5/2017-EP dated 13th August, 2020 intimated that Officers of the Ministry of Textiles, Government of India, representing in the Governing Bodies of these councils are here by withdrawn. Accordingly council has to amend ARTICLES OF ASSOCIATION Clause 20(a) and Clause 21(a).

Further, Ministry of Textiles, Government of India in its office order no. F.No. 8/5/2017-EP dated 13th August, 2020 intimated that the post of Secretary General (SG)/ Executive Director (ED) of Textiles Export Promotion Councils (TEPCs), if any, posted / nominated with the approval of Government stands withdrawn with immediate effect. Respective Councils may appoint its own SG / ED. Accordingly council has to amend ARTICLES OF ASSOCIATION Clause 37.

In view of the above office order of Ministry of Textiles to follow the agenda of Government of India "Minimum Government, Maximum Governance" the committee of administration in its 171st meeting has decided and proposed the amendment of Article of Association of the Council as details given below:

| S.NO. | EXISTING CLAUSE OF ARTICLES OF ASSOCIATION | REASON FOR AMENDMENTS IN ARTICLES OF ASSOCIATION |
|--------------|---|---|
| 1 | Clause 20(a) | Ministry of Textiles, Government of India in its office order no. F.No. 8/5/2017-EP dated 13 th August, 2020 intimated that Officers of the Ministry of Textiles, Government of India, representing in the Governing Bodies of these councils are here by withdrawn. |
| 2 | Clause 21(a) | -do- |
| 3 | Clause 37 | Ministry of Textiles, Government of India in its office order no. F.No. 8/5/2017-EP dated 13 th August, 2020 intimated that the post of Secretary General (SG)/ Executive Director (ED) of Textiles Export Promotion Councils (TEPCs), if any, posted / nominated with the approval of Government stands withdrawn with immediate effect. Respective Councils may appoint its own SG / ED. |

The existing Article No 20(a) and 37 are replaced with the new Article as under and existing Article No. 21(a) shall be deleted from the Articles of Association of the Company.

Annexure-I

PROPOSED AMENDMENTS IN THE ARTICLES OF ASSOCIATION OF EPCH

| S. NO. | CLAUSE OF ARTICLES OF ASSOCIATION | EXISTING CLAUSE IN ARTICLES OF ASSOCIATION | PROPOSED CLAUSE IN ARTICLES OF ASSOCIATION | REMARKS |
|---------------|--|---|---|---|
| 1 | Clause 20(a) | The superintendence / directions and management of the affairs of the Council shall vest in the Committee which shall have not more than twenty five members consisting of two Government nominees, eighteen elected members and five co-opted members. | The superintendence / directions and management of the affairs of the Council shall vest in the Committee which shall have not more than twenty three members consisting of eighteen elected members and five co-opted members. | Ministry of Textiles, Government of India in its office order no. F.No. 8/5/2017-EP dated 13 th August, 2020 intimated that Officers of the Ministry of Textiles, Government of India, representing in the Governing Bodies of these councils are here by withdrawn. |
| 2 | Clause 21(a) | There shall be two government nominees on the Committee of Administration and they are non-retiring members. The Government may change their Government nominee from time to time. | -----deleted----- | -do- |
| 3 | Clause 37 | The Committee may appoint and at its discretion, remove or suspend its employees. However, the appointment, removal or suspension of the Executive Director / Secretary or Deputy Secretary or any officer equivalent to them shall require prior approval of the Central Government. The committee shall determine the powers and duties of all officers and staff and give / determine their salaries and emoluments. The Committee shall constitute staff Sub-Committee or competent authority as per service rules. | The Committee may appoint and at its discretion, remove or suspend its employees. The committee shall determine the powers and duties of all officers and staff and give / determine their salaries and emoluments. The Committee shall constitute staff Sub-Committee or competent authority as per service rules. | Ministry of Textiles, Government of India in its office order no. F.No. 8/5/2017-EP dated 13 th August, 2020 intimated that the post of Secretary General (SG)/ Executive Director (ED) of Textiles Export Promotion Councils (TEPCs), if any, posted / nominated with the approval of Government stands withdrawn with immediate effect. Respective Councils may appoint its own SG / ED. |

NOTES

1. Pursuant the Companies Act, 2013 read with relevant Rules made there under, companies can serve EGM Notice and other communications through electronic mode to those Members who have registered email address with the Company. The notice is being sent to all the members, whose names appeared in the Register of members as on 31.08.2020. The notice is also posted on the website of the company, www.epch.in and other procedure be followed by council as per companies act 2013 for EGM. The Notice of EGM, Explanation and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company, unless the Members have registered their request for the hard copy of the same. For members who do not have any email registered with the Company, physical copies are being sent by the permitted mode.
2. Members who have received the Notice of EGM, Explanation and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the EGM. Authorised Representative attending the meeting on behalf of members are also requested to submit a duly filled in Attendance Slip at the Registration Counter at the EGM.
3. Remote E-voting
Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014 substituted by Companies (Management & Administration) Amendment, Rules, 2015, the company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at EGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
5. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence on Wednesday, September 23, 2020 at 10:00 A.M. and will end on September 29, 2020, Tuesday at 5 p.m. The remote e-voting facility shall be disabled by NSDL for voting thereafter. In addition, the facility for voting in person through polling paper / E-Voting, shall also be made available at the EGM and the Members attending the EGM who have not cast their vote by remote e-voting. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.
6. The Company has appointed Mr. Vaibhav Jain, Practicing Chartered Accountant of M/s Mehra Goel & Co. (M.No. 515700), to act as the Scrutinizer for providing facility to the members of the company, to scrutinize the entire voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
7. Members whose names are recorded in the Register of Members with the company as on the Cut-off date i.e. August 31, 2020, shall be entitled to avail the facility of remote e-voting or voting facility available at the meeting, as the case may be.

PROCEDURE FOR REMOTE E-VOTING

8. The instructions for remote e-voting are as under:
 - (a) In case of Members receiving an e-mail from NSDL (for members whose email addresses are registered with the company):
 - i. Open the email and also open PDF file, namely "EPCH remote e-Voting.pdf" attached to the e-mail, using your membership ID as password. The said PDF file contains your User ID and Password fore-voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - ii. Open the internet browser and type the following URL <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login.
 - iv. Put 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
 - v. Password change menu will appear on your screen. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please

keep a note of the new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep it confidential.

- vi. Once the Home page of e-voting opens, Click on Remote e-Voting: Active Voting Cycles.
- vii. Select 'EVEN' (E-Voting event number) of Export Promotion Council for Handicrafts.
- viii. Now you are ready for remote e-voting as 'Cast Vote' page opens.
- ix. Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
- x. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- xi. Once you have confirmed your vote on the resolution, you cannot modify your vote.

(b) In case of members receiving physical copy of the Notice of EGM (for members whose email addresses are not registered with the company or requesting physical copy)

- i. Initial Password is provided, as follows, attached with the Attendance Slip along with the notice.

| EVEN (Remote E-Voting Number) | USER ID | PASSWORD |
|----------------------------------|---------|----------|
|----------------------------------|---------|----------|

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- ii. Please follow all steps from Sr. No. (i) to Sr. No. (xii) mentioned above in (a), to cast vote.
9. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'remote e-voting user manual' available in downloads section of NSDL's e-voting website <https://evoting.nsd.com>. In case of any grievances, you may contact Ms. Pallavi Mhatre, Assistant Manager of NSDL at 022-24994545 or call on Toll free number 1800-222-990; email: pallavid@nsdl.co.in or evoting@nsdl.co.in who will also address grievances connected with the voting by electronic means.
 10. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 11. A person who is not a member as on the cut-off date should treat this notice for information only.
 12. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
 13. The facility for voting through polling paper shall be made available at the meeting and the members attending the EGM who have not already cast their votes by remote e-voting or members whose email ids/ links face unexpected errors, if any, shall be able to exercise their right at the EGM. Members who have cast their votes by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their votes again.
 14. At the Extra-ordinary General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility.
 15. The Scrutinizer shall immediately after the conclusion of voting at the Extra-Ordinary General Meeting, first count the votes at the EGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 16. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
 17. The results of the electronic voting shall be declared after the EGM. The results along with the Scrutinizer's Report, shall also be placed on the company's website www.epch.in and on the website of NSDL www.evoting.nsd.com.

CONTACT DETAILS

Company : Export Promotion Council for Handicrafts
EPCH House, Pocket 6 & 7, LSC, Sector - C,
Vasant Kunj, New Delhi - 110070
CIN: U20299DL1986NPL023253
Email: mail@epch.com

E-voting agency : National Securities Depositories Ltd.
<https://evoting.nsdl.com>
contact on Toll free number 1800-222-990

Scrutiniser : Mr. Vaibhav Jain
Practicing Chartered Accountant
Email: vaibhavjain@inmacs.com

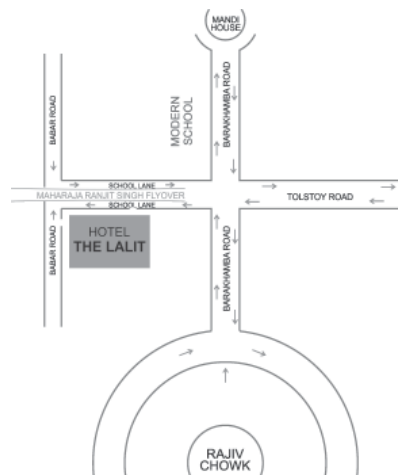
Export Promotion Council for Handicrafts
CIN: U20299DL1986NPL023253

Venue of EGM

*Address of Venue:

Lower Lobby Level, HOTEL The LaLiT New Delhi, Barakhamba Avenue, Connaught Place, New Delhi - 110 001

Near Landmark:
Modern School, Barakhamba Road,
New Delhi-110001



**PROXY FORM / PROFORMA AUTHORISED REPRESENTATIVE
(TO BE FURNISHED ON LETTER HEAD OF ORGANISATION)**

EXPORT PROMOTION COUNCIL FOR HANDICRAFTS

Membership No...../we.....of..... in the District of Being a Member of Export Promotion Council for Handicrafts, hereby appoint Mr./Ms..... .of.....in the District ofor failing him/her Mr./Ms.....of.....in the District of as my / our Authorized Representative to vote for me/us on my/our behalf at the Extra Ordinary General Meeting of Export Promotion Council for Handicrafts will be held at 02:00 PM on Wednesday, 30th September 2020 at Lower Lobby Level, HOTEL The LaLiT New Delhi, Barakhamba Avenue, Connaught Place, New Delhi - 110 001 and adjournment there of.

As witness my/our hand(s) thisday of2020.

.....
(Signature of Member/Proprietor/Partner/Managing Director / Karta).
Stamp/Seal of the Organisation

N.B. This form to be effective should be duly completed, signed and must be deposited with the Council's office not less than 48 hours before the meeting. In case of Pvt Ltd Company/Ltd Company /Public Ltd company/Co-operative Society, Please attach a certify copy of such resolution while appointing their Authorized Representative.

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EPCH-House, Pocket 6&7, Sector-C, Local Shopping Centre, Vasant Kunj, New Delhi -110070
Phone no 011-26135256-58 Fax 011-26135518-19 website. www.epch.in email. mails@epch.com
CIN:U20299DL1986NPL023253

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name & address of the Member Organisation (in block letters)

Membership number

(To be filled in by the member / authorised representative for the registered member / authorised representative of the Council)

I hereby record my presence at the Extra Ordinary General Meeting of Export Promotion Council for Handicrafts will be held at 02.00 PM on Wednesday, 30th September 2020 at Lower Lobby Level, HOTEL The LaLiT New Delhi, Barakhamba Avenue, Connaught Place, New Delhi - 110 001

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(Signature of the Registered Member / Authorised Representative)

Note: Members are requested to bring the Attendance Slip with them when they come to the meeting and handover it at the gate after their signature on it.