

Certificate of Incorporation

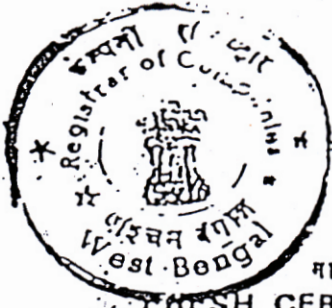
No. 23786 of 1958

I *hereby certify* that “The Chemicals & Allied Products Exports Promotion Council” is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

Given under my hand at Calcutta this Twenty-eighth day of March One thousand nine hundred and fifty-eight.

Seal of
Registrar of
Companies
West Bengal

Sd/-M. V. Varerkar
Registrar of Companies



Co. No- 23786

नाम में बदली के परिणामस्वरूप निदेशन के लिये गया प्रमाण-पत्र

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

कम्पनियों के रजिस्ट्रार के कार्यालय में ... [कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन] In the Office of the Registrar of Companies... West Bengal ... [Under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF The Chemicals And Allied Products Export Promotion Council

पं. एच. द्वारा प्रमाणित करता हूँ कि ... परिशिष्टित विवरण नियमन मूलतः 19 ... दिनांक ... अधिनियम के अन्तर्गत ... परिवर्तित नाम द्वारा किया गया था कम्पनी अधिनियम 1956 की धारा 21/22 (1) (क)/22(1) (घ) के निर्देशनों के अनुसार भादवक संकल्प पारित कर चुकी है और इसकी शर्तों में सरकार की लिखित अनुमति (कम्पनी) कायम विभाग द्वारा प्रदान की गयी है। I hereby certify that ... Limited, which was originally incorporated on ... 28th day of March 1958 ... under the Companies Act, and under the name The Chemicals And Allied Products Export Promotion Council ... Limited having duly passed the necessary resolution in terms of section 21/22(1)(a)/22(1)(b) of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

संशोधन निदेशन के तारीख ... 19 ... दिनांक ... द्वारा प्रमाणित ... दिनांक ... परिवर्तित नाम तहत प्रमाणित किया गया है और यह प्रमाण पत्र उक्त अधिनियम की धारा 23 (1) के अनुसार जारी किया जाता है। Regional Director ... letter No. NCR/CR/23786 dated ... 8-12-1997 the name of the said company is this day changed to ... C.A.P.E.X.I.L. ... limited and this certificate is issued pursuant to section 23(1) of the said Act.

गैर हस्ताक्षर से यह तारीख ... को दिया गया। Given under my hand at Calcutta this day of 14-1-1998 (One thousand nine hundred ninety-eight ...)

(Signature) Registrar of Companies

*यहाँ पर कम्पनी का वह नाम लिखिए जो कि तारीखों से पूर्व था। *Here give the name of the Company as existing prior to the change. *यहाँ पर अधिनियम (अधिनियम) का नाम लिखिए जिसके अधीन कम्पनी का मूलतः रजिस्ट्रार कार्यालय में प्रमाणित किया गया था। *Here give the name of the Act(s) under which the Company was originally registered and incorporated.

MEMORANDUM OF ASSOCIATION OF CAPEXIL

REGISTERED UNDER THE COMPANIES ACT, 1956
(Company Limited Gurantee)

NAME

1. The name of the company shall be CAPEXIL.

REGISTERED OFFICE

2. The registered office of the Company shall be in the State of West Bengal.

OBJECTS

3. The objects of which the Company is established are -
 - (1) to support, protect, maintain, increase and promote the exports of all chemicals, pharmaceutical and other allied products, including minerals and ores ; aluminium metal; salt; granite and other stones; refractories; cement and clinkers; wood and wood manufacturers; paper; books and publications; explosives; fireworks and safety matches; dying and tanning extracts; graphite electodes; ossein and gelatins; crushed bones; fertilizers and manures; paints; glass and glasswares; soaps and toiletries; ceramics; rubber; enamel together referred as may be necessary or expedient and without prejudice to the generality of the premises by :

- (a) undertaking market studies in individual foreign countries on regular as well as ad hoc basis.
- (b) sending out trade missions to foreign countries;
- (c) appointing representatives, agents or correspondents in foreign markets for the purpose of continuously and regularly reporting the prices, market preferences, reception accorded to actual deliveries of chemical and allied products and other connected matter;
- (d) conducting propaganda so as to bring to the notice of the dealers and the public in foreign countries the advantages of trade and commerce with India in chemical and allied products;
- (e) collecting and circulating statistics and other information regarding manufacture, trade or ultimate use of chemical and allied products in various countries;
- (f) propagating information useful to manufacturers, traders and shippers of chemical and allied products by lectures, discussions, books, correspondence, exhibitions, films or otherwise;
- (g) laying down or maintaining liaison with any agency which has been set up for laying down standards of quality and packing in respect of chemical and allied products intended for export;
- (h) setting up an organization or maintaining liaison with an organization which has been set up, for performing such functions as are necessary to attain the standards of quality and packing laid down, including the conducting of inspection of chemical and allied products intended for export, with this and in view;
- (i) setting up an organization or maintaining liaison with an organization which has been set up for conducting research and experiments;
- (j) rationalizing, wherever necessary, production within India and distribution in foreign marks of chemical and allied products that are exported;

- (k) selecting in foreign countries, firms persons, etc., who might serve as agents of manufacturers and exporters of chemicals and allied products in India;
- (l) deputing the officers of the Company to witness the inspection of chemical and allied products exported in foreign countries, where such inspection is being conducted by the authorities in the importing countries;
- (m) deputing the officers of the Company to witness the survey of chemical allied products exported or intended for export, in foreign countries or in India, as a result of any dispute or differences between the parties to a contract for sale and purchase of such products;
- (n) enquiring and investigating into complaints received from foreign importers or Indian exporters in respect of the quality, description or other particulars of chemical and allied products exported from India or the non-performance or non-observance of the terms and conditions of contract relating to such exports and other connected matters and advising the manufacturers or exporters concerned regarding the methods to be adopted to obviate such complaints of a similar nature in future;
- (o) making such recommendations as may be necessary or expedient to Government and public bodies like Chambers of Commerce where the Company on investigation of a complaint received by it is satisfied about its genuineness and that the same has been caused by the willful or negligent act or acts of the manufacturer or exporter of chemical and allied products as the same may be;
- (p) acting as arbitrators or nominating arbitrators or valuers in the settlement of disputes and differences arising out of transactions relating to exports of chemical and allied products between parties who agree to refer the disputes to the Company;
- (q) communicating with Chambers of Commerce and other mercantile and public bodies throughout India, and concert and promote measures for the promotion and advancement of export of chemical and allied products; and
- (2) to keep in communication with Chambers of Commerce of other mercantile and public bodies throughout the world with a view a to taking appropriate

and necessary measures for maintaining or increasing the exports of chemical allied products;

- (3) to enunciate just and equitable principles to govern the trade in chemical and allied products and to set up a code or codes of practices for the general guidance of manufacturers, traders and exporters of these products and further to simplify transactions relating to their exports;
- (4) to advice or represent to Governments, Local Authorities and Public Bodies on :-
 - (a) the policies and other measures including direct and indirect taxation adopted by them in relation to their effect on industry and / or commerce;
 - (b) the steps to be taken by them to prevent any contravention of the codes of practices lain down by the Council by any of the persons concerned where such contravention would affect the exports of chemical and allied products. Provided that such advice or representation shall be only in so far as such policies or measures have a bearing directly or otherwise on the export of chemical and allied products ;
- (5) to purchase, hire or otherwise acquire and maintain suitable buildings, apartments, furniture and other fittings in any country for the establishment of showroom, emporium or other agencies for publicity in regard to chemical and allied products or for the purpose of achieving any of objects for which the Company is established;
- (6) to establish and maintain museums, collections, libraries, compilation of literature and to translate, compile, collect, publish, lend, purchase or sell any literature connected with manufacturer, trade and commerce relating to chemical and allied products;
- (7) to prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literature treating or bearing upon industry, trade or commerce, pertaining to chemical and allied products;
- (8) to acquire, purchase or take on lease lands, buildings or other immovable or movable property which the Company may from time to time deem it necessary to acquire, purchase or take on lease;

- (8) to acquire, purchase or take on lease lands, buildings or other immovable or movable, property which the company may from time to time deem it necessary to acquire, purchase or take on lease;
- (9) to sell, improve, manage, develop, exchange, loan, sublet, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Company;
- (10) to enter into contracts;
- (11) (i) to draw, make, accept endorse discount and execute negotiable instruments;

(ii) to deposit or invest the monies of the Company in any bank and/or securities approved in this behalf by the Union Government;

(iii) to collect funds of subscriptions from the member as may be specified in the Articles of Association;
- (12) to subscribe for becoming a member of and cooperate with any other Association whether incorporated or not whose objects are, altogether or in part, similar to those contained in this Memorandum and to obtain from and communicate to any such association such information as may be likely to fulfil the objects of this Company;
and
- (13) to do all such other lawful acts as may be conducive for the maintenance and increase of the export trade and commerce in chemical and allied products or incidental to the attainment of the above objects or any of them.

Provided that the Company shall not support with its funds or endeavor to impose on or procure to be observed by its member or others any regulations or restrictions. Which if an object of the Company, would make it a trade union.

4. The objects for which the Company is established extend to all the States of the Indian Union and also to all the countries of the world.

5. (1) The income and property of the Company howsoever derived, shall be applied solely for the promotion of its objects as set forth in this Memorandum.
- (2) No portion of the income or property aforesaid shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise by way of profit to persons who at any time are or have been members of the Company or to by one or more of them or to any person claiming through any one or more of them.

Provided that -

- (a) no remuneration or other benefit in money or money's worth shall be given by the company to any of its members whether officers or servant of the Company or not expect payment of out-of-pocket expenses reasonable and proper interest on money lent or reasonable and proper rent on premises lent to the Company;
 - (b) no member shall be appointed to any office under the company which is remunerated by salary, fees or in any other manner not expected by clause (a);
 - (c) nothing in this clause shall prevent the payment by the Company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the Company.
6. No alteration shall be made to this Memorandum of Association or to the Articles of Association of the Company which are for the time being in force unless the alteration has been previously submitted to and approved by the Central Government.
 7. The liability of the Members is limited.
 8. Every member of the Company other than the officials of Government undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted prior to the date on which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for adjustment of the rights of the contributories amongst themselves. Such amount as may be required not

exceeding Rs. 500/-.

9. True accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company; and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the Balance Sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.
10. If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same not be distributed amongst the members of the Company but shall be given or transferred to such other company having objects similar to objects of the Company, to be determined by the members of the Company at or before the time of dissolution or in default thereof by the High Court of Judicature that has or may acquire jurisdiction in the matter.
11. We, the several persons whose name, addresses, descriptions and occupations are hereunto subscribed, are desirous of being formed into a Company not for profit, in pursuance of this Memorandum of Association.

NAME, ADDRESS, DESCRIPTIONS AND OCCUPATIONS OF SUBSCRIBES

1. Lala Charat Ram,
President, Indian Chemical Manufactures Association,
India Exchange, India Exchange Place, Calcutta - 700 001
2. Shri S. P. Sen
Manager, Bengal Chemical & Pharmaceutical Works Ltd.
164, Manicktala Main Road, Calcutta - 700 011
3. Shri B. M. Khaitan
Director, Khaitan Sons & Co., (Fertilisers Ltd.)
14. Netaji Subhas Road, Calcutta - 700 001
4. Shri B. Maitra
Managing Director, Calcutta Chemical Co. Ltd.
35, Panditita Road, Calcutta - 700 029
5. Shri R. Chakravarty
Resident Representative, Travancore-Cochin Chemicals Ltd.
3/1, Mutiny Memorials Road, New Delhi - 110001
6. Shri V. N. Sardeshai Brothers Private Ltd.
P.O. Sardesai Fatory, Billimora W. Rly.
7. Shri P. C. Chandra
Director, P. C, Chandra & Co. Ltd.
P-2, Mission Row Extention, Calcutta - 700 001
8. Lala Shridhar
Director, Allied Distributors & Co.
33, Brabourne Road, Calcutta - 700001

24.3.1958

Witness to all above signatures
Sd/- C.G. CHANDRASEKHAR
ASST. SECRETARY
Indian Chamber of commerce, Calcutta - 700001

ARTICLES OF ASSOCIATION
OF
CAPEXIL

CONTENTS

1. DEFINATIONS AND INTERPRITATION
2. EXPORT - IMPORT POLICY
3. CATEGORORIES OF MEMBERS AND ELIGIBILITY FOR MEMBERSHIP
4. ELIGIBILITY FOR ELECTIONS
5. APPLICATION FOR MEMBERSHIP
6. FEES FOR MEMBERSHIP
7. RESIGNATION BY MEMBERS
8. DISQUALIFICATIONS FOR MEMBERSHIP OF COUNCIL
9. CONDUCT OF ELECTIONS
10. REPRESENTATION OF FIRMS

11. PRIVILEGES OF MEMBERS
12. VOTING RIGHTS
13. SUSPENSION OF PRIVILEGES
14. CHANGE IN INTERNAL CONSTITUTION TO BE REPORTED
15. REGISTER OF MEMBERS
16. MEETINGS OF THE COUNCIL
17. PROCEDURE AT MEETINGS OF THE COUNCIL
18. COMMITTEE OF ADMINISTRATION (CoA)
19. DISQUALIFICATIONS FOR MEMBERSHIP OF COMMITTEE
20. VACANCIES
21. REGIONAL CHAIRMEN
22. REGIONAL COMMITTEES
23. PANELS
24. FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION
25. SEAL

26. PROCEDURE OF THE COMMITTEE
27. PRESIDENT VICE-PRESIDENT (ETC) AND THE COMPOSITION OF THE COMMITTEE
28. PRESIDENT OF THE COMMITTEE
29. VICE-PRESIDENT
30. REMUNERATION
31. POWERS OF THE COMMITTEE
32. RESOLUTION BY CIRCULATION
33. EXECUTIVE DIRECTOR, SECRETARY, OFFICERS AND OTHER EMPLOYEES
34. GENERAL MEETINGS
35. NOTICES OF MEETINGS
36. PROCEEDINGS AT MEETINGS OF THE COUNCIL
37. VOTES OF MEMBERS
38. MINUTES
39. BOOKS AND DOCUMENTS

40. AUDITORS
41. BUDGET ESTIMATES
42. EXPENDITURES
43. CUSTODY AND DISBURSEMENT OF FUNDS
44. INVESTMENT OF FUNDS
45. REGISTERED OFFICE
46. ACTION PLANS
47. POWERS OF THE CENTRAL GOVERNMENT
48. ALTERATIONS IN ARTICLES
49. REPUGNANCY TO COMPANIES ACT
50. GENERAL POWER TO MODIFY

CAPEXIL

ARTICLES BY LAWS

1. DIFINITIONS AND INTERPRETATION

1.1. Definitions:

In these articles, unless the context otherwise requires:

- (a) “Act” means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force”;
- (b) “article” means an article forming part of these articles;
- (c) “auditors” means persons having requisite qualification and eligibility as prescribed under the Companies Act 2013 and includes any statutory modification or re-enactment thereof for the time being in force appointed, as such, for the time being by the Council
- (d) “President” means the President of the Committee and including Chairman of the Committee as per the definition of the existing AoA of the CAPEXIL.
- (e) “Committee of Administration” or “Committee” means the Committee of Administration of the Council, constituted, as such, under these articles;
- (f) “Council” means “CAPEXIL”
- (g) “extraordinary general meeting means an extraordinary general meeting of the members of the Council” other than its annual general meeting referred to in article 16.1.

- (h) “general meeting” means a general meeting of the members of the Council;
- (i) “member” means a member of the Council for the time being whose name has been duly entered on the Register of Members in accordance with these Articles and who has not ceased to be a member;
- (j) “office” means the registered office for the time being of the Council;
- (k) “panel” means a panel of the Council, constituted under these articles;
- (l) “prescribed” means prescribed by the Committee, by virtue of a power conferred by these articles;
- (m) “product” means any goods or services in regard to which the Council has been recognized for the time being by the Central Government; under the relevant provisions of the Export-Import Policy of the Central Government, as in force for the time being;
- (n) “Regional Committee” means a Regional Committee constituted under these articles;
- (o) “Regional Chairman” means a Regional Chairman holding office under these articles;
- (p) “rules” means the rules of the Council, for the time being in force, made under these articles or under any enactment for the time being in force
- (q) “Secretary” means the Secretary of the Council and includes any officer of the Council performing secretarial functions;
- (r) “Micro, Small and Medium Enterprises (MSME)” means an industry so specified by the Central Government, in its policy on the subject, as announced from time to time and tiny and cottage industries so specified in such policy;
- (s) “Vice-President” means Vice-President of the Council and including Vice

Chairman of the Committee as defined in the existing AoA of the CAPEXIL;

- (t) “Executive Director“ means the Executive Director of the Council and includes any officer of the Council performing the functions of Executive Director.
- (u) “Member of CoA” means a person elected and co-opted as per the provisions of the Articles of Association and so appointed at the Annual General Meeting by passing an ordinary resolution as a member of the Committee of Administration.

1.2. Certificate:

For the purpose of determining whether an industry is an MSME, the relevant certificate or/the SSI Registration certificate issued by the Directorate of Industries of the State Government shall be conclusive.

1.3. Words defined in the Companies Act; 2013 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.

1.4. General Clauses Act to apply:

The General Clauses Act, 1897, applies for the interpretation of these articles, as it applied for the interpretation of an Act of Parliament.

2. EXPORT – IMPORT POLICY

2.1 ‘Articles to be subject to ‘Export - Import Policy’

The provisions of these articles shall be subject to those of the Export- Import Policy as well as Foreign Trade Policy as notified by the Central Government from time to time.

3 CATEGORIES OF MEMBERS AND ELIGIBILITY FOR MEMBERSHIP

3.1 Categories of members of the Council:

The Council shall have the following categories of members, namely:

- (a) Associate Members
- (b) Ordinary Members
- (c) Nominated and Co-opted Members

3.2 Associate Member:

A person 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, Ministry of Commerce and Industry, Government of India, in respect of the product with which the Council is concerned.

3.3 Ordinary Membership:

In order to be eligible for ordinary membership of the Council, a person 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:
 - (i) MSME Rs. 10 Lakhs.
 - (ii) Others Rs. 25 lakhs.

3.4 Nominated and Co-opted Membership:

Nominated member(s) shall be nominated by the Govt. of India in the Committee of Administration. CoA may admit as Co-opted Members of the Council, individuals

(including officers of the Central or State Government) distinguished for public services or who are eminent respectable persons in chemicals and other allied products or in any of the recognized professions for such period as the CoA may decide.

4 ELIGIBILITY FOR ELECTIONS

4.1 Right to vote, etc., confined to ordinary members:

Only an ordinary member shall have the right to vote at, or to offer self as a candidate at elections to various positions in the Council.

4.2 Eligibility of ordinary members:

A candidate for election to any position in the Council must satisfy the following conditions, namely;

a) He, or the entity represented by him, must have, to his or its credit, during the one financial year immediately preceding, exports of the products of not less than the amount mentioned below:

(i) MSME Rs. 50 Lakhs.

(ii) Others Rs. 2 crore.

5 APPLICATION FOR MEMBERSHIP

5.1 Form of application:

(a) Application for membership of the Council as an ordinary or associate member shall be made to the Committee in the Form prescribed by appropriate authority or the act for the time being in force.

(b) Where no such form is prescribed for the time being, the application may be made by an ordinary letter.

(c) The Application shall, in every case, contain the following particulars;

(i) Facts showing eligibility for membership.

(ii) Whether the applicant is an individual, firm, company, cooperative society or any other type of entity.

(iii) Category of membership applied for.

5.2 Accompaniments:

The application for membership shall be sent to the Executive Director and / or Secretary together with:

(i) a certificate of financial soundness from the applicant's bankers, and

(ii) a cheque for the prescribed entrance fee and annual fee.

5.3 (1) Decision on the application:

(a) A formal approval shall be obtained by the Capexil Secretariat from the respective Panel Chairman for which he/she shall be given 3 days time.

(b) Secretariat of the Council shall convey to the applicant its decision on the application for membership (whether of acceptance or rejection of the application) within one month and its decision shall be final.

5.3 (2) The CoA shall lay down the guidelines with regard to eligibility or otherwise, of any applicant for admission as a member of the Council.

5.4 Commencement of membership:

Where the application for membership is accepted by the Committee, the membership of the applicant shall commence from the beginning of the financial year during which the application is accepted.

6 FEES FOR MEMBERSHIP

6.1 Entrance and annual fees:

Members (other than nominated and co-opted members), shall pay such entrance fee and annual fee and any other fee as may be prescribed.

7. RESIGNATION BY MEMBERS

(a) A member of the Council may resign, by giving to the Executive Director and / or Secretary notice in writing of his intention to do so and shall thereupon cease to be a member, either immediately or from such date as may be mentioned in the notice, in this regard.

(b) A member who has resigned shall nevertheless continue to be liable to the Council for all amounts due from him to the Council and for any other liability, which he might have incurred towards the Council.

8. DISQUALIFICATIONS FOR MEMBERSHIP OF COUNCIL

8.1 Disqualification:

A person shall be disqualified for being or for continuing, as a member of the Council if:

a. he is found to be of unsound mind by a competent court;

b. he is an undischarged insolvent; or he has applied to be adjudicated as an insolvent and his application is pending;

c. he has been convicted by a court of any offence, whether involving moral

turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:

Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a member of the committee;

d. he or any firm in which he is a partner or any private company of which he is a Director, commits a violation of section 185 or section 184 of the Act;

e. he, becomes disqualified by an order of the court or tribunal;

f. he, ceases to be a member of the entity which he represents or such entity ceases to be member of the Council: or

g. his name is removed from the register of members under article 8.2. or if he has submitted false declaration or information or facts to the Council for obtaining membership.

h. he incurs any of the disqualifications specified in Section 164 of the Act.

8.2 Removal by the Committee:

The Committee may, after giving a member reasonable opportunity of hearing, remove the name of that member from the Register of Members, either for a specified period or indefinitely:-

(a) if he has violated any condition for membership or

(b) if he has been in arrears in regard to the payment of membership fee or of any other amounts due from him to the Council for more than six months; or

(c) if he has been guilty of disorderly conduct at meetings of the Council or of the Committee; or

(d) if he had otherwise been guilty of conduct unbecoming of a member; or

(e) if he had become disqualified under article 8.1.

8.3 Conversion of membership:

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 clause (b) of article 3.3 or vice-versa. Communication to this effect shall be sent to the member concerned.

9 CONDUCT OF ELECTIONS

9.1 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.

9.2 Failure to hold elections:

If a Council fails to ensure timely elections as provided in article 9.1 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.

9.3 Mode of conducting elections:

The following matters shall be provided for by rules, to be made by the Council, namely:

(a) The tenure of members elected to various posts in the Council shall be as per the directives of the Govt. of India from time to time.

(b) Mode of conducting elections as per the provision of the Companies Act, 2013 read with directives of the DGFT of Govt. of India and any other act for the time being in force.

10 REPRESENTATION OF FIRM

10.1 Authorisation:

(a) Any firm, which is a member of this Council with the consent of all partners, may authorize any one of its partners to act as its representative at any meeting of the Council or of the Committee.

(b) In the absence of any such authority in the case of any firm, any one partner whose name has been registered in the records of the Council shall be entitled to act as a representative of the firm at any meeting of the Council or of the Committee.

(c) Any Company or Cooperative society or other Corporation which is a member of this Council shall, by a resolution of its board of Directors [or any person in the position of Director(s)] authorize any of its Director or any person in the position of Director(s) to act as its representative at any meeting of the Council or of the Committee.

(d) A sole proprietary firm of Hindu Undivided Family firm shall be represented by its proprietor or Karta, as the case may be.

(e) A person authorized to represent an entity by or under clause (a), (b), (c) or (d) of this article shall thereupon be entitled to exercise the same rights and powers on behalf of the member whom he represents, as if he were an individual member of the Council, of the same class as the firm, company, society or other corporation, as the case may be.

(f) Any authority granted under clause (a) or (c) of this article shall be effective, only on expiry of seven days from the date on which it is lodged with the Council.

11 PRIVILEGES OF MEMBERS

11.1 Ordinary members:

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 of 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 Council, 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 member by the council from time to time on the prescribed conditions.

11.2 Associate Members:

Without prejudice to any other rights conferred on associate members by the Memorandum of Association of the Council, such members shall have the following rights and privileges, namely:

- (a) Right to receive the Annual Reports of the Council, on payment of the prescribed fee:
- (b) Right to receive the publications of the Council, on prescribed conditions:
- (c) Right to use all such facilities as may be made available from time to time by the

Council, on the prescribed conditions.

11.3 Nominated and Co-opted Members:

A nominated or co-opted member shall have no right to vote; including all the rights mentioned in Clause 11.2 above.

12 VOTING RIGHTS

12.1 Persons who can vote:

(a) An ordinary member (or his authorized representative) shall alone be entitled to vote at the general meetings including annual general meetings and extraordinary general meetings of the Council.

(b) Every such member shall have only one vote.

(c) The President shall have, in addition, a casting vote.

12.2 President's declaration of Result of voting conclusive:

(a) 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.

(b) The meeting shall be chaired/ presided over by the President and he will be the sole judge of the validity of every vote tendered at such meeting.

13 SUSPENSION OF PRIVILEGES

13.1 Non-payment of subscription:

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

(a) he shall not be entitled to exercise any right or privilege as such member and

(b) 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.

14 CHANGE IN INTERNAL CONSTITUTION TO BE REPORTED

14.1 Changes in Constitutions:

Where there is a change in the constitution of an entity which is a member of the Council or a change in its authorized business activities, the change should be reported by the entity to the council within one month.

15 REGISTER OF MEMBERS

15.1 Register:

The Council shall keep a Register of Members (ordinary and associate) in the format prescribed under the Companies Act, 2013 or any other law for the time being in force and the register of members shall contain the following particulars, in respect of each member, namely :-

(a) name of the member; address (registered office address in case the member is a body corporate); e-mail address; Permanent Account Number or CIN; Unique Identification Number, if any; Father's/Mother's/Spouse's name; Occupation; Status; Nationality; in case member is a minor, name of the guardian and the date of birth of the member; name and address of nominee and/or any other details as may be prescribed by the Council from time to time

(b) date of becoming member;

(c) class of membership of such member;

(d) date of cessation;

(e) amount of guarantee, if any;

(f) any other interest if any; and

(g) instructions, if any, given by the member with regard to sending of notices etc:

16 MEETING OF THE COUNCIL

16.1 Annual General Meeting:

The Council shall hold a general meeting, which shall be styled as its Annual General Meeting in accordance with the provisions of the Act.

16.2 Business:

(a) The Annual General Meeting shall be held at any time during business hours, on a day (not being a National holiday) decided by the Committee.

(b) The notice calling the meeting shall specify it as the annual general meeting

17 PROCEDURE AT MEETINGS OF THE COUNCIL

17.1 Scope of the articles:

Subject to the provisions of the Act and of these articles, the provisions of the following articles shall apply, in regard to meetings of the Council.

17.2 Quorum:

(a) No business shall be transacted at any general meeting, unless the requisite quorum is present at the commencement of the business.

(b) The quorum for an Annual General Meeting or an Extraordinary General Meeting shall be as per the provision of section 103 of the Companies Act, 2013 or any other law for the time being in force.

17.3 Venue:

Every general meeting of the Council shall be held in any city throughout India at such place as may be decided by the Committee, subject to compliance of due process of the Law.

17.4 Adjournment:

(a) If after the expiration of half an hour from the time appointed for holding a general meeting of the Council, the quorum is not present then:

(i) If the meeting is convened by or upon the requisition of the members, it shall stand dissolved.

(ii) In any other case, the meeting shall stand adjourned to the same day, after one 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 such other place (in the same city) as the Committee may determine. Provided that in case of an adjourned meeting or there is a change of day, time or place of meeting under clause (a), the company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.

(b) If even in any such adjourned meeting quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, then the members present shall constitute the quorum and may transact the business for which the meeting was called.

17.5 Chairing the Meeting:

(a) President of the Council shall be entitled to take the chair at every general meeting of the Council.

(b) If there is no President or if he is not present within 15 minutes from the time appointed for holding such meeting or if he is unwilling to act, then the Vice-President of the Council (if present and willing) shall preside.

(c) If the Vice-President is not present and/ or not willing to act, the members of the

Committee who are present may choose a member of the Committee to preside at the meeting.

(d) 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 preside the meeting of the Council.

17.6 Adjournment : General Provision:

(a) The President/ Chairman of the meeting may, with the consent of the meeting, adjourn any meeting from time to time and no business shall be transacted at the adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.

(b) No notice of the adjourned meeting shall be necessary, unless the meeting is adjourned for more than ten days or there is change in place, day or time.

17.7 Voting on resolution:

At any general meeting a resolution put to vote at the meeting shall be decided as per the provision of Section 108 of the Companies Act, 2013 read with the Rule 20 and other applicable provision of the Companies (Management And Administration) Rule, 2014 or any other act for the time being in force.

17.8 Minutes:

An entry in the Minute Book of the Council in regard to any resolution moved at the meeting shall be conclusive evidence of the fact that the resolution was carried out:

(a) Unanimously; or

(b) Adopted by majority; or

(c) Lost.

As the case may be.

Minutes of the proceeding of every general meeting and every resolution passed by postal ballot or voting through electronic means and every meeting of the Committee of Administration or a Committee thereof to be prepared and signed in such manner as may be prescribed under the act and kept within thirty days or any other time period prescribed under the law for the time being in force of the conclusion of every such meeting concerned or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered.

The minutes of each meeting shall contain a fair summary of the proceeding thereat.

In case of a meeting of the Committee of Administration or a Committee thereof, the minutes shall also contain –

- (a) The names of the Member of CoA present at the meeting; and
- (b) In case of each resolution passed at the meeting, the names of the Member of CoA, if any, dissenting from, or not concurring with the resolution.

There shall not be included in the minutes, any matter which, in the opinion of the President/Chairman of the meeting –

- (a) is or could reasonably be regarded as defamatory of any person;

or

- (b) is irrelevant or immaterial to the proceedings; or
- (c) is detrimental to the interests of the Council.

The President/ Chairman of the meeting shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified above.

The minutes kept in accordance with the provisions of Section 118 of the Act shall be evidence of the proceedings recorded therein.

Within fifteen days from the date of the Meeting of the CoA or Committee or of an adjourned Meeting, the draft Minutes thereof should be circulated to all the members of the CoA or the Committee, as the case may be, for their comments.

The Members of the CoA should forward their comments on the draft Minutes within seven days from the date of circulation thereof, so that the Minutes are finalised and entered in the Minutes Book within the specified time limit of thirty days.

18. COMMITTEE OF ADMINISTRATION (CoA)

18.1 Formation of the Committee:

(a) The council shall have a Committee of Administration to perform the functions assigned to it by these articles.

(b) The composition of the Committee shall be as provided in article 27.

19. DISQUALIFICATIONS FOR MEMBERSHIP OF THE COMMITTEE

19.1 Disqualification for membership of the Committee:

(a) A person shall be disqualified for being, or for continuing as a member of the Committee, if he becomes subject to any of the disqualifications enumerated in article 8.1 in regard in the membership of the Council.

(b) Before declaring a member to be disqualified, the Committee shall give him a reasonable opportunity of being heard and shall follow such procedure as may be prescribed.

20. VACANCIES

20.1 Casual vacancies:

(a) If there arises a casual vacancy in the office of any member of the Committee (other than Regional Chairmen and members who are nominated or co-opted), 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.

(b) A person appointed to fill up a casual vacancy shall hold office only for the remainder of the term of the original member.

20.2 Member going out of India:

If a member of the Committee (other than a nominated or co-opted member and other than the Regional Chairman) desires to go out of India, the following provisions shall apply.

(a) Such member shall intimate to the Executive Director and / or Secretary the date of his expected return to India and obtain leave of absence from the Committee for a period not exceeding four months.

(b) If his absence is expected to exceed four months or if he does not obtain leave as above, his seat shall be deemed to fall vacant and the provisions or article 20.1 of these articles shall apply.

(c) If his expected absence does not exceed four months and he has obtained leave as aforesaid, the Committee may appoint such person as it thinks fit to be member of the Committee for the period of absence of the member going out of India.

21. REGIONAL CHAIRMEN

21.1 Regional Chairmen:

- (a) Regional Chairmen shall be ex-officio members of the CoA based in that region or any Past Chairman/President of the Council based in that region or a Past CoA member of that region who served CAPEXIL for at least 4 (Four) years.
- (b) CoA may nominate the Regional Chairmen at the first meeting of the newly elected committee and to be regulated by rules to be made by the Committee.

22. REGIONAL COMMITTEES

22.1 Formation of Regional Committees:

- (a) The Committee of Administration shall form a Regional Committee for each region, except where the products with which the Council is concerned are mainly confined to specific region(s).
- (b) The geographical extent of such region shall be determined by the Committee of Administration.
- (c) The Regional Committee shall consist of the Following:
 - (i) the Regional Chairman and
 - (ii) such number of other members as may be nominated by the Committee of Administration.

22.2 Functions of Regional Committees:

- (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, and
 - (b) perform such other functions as the Committee may lay down from time to time

23. PANELS

23.1 Panels: composition and functions:

The Committee may from time to time constitute panels to perform such functions as the Committee may lay down and may define their composition.

23.2 Panels: Appointment of Co-opted members in the absence of nomination in the election process of panel chairman:

In the event there is no candidate willing to participate in the election process for nomination as Chairman of any panel, and after the due process of election having been completed, the Committee of Administration headed by the President may coopt a registered member of respective panel or an eminent person to function as Co-opted Member to look after the day to day activities as well as the export promotional activities of that panel.

Provided, however, that such member shall

(i) be nominated by the Committee

(ii) participate in all activities of the Committee of Administration as any other member for export promotional activities

(iii) shall have no voting rights.

24. FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION

24.1 The Function of the Committee:

Function of the Committee of Administration shall be as follows:

(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 receive and deal with reports and recommendations of the various Sub-

Committees (where such Sub-Committees have been constituted):

- (d) To arrange for the publication of reports and other documents issued by the Council;
- (e) 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;
- (f) To control the finances of the Council;
- (g) To control the staff of the Council;
- (h) To take steps to conduct timely elections to various posts contemplated by these rules;
- (i) 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;
- (j) To do all such other lawful acts as would be conducive to the interests of the Council.

24.2 The Duties of the Members of the Committee of Administration :

- (a) Shall act in accordance with the Articles of Association;
- (b) Shall act in good faith in order to promote the objects of the Council for the benefits of the members as a whole and in the best interests of the Council, its employees and the members, the Community and for the protection of environment;
- (c) Shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgement;
- (d) Shall not involve in a situation in which he may have a direct or indirect interest

that conflicts or possibly may conflict with the interest of the Council;

(e) Shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners or associates and if such member is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Council;

(f) Shall not assign his office and any assignment so made shall be void;

(g) Every member of the CoA shall disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing as per the provisions of Section 184 of the Companies Act, 2013 in prescribed form for the time being in force. .

All notices shall be kept at the registered office and such notices shall be preserved for a period of eight years from the end of the financial year to which it relates and shall be kept in the custody of the Executive Director and/or Secretary of the Council or any other person authorized by the CoA for the purpose.

If a member of the Committee of Administration of the Council contravenes the provisions of Section 166 of the Act such member shall be punishable under subsection (7) of the Section 166 of the Act.

25. SEAL

25.1 Seal:

(a) The Committee shall have a seal and shall provide for its safe custody;

(b) The seal of the Council shall not be affixed to any document, except under the general or specific authority of the Committee and shall also not be affixed to any instrument except in the presence of two members of the Committee or such other

persons as the Committee may appoint for the purpose and these two members or other persons shall sign every legal instrument to which the seal of the Council is so affixed in their presence.

26. PROCEDURE OF THE COMMITTEE

26.1 Conduct of meetings of the Committee:

- a. The President of the Council shall, when present, preside at all meetings of the Committee;
- b. If the President is not present at any meeting of the Committee, the Vice-President shall preside at the meeting;
- c. In the absence of the President and Vice- President the members of the committee present at the meeting shall elect one amongst themselves to preside that particular meeting;
- d. At least four meetings of the Committee shall be held every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the CoA;
- e. The President may himself require the Executive Director and / or Secretary to call a meeting of the Committee at any time;
- f. If a requisition in writing is made to the President by not less than onetenth of the members of committee having voting rights on the date of requisition but with a minimum of three, the President shall require the Executive Director and / or Secretary to call a meeting of the Committee within a reasonable time which shall not exceed 15 days.
- g. Not less than seven clear day's notice of every meeting of the Committee shall be given to each member of the Committee at his address registered with the Council

and such notice shall be sent by hand delivery or by post or by electronic means.

h. At any meeting of the Committee, either eight members or twenty five percent, of its total strength whichever is less provided that the quorum shall not be less than two members and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purpose of quorum under this sub-section. Provided that a member of CoA can participate in such meeting through video conferencing or other audio visual mode. However, the following matters are not to be in this meeting held through video conferencing or other audio visual mode :-

- (a) the approval of the annual financial statements;
- (b) the approval of the CoA Report;
- (c) the Audit Committee Meetings for consideration of accounts; and
- (d) any other matter(s) as may be prescribed.

Provided further that a Member of the CoA intending to participate through video conferencing or audio visual means shall communicate his intention to the President or the Executive Director and/or Secretary of the Council and shall give prior intimation to that effect sufficiently in advance so that the Council is able to make suitable arrangement in this behalf or he may intimate his intention of participation through the electronic mode at the beginning of the calendar year and such declaration shall be valid for one calendar year and in absence of any intimation, it shall be assumed that the Member of CoA shall attend the meeting in person.

i. Each member of the Committee, including the President shall have one vote and in case of tie the President shall, in addition to his own vote, have a casting vote;

- j. There shall be no proxy at meetings of the Committee;
- k. The Committee shall meet at such times, as they 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;
- l. The record of the proceedings of the Committee shall be open for examination by the members of the committee.

27. PRESIDENT, VICE- PRESIDENT, ETC., AND THE COMPOSITION OF THE COMMITTEE

27.1 President's term of office:

The President shall hold office for a period of two years and;

- (a) shall retire accordingly; and
- (b) shall not be eligible for re-election (at the immediately) at the next election.
- (c) any member having held the post of President may come back as a Vice-President after a gap of not less than 4 (Four) years.

27.2 Vice- President of the Committee:

- (a) There shall be a Vice- President who shall be elected as per the para of 2.92 of FTP (amendment therein from time to time) or any other law for the time being in force for a term of two years. However, he may come back as a Vice- President after a gap of not less than 4 (Four) years.
- (b) On completion of his term of 2 (two) years Vice-President shall be endorsed by the Committee to succeed the President unless he is unwilling to accept presidentship or he has incurred any of the disqualifications enumerated in Article 8.1 regarding membership of the Council. The resultant vacancy to the post of Vice

-President shall be filled up by election by the Committee in terms of sub-para (a) above.

27.3 Composition of the Committee:

- (1) The Committee of Administration shall have the following members:
 - (a) Total strength of the CoA shall be a maximum of 24 (twenty four) members taking into consideration sub-clauses (b) and (c) of Article 27.3(1) provided that the Council may appoint more than 24 (twenty four) members of the CoA after passing a Special Resolution in the general body meeting;
 - (b) elected members with a minimum of ten and maximum of Twenty (including the Regional chairman);
 - (c) nominated members, not exceeding 4 (four) in number;
 - (d) The Executive Director of the Council by virtue of his office (Ex-officio). (d)(i) Member of Committee of Administration means a Director appointed to the Committee of Administration of the Council.
 - (d) (ii) To become a Member of the Committee of Administration he must have Director Identification Number (DIN) prior to his appointment as such.

A person who is not a retiring Member of CoA of the Council shall subject to provisions of the Act be eligible for appointment to the office of a Member of CoA at any general meeting, if he or some other member intending to propose him as a Member of CoA, has not less than fourteen days before the meeting left at the registered office of the Council, a notice in writing under his hand signifying his candidature as a Member of CoA or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit, if any, prescribed under the applicable provision of the act which shall be refunded to such

person or, as the case may be, to the member, if the person proposed gets elected as a Director or gets more than twenty five percent of total valid votes cast as per the section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management And Administration) Rule, 2014.

(2) Subject to the provisions of Sub-clause (1) the number of members of the Committee shall be laid down by rules made by the committee.

27.4 Reservation:

(a) At least one-third of the seats for the elected members of the Committee shall be reserved for representatives of MSMEs.

(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 export houses, trading houses, star trading houses, and superstar trading houses for the purpose of the Export-Import Policy or 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 the reserved category that seat deemed to be unreserved.

27.5 Co-opted members:

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.

27.6 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 coterminous 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.

27.7 Retirement of elected members:

(a) The elected members of the Committee shall automatically retire on the completion of three years of their term, but shall be eligible for re-election.

(b) The names of members who shall retire on the expiry of the first and the second term (of three years each) respectively shall be determined by lot.

27.8 Elections of the Committee and Returning Officer:

(a) Elections to the Committee (in respect of seats of elected members falling vacant) shall be conducted every three years, well before the expiry of the terms of the retiring members.

(b) The Committee shall appoint a returning officer for conducting elections.

27.9 Rules:

Rules made by the Committee shall make provisions regarding the elections to the offices of the President and Vice- President, or on matters not provided for in these articles. Once the Vice President is elected by due process, as prescribed in Article

27.2, the Committee shall not seek re-election till end of their tenure.

28. PRESIDENT OF THE COMMITTEE

28.1 Committee President:

(a) The President of the Council shall ordinarily be the President of the Committee of the Council and shall be responsible for the proper functioning of the Council.

29. VICE-PRESIDENT

29.1 Vice-President:

- (a) The Vice-President shall in the absence of the President, have the power to perform the duties of the President.
- (b) The Vice-President may also perform any other functions that may be entrusted to him by the President or the CoA.

30. REMUNERATION

30.1 No right to remuneration:

Members of the Committee except the Executive Director/Secretary shall not be entitled to any remuneration for attending its meetings or for any other function performed by them as such members.

31. POWERS OF THE COMMITTEE

31.1 Powers of Management:

- (a) The Committee shall be the Managing Body of the Council and in addition to the powers and authorities conferred by statute or by these articles, may exercise all such powers and do all such acts and things as shall, by statute or by these articles, be directed or authorized to be done by the Council in a general meeting.
- (b) Such acts of the Committee as are not regulated by statute or by these articles, shall be subject to such regulations or directions as may, from time to time, be decided upon or given at any annual or extraordinary general meeting of the Council.

Provided that no such regulation or direction shall invalidate any prior act of the Committee which would have been valid, if the regulation or direction had not been made or given.

32. RESOLUTION BY CIRCULATION

32.1 Circulation:

- (a) Except or otherwise any business which is necessary for the committee to transact at the meeting of the CoA as per applicable provisions of the Companies Act, 2013 and “annexure A” of Secretarial Standard I may, if the President so directs, be carried out by papers among all its member’s 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 meeting of the Committee, provided that at least the number of members who constitute the quorum of the Committee have recorded their views on the resolution.
- (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 being 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 communicated to all members of the Committee present in India and shall be recorded in the minutes of the next meeting of the Committee.

33. EXECUTIVE DIRECTOR, SECRETARY, OFFICERS AND OTHER EMPLOYEES

33.1 Executive Director:

- (a) There shall be an Executive Director of the Council, who shall be under the control and direction of the Committee and shall be in overall charge of the administration of the Council; and shall supervise the work of all officers of the Council. The Executive Director of the Council shall be member Secretary of the

Committee of Administration in ex-officio capacity but without voting right. Executive Director of the Council shall be an intrinsic part of the CoA in ex-officio capacity.

(b) If necessary, the Council may have a Secretary, who shall, however, work under the administrative control of the Executive Director.

33.2 Secretary:

(a) The Secretary shall have charge of all correspondence and shall keep an account of the funds of the Council and of funds connected with, or in any way controlled by the Council.

(b) He shall keep accurate minutes of all the meetings of the Council and of the Committee.

(c) He shall take proper care of all assets belonging to the Council.

(d) He shall give notice to members, of all meetings of the Council or the Committee.

(e) He shall duly notify members of their appointment, shall countersign all cheques signed by the President or by any member or members of the Committee duly authorized in this behalf and shall collect all money due to the Council.

(f) He shall prepare an Annual Report of the Council.

(g) He shall generally perform all such functions as are incidental to his office or as may be assigned to him by the Committee or Executive Director from time to time.

33.3 Officers:

The officers of the Council, including the Secretary, shall devote themselves entirely to such business and affairs of the Council as may be assigned to them by the competent authority.

33.4 Employees (rules regarding):

(1) The Committee may in respect of all employees of the Council, make rules to regulate the following matters, namely:

(a) Conditions of service:

(b) Appointment, Promotion and Dismissal:

(c) Grant of pay, leave, allowances, pensions, gratuities and compassionate allowances;

Provided that the grant of leave and allowances to Government servants whose services have been lent or transferred to the Council shall be decided with the previous approval of the Government officer competent to sanction his transfer to the Council.

(d) Payment of traveling allowances; and

(e) The establishment and maintenance of a Provident Fund and other funds for the welfare of the employees.

33.5 Internal resources:

At least 40 per cent of the internal resources of the Council excepting those derived from Government grants shall be utilized for development activities like market studies, dissemination of trade information, buyers-sellers meets, etc. and also for all other export promotion activities.

34. GENERAL MEETINGS

34.1 General Meeting of the Council:

(a) A general meeting of the Council shall be held within eighteen months of the incorporation of the Council and thereafter once at least in every calendar year on such date (not being more than fifteen months after the preceding general meeting)

and at such places, as the Committee may consider convenient for the dispatch of business.

(b) At the general meeting, a report of the activities of the Committee for the year under review and the yearly audited accounts including a statement of income and expenditure and a Balance Sheet made up to the date not earlier than the date of the meeting by more than six months shall be submitted. In case of extension of date of Annual General Meeting granted by the appropriate authority the six months mentioned above shall be extended by such period as the extension granted.

(c) Such meeting shall be called annual general meeting; and all other general meetings of the Council shall be called extraordinary general meetings.

34.2 Business for the annual general meetings:

The ordinary business to be transacted at an Annual General Meeting of the Council shall be:

(a) To receive and consider the accounts and the reports of the Committee and auditors;

(b) To place on record the names of the Committee members;

(c) To appoint and fix the remuneration of the auditors.

34.3 Requisition for meeting:

If one-tenth of all the members having voting rights on the date of requisition, by requisition in writing setting forth the reasons therefore and signed by them and addressed to the Committee, request the Committee to call a meeting of the Council, the Committee shall, within 21 days of the receipt by it of the requisition, cause to be sent out a notice calling a meeting of the Council, for such date and time as may be prescribed under section 110 of the Companies Act, 2013 or any other act

for the time being in force.

34.4 No right to remuneration:

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.

35. NOTICES OF MEETINGS

35.1 Notice how given:

(a) In regard to every Annual General Meeting of the Council not less than Fourteen clear day's notices to the members specifying the place, date and hour of meeting (with a statement of the business to be transacted there at) shall be given.

(b) A notice may be given to any member either personally or by sending it by post or by fax or by e-mail or by any electronic means or by a courier approved by the Committee to such member's registered address or (if a member has no registered address in India) to the address, if any, within India furnished by the member for the giving of notices.

(c) Where a notice is sent by post, the service shall be deemed to have been effected at the expiry of 48 hours after it is posted, as provided in section 101 of the Act.

35.2 Address:

If a member has no registered address in India and has not supplied to the Council an address within India for the giving of notice, a notice addressed to such member and advertised in a newspaper circulating in the neighborhood of the registered office of the Council shall be deemed to be duly given to such member on the day on which the advertisement appears in the newspaper.

35.3 Service of notice:

(a) Any notice required to be given by the Council to the members for any of them and not expressly provided for by these articles, shall be sufficiently given, if given by advertisement and any notice which is required to be, or which may be, given by advertisement shall be advertised once at least in one or more newspaper circulating in the neighbourhood of the registered office of the Council.

(b) Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

36. PROCEEDINGS AT MEETINGS OF THE COUNCIL

36.1 Business and Quorum:

No business shall be transacted at any meeting of the Council, unless the quorum laid down in article 17.2 is present at the commencement of the business; and if no such quorum is present within half an hour of the meeting, then the provisions of article 17.4 shall apply.

36.2 Conduct of meeting: who to preside:

The provisions of article 17.5 shall apply regarding presiding at meetings of the Council.

36.3 Voting:

At any general meeting, a resolution put to vote of the meeting shall be decided as per the provision of Sec. 108 of the Companies Act, 2013 read with the Rule 20 and other applicable rules of Companies (Management and Administration) Rules, 2014. The proceeding of the meeting shall be maintained by the Management as per the applicable rule of the Companies (Management and Administration) Rules, 2014 and the act there in.

36.4 Adjournment:

The President / Chairman of a meeting of the Council may, with the consent of the members present, adjourn the same, from time to time and but no business shall be transacted at any such adjourned meeting; other than the business left unfinished at the meeting from which the adjournment took place.

36.5 Voting confined to ordinary members:

No member other than an ordinary member of the Council shall vote at its meetings.

37. VOTES OF MEMBERS

37.1 Voting:

At any meeting of the Council, every ordinary member present shall be entitled to one vote and in the event of an equality votes; the President shall have a casting vote, in addition to his own. No member shall nominate any other person to vote on his behalf; except as otherwise provided in these articles.

38. MINUTES

38.1 Minutes:

Minutes of the meetings of the Council shall be kept in the manner prescribed in section 118 of the Act.

39. BOOKS AND DOCUMENTS

39.1 Books and accounts:

Books and accounts include records maintained in respect of–

- (i) all sums of money received and expended by the Council and matters in relation to which the receipts and expenditure took place;
- (ii) all sales and purchases of goods and services by the Council. ; and
- (iii) the assets and liabilities of the Council.

The books of account of the Council relating to a period of not less than eight (8) financial years immediately preceding a financial year or for the period specified in any act for the time being in force together with the vouchers relevant to any entry in such books of account shall be kept in good order.

(a) The books of account and other relevant books and papers maintained in electronic mode shall remain accessible in India so as to be usable for subsequent reference.

(b) The books of account and other relevant books and papers referred to above shall be retained completely in the format in which they were originally generated, sent or received, or in a format which shall present accurately the information generated, sent or received and the information contained in the electronic records shall remain complete and unaltered.

(c) The information received from branch offices shall not be altered and shall be kept in a manner where it shall depict which was originally received from the branches.

(d) The information in the electronic record of the document shall be capable of being displayed in a legible form.

(e) There shall be a proper system for storage, retrieval, display or printout of the electronic records as the Audit Committee, if any, or the CoA may deem appropriate and such records shall not be disposed of or rendered unusable, unless permitted by law.

(f) The back-up of the books of account and other books and papers of the Council maintained in electronic mode, including at a place outside India, if any, shall be kept in servers physically located in India on a period basis.

(g) The Council shall intimate to the Registrar on an annual basis at the time of filing

- of financial statement –
- the name of the service provider;
 - the internet protocol address of service provider;
 - the location of the service provider (wherever applicable);
 - where the books of account and other books and papers are maintained on cloud, such address as provided by the service provider.

CONDITIONS REGARDING MAINTENANCE AND INSPECTION OF CERTAIN FINANCIAL INFORMATION BY CoA Member RULE 4 OF THE COMPANIES (ACCOUNTS) RULE, 2014

- The summarized returns of the books of account of the Council kept and maintained in the branch offices in India shall be sent to the registered office at quarterly intervals, which be kept and maintained at the registered office of the Council and kept open to CoA Members for inspection.
- The Council shall produce such financial information to the CoA Member within fifteen days of the date of receipt of the written request.
- The financial information required above shall be sought for by the CoA Member himself and not by or through his power of attorney holder or agent or representative.

Books of account of company shall be kept in good order for a period of not less than eight financial years immediately preceding a financial year instead of 4 years.

39.2 Books where kept:

The books of accounts referred to in article 39.1 shall be kept at the registered office of the Council or at such other places as the Committee thinks fit and shall be open for inspection by the members of the Committee during office hour.

39.3 Time and place:

The Committee shall, from time to time, by rules determine whether and to what extent and at what times and places and under what conditions, the accounts and books of the Council or any of them shall be open for the inspection of the members (not being members of the Committee) and no member (not being member of the Committee) shall have any right to inspect any account or book or document of the Council, except as provided by law or authorized by the Committee or by a resolution of the Council in a general meeting.

Provided that, the accounts and books of the Council shall be opened for inspection by an officer duly authorized in this behalf by the Central Government for ascertaining or verifying the income and expenditure of the Council or for such other purposes as may, by agreement between the Council and the Central Government, be specified in this regard.

39.4 Balance Sheet and Report:

A printed copy of the audited Income and Expenditure Account and Balance Sheet of the Council, plus Financial Statement including Cash Flow Statement together with the report of the Auditor and of the Committee, shall at least Fourteen clear days previous to the Annual General Meeting of the Council, be sent to the registered address of every member either physically through post/courier or by any electronic means and a copy shall also be kept at the registered office of the Council for the inspection of members during a period of at least Fourteen Clear days before the meeting. CoA's report shall include number of meetings of the CoA.

39.5 The Council shall file the Financial Statements with the Registrar of Companies together with Form AOC-4 as required by Sec. 137 of the Companies Act, 2013 or

any other form prescribed under the act for the time being in force.

40. AUDITORS

40.1 Auditors:

(a) Auditors shall be appointed at the annual general meeting of the Council each year subject to the following conditions :-

- The Auditor appointed in the annual general meeting shall hold office from the conclusion of that meeting till the conclusion of the sixth Annual General Meeting counted as the first meeting.
- Such appointment shall be subject to ratification in every Annual General Meeting till the sixth such meeting by way of passing of an ordinary resolution.
- If the appointment is not ratified by the members of the Council, the CoA shall appoint another individual or firm as its auditor or auditors after following the procedure laid down in this behalf under the Act. Conditions for appointment and notice to registrar (Rule 4)
- The auditor appointed under rule 3 shall submit a certificate that –
 - the individual or the firm, as the case may be, is eligible for appointment and is not disqualified for appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder;
 - the proposed appointment is as per the term provided under the Act;
 - the proposed appointment is within the limits laid down by or under the authority of the Act.
 - the list of proceedings against the auditor or audit firm or any partner of the audit firm pending with respect to professional matters of conduct, as disclosed in the certificate, is true and correct.

The notice to Registrar about appointment of auditor under fourth proviso to subsection (1) section 139 shall be in Form ADT-1 or any other form prescribed under the act for the time being in force.

For the purpose of the rotation of auditors –

- in case of an auditor (whether an individual or audit firm), the period for which the individual or the firm has held office as auditor prior to the commencement of the Act shall be taken into account for calculating the period of five consecutive years or ten consecutive years, as the case may be;
- the incoming auditor or audit firm shall not be eligible if such auditor or audit firm is associated with the outgoing auditor or audit firm under the same network of audit firms.

For rotation of auditors, -

- a break in the term for a continuous period of five years shall be considered as fulfilling the requirement of rotation; if a partner, who is in charge of an audit firm and also certifies the financial statements of the company, retires from the said firm and joins another firm of chartered accountants, such other firm shall also be ineligible to be appointed for a period of five years.

(b) The rights and duties of the auditors shall be regulated in accordance with the provisions of the Companies Act. 2013.

(c) Casual Vacancy in the office of an Auditor shall be filled by CoA within thirty (30) days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the Council at a general meeting convened within three (3) months of the recommendation of the CoA and he shall hold office till the conclusion of the next annual general meeting. Subject to the provisions of subsection (1) of Section 139 of the Act and the rules made

- thereunder, a retiring auditor may be re-appointed at an annual general meeting, if—
- (1) he is not disqualified for re-appointment;
 - (2) he has not given the Council a notice in writing of his unwillingness to be re-appointed; and
 - (3) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be reappointed.
- (d) Where at any Annual General Meeting, no auditor is appointed or reappointed, the existing auditor shall continue to be the auditor of the Council.
- (e) Special Notice shall be required for a resolution at an Annual General Meeting appointing as auditor a person other than a retiring auditor, or providing expressly that a retiring auditor shall not be re-appointed, except where the retiring auditor has completed a consecutive tenure of five years or, as the case may be, ten years, as provided under sub-section (2) of Section 139 of the Act.

On receipt of notice of such a resolution, the Council shall forthwith send a copy thereof to the retiring auditor.

Where notice is given of such a resolution and the retiring auditor makes with respect thereto representation in writing to the Council (not exceeding a reasonable length) and requests its notification to the members of the Council, the Council shall, unless the representation is received by it too late for it to do so—

- (1) in any notice of the resolution given to members of the Council, state the fact of the representation having been made; and
- (2) Send a copy of the representation to every member of the Council to whom notice of the meeting is sent, whether before or after the receipt of the representation by the Council, and if a copy of the representation is not sent as

aforesaid because it was received too late or because of the Council's default, the auditor may (without prejudice to his right to be heard orally) require that the representation shall be read out at the meeting provided that if a copy of representation is not sent as aforesaid, a copy thereof shall be filed with the Registrar of Companies.

(3) In this connection the procedure as prescribed by the Act and rules made thereunder be strictly adhered to.

40.2 Removal, Resignation of Auditor Section 140 of the Act.

(A) Removal of the Auditor before the expiry of his term:

- The application to the Central Government for removal of auditor shall be made in the prescribed Form (ADT-2) or any other form prescribed by the act for the time being in force and shall be accompanied with requisite fees within thirty (30) days of the resolution passed by the Committee of Administration (CoA).
- The Council shall hold the general meeting within sixty (60) days of receipt of approval of the Central Government for passing the Special Resolution.

(B) Resignation of Auditor :

- When an Auditor has resigned from the Council, he shall file a statement in the prescribed Form (ADT-3) or any other form prescribed by the act for the time being in force.

41. BUDGET ESTIMATES

41.1 Budget:

(a) The committee shall each year prepare a budget for the ensuing year and shall submit it to the council 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.

42. EXPENDITURE

42.1 Expenditure:

- (a) Subject to the provisions of these and the rules framed there under, the committee may incur such expenditure as it may think fit and write off any sums and may delegate to the President or Executive Director or other officer(s) 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.
- (c) Subject to the provisions of any law for the time being in force and subject to the provision of these articles, to expenditure outside of India may be incurred by the council and subject to its control by the committee.

43. CUSTODY AND DISBURSEMENT OF FUNDS

43.1 Custody:

- (a) The Committee shall make rules for the custody and disbursement of funds of the Council:
- (b) The account of the Council shall be opened in a scheduled bank and all moneys

at the disposal of the Council with the exception of petty cash and imprest shall be paid into such account.

44. INVESTMENT OF FUNDS

44.1 Investment:

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 first 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 investment.

45. REGISTERED OFFICE

45.1 Registered Office of the Council:

The Registered Office of the Council shall be at “Vanijya Bhavan”, International Trade Facilitation Centre, 1/1 Wood Street, 3rd floor, Kolkata – 700 016.

46. ACTION PLANS

46.1 Duty of Council:

(1) The Council shall, from time to time, obtain from its members proposals for export and then prepare an integrated action plan for –

(a) the promotion of exports,

(b) the generation of production for exports, and

(c) the setting of exports targets generally and also in relation to specific countries and commodities.

(2) 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.

(3) The Council shall make all possible efforts to secure prompt execution of such plans.

47. POWERS OF THE CENTRAL GOVERNMENT

47.1 Power to give directions:

(1) The Central Government shall have power to give directions to the Council as to the performance of its functions, where the Government considers such directions to be necessary:

- (a) in the interests of national security, or
- (b) in the interests of the national economy, or
- (c) otherwise in the public interest.

(2) The Central Government shall also have power to call for such reports, returns and other information with respect to the property and affairs of the Council, the conduct of its business and other matters connected with the performance of its functions, as the Central Government may consider necessary within a time bound framework of 30 days.

(3) The Council shall be bound to comply with all directions issued by the Central Government under sub-article (1) or (2) of this article and all provisions contained in the Foreign Trade Policy of the Central Government for the time being in force.

47.2 Foreign Collaboration:

All agreements between the Council and any foreign collaborator shall be subjected to approval of the Central Government.

48. ALTERATION IN ARTICLES

No addition to modification in or deletion of any of these articles shall be made without the prior approval of the Central Government.

49. REPUGNANCY TO COMPANIES ACT

Where in relation to a Council to which the Companies Act. 2013 applies, there is a repugnancy between the provisions of these articles and the procedures of that Act, the procedures of the Act shall to the extent of the repugnancy overrule the provisions of these articles.

50. GENERAL POWER TO MODIFY

The Central Government may at any time direct by an order in writing that the provisions of these articles shall stand modified in such manner as the Central Government may direct, as in relation to a group of Councils or a particular Council where such a direction appears to be necessary in public interest.

Registration 23786 of 1950.

Nominal Capital Rs. Nil
(SECTION 25 COMPANY).

FORM 18

**NOTICE OF SITUATION / CHANGE OF
SITUATION OF REGISTERED OFFICE**

(Pursuant to Section 146)

(The Companies Act, 1956)

Name of the Company CAPEXIL

Notice is hereby given that :-

1. a) the registered office of the company is situated at.....

with effect from(date)

b) the situations of the registered office of the company was changed from.....

14/1B, Ezra Street, 2nd Floor, Kolkata- 700 001.

to 1/1, Wood Street, 3rd Floor, ITC, Kolkata- 700 016.

with effect from 01.04.2005.....(date)

Situation of registered office falls under jurisdiction of PARK STREET

(Name of the police station)

Signature *Sanjeev Handwani*

Name SANJEEV NANDWANI

(In block letter)

designation EXECUTIVE DIRECTOR.

Dated the 2nd day of April, 2005.

★ State address of nearest police station with district teail

