

To,

All member exporters

Sub: Annual General Meeting of the Council

Sir,

The Companies Act 2013 has been implemented w.e.f. 01.04.2014.

The Executive Committee in its meeting held on 09.08.2014 at Goa, decided to hold 35th Annual General Meeting of the Council on 26.09.2014, Friday at 12:00 Noon at Niryat Bhawan (FIEO Office Building), Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi-110057. It was also decided that main provisions relating to holding of ensuing Annual General Meeting, as amended in companies Act 2013 be communicated to all members of the Council for their information.

It may please be noted that the notice for the 35th Annual General Meeting to be held on 26.09.2014 Friday at 12:00 Noon at Niryat Bhawan (FIEO Office Building), Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi-110057 along with Executive Committee's Report, Annual Accounts for the year ending 31.03.2014 along with annexures and proxy form, has been sent to all the members by Speed Post.

If any member, who has not received Annual Report containing above referred documents, may contact at Council's Registered Office at Okhla or concerned AEPC Regional Offices, for obtaining duplicate proxy.

Some of the important new provisions of Companies Act 2013 relating to appointment of Executive Committee members and ensuing Annual General Meeting are enumerated below:

(i) Members may file the nomination for contesting election to the Office of Executive Committee before close of office hours on 11.09.2014 along with deposit of Rs.1,00,000/- (Rupees one lac only) which shall be refunded to such Member, if he/she succeeds in getting elected as a Member to the Executive Committee or get more than 25% of the total valid votes cast either on show of hands or on poll on such resolution (Section 160 (1)).

(ii) Pursuant to Section 161 (1) of the Companies Act 2013, the articles of a company may confer on its Board of Directors the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

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(iii) Register of Members will remain closed from 08.09.2014 to 26.09.2014 (both days inclusive) (Section 91)

(iv) As per provision of Section 105 & Rules 19 of Companies (Management & Administration Rule) 2014 of Companies Act 2013 new Proxy form no. MGT 11 has been introduced. Accordingly, members are requested to ensure that proxy form is duly filled up and signed & executed by all the required persons i.e. member, proxy holder(s) and duly revenue stamp of Rs. 1/- is affixed & defaced.

(v) Proxy needs to be member of the AEPC as per section 105(1) of the Companies Act 2013 and Rule No. 19(1) of Companies (Management and Administration) Rule, 2014.

(vi) Proxy cannot act on behalf of member exceeding 50 as per section 105(1) of the Companies Act 2013 and Rule No. 19(1) of Companies (Management and Administration) Rule, 2014.

(vii) This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Council, not less than 48 hours before the commencement of the Meeting (Section 105 (4)).

(viii) No Member shall be appointed as a director (Executive Committee Member) unless he/ she has been allotted Director Identification Number under Section 154 of Companies Act 2013 (Section 152(3) of Companies Act 2013).

While care has been taken to highlight a few changes in Companies Act 2013, it is advised that Companies Act 2013 be referred for authenticity and complete changes.

For further complete details regarding other related provisions for appointment of directors & other matter relating to holding of Annual General Meeting, you may refer to the Companies Act 2013 and its Rules & Regulations.

The above is for your reference please.

Regards,

Sanjiv Malhotra
Senior Director & Secretary