

RESOLVED that the Article of Association of the Company be and are hereby amended in the manner set out below:

**A. Article 1.1(e) containing the definition of “Committee of Administration” or “Committee” be deleted and in its place, the following Article be substituted :**

“Committee of Administration” or “Committee” means the Committee of Administration (herein after referred to as “CoA”) of the Council, constituted, as such, under these articles;”

**B. Article 5.1(a) be deleted and in its place, the following Article be substituted :**

**“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 prescribed form.”

**C. Article 17.3 be deleted and in its place the following Article be substituted :**

**“17.3 Venue**

Every Annual General Meeting, Extra-Ordinary General Meeting and other meetings of the Council shall be held in the city in which the registered office of the Council is situated at such place as may be decided by the Committee.

The Council can also hold a meeting through hybrid means or video conferencing or other audio-visual means, if permissible under the relevant Act, which are capable of recording and recognizing the participation of the members and of recording and storing the proceedings of such meetings along with date and time.”

**D. Article 17.6 containing “Adjournment : General Provision” be deleted.**

**E. Article 20.2 be deleted and in its place the following Article be substituted :**

**“20. 2 Member going out of India**

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

- a. Such member shall intimate to the Secretary the date of his expected return to India and obtain leave of absence from the Committee for a period not exceeding **two** months.
- b. If his absence is expected to exceed **two** months or if he does not obtain I above, his seat shall be deemed to fall vacant and the provisions of article 20. 1 of these articles shall apply.
- c. If his expected absence does not exceed **two** months and he has obtained leave as afore said, 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.
- d. If the Chairperson or Vice-Chairperson desires to go out of India, they shall intimate to the ED/ Secretary the date of their expected return to India.”

**F. Article 26.1(k) & (l) be deleted and in their places, the following Article be substituted:**

**“26.1 Conduct of Meetings of the Committee**

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- 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 of the meetings of the Committee, and for 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** members of the Committee.”

**G. Article 27.7 be deleted and in its place, the following Article be substituted :**

**“27.7 Election to the Committee**

- a. Election to the Committee (in respect of seats of elected members falling vacant) shall be conducted **annually**, through e-Voting, well before the expiry of the term of the retiring members.
- b. The Committee shall appoint an independent scrutinizer for conducting election of the Committee.”

**H. Article 31.1 be deleted and in its place the following Article be substituted:**

### 31.1 Powers of Management

- a. The Committee shall be the Managing Body of the Council and, in addition to the owners 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 authorised 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.

#### **I. Article 33.2 be deleted and in its place, the following Article be substituted :**

##### **“33.2 Secretary, if Appointed**

- a. The Secretary shall have charge of all correspondence and shall keep an account of the funds of the Council and of funds connected in the ordinary way controlled by the Council.
- b. **The Secretary** shall keep accurate minutes of all the meetings of the Council and of the Committees.
- c. **The Secretary** shall take proper care of all assets belonging to the Council.
- d. **The Secretary** shall give notice to members, of all meetings of the Council or the Committee.
- e. **The Secretary** shall duly notify members of their appointment, shall countersign all cheques signed by the Chairperson or by any member or members of the Committee duly authorised in this behalf and shall collect all moneys due to the Council.
- f. **The Secretary** shall prepare an Annual Report of the Council.
- g. **The Secretary** 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.”

#### **J. Article 34.3 be deleted and in its place, the following Article be substituted :**

##### **“34.3 Business for the Annual General Meetings**

- A. 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 the auditors;
  - b. To place on record the names of the Committee members;
  - c. To appoint and fix the remuneration of the auditors.
- B. The Special business to be transacted at an Annual General Meeting of the Council shall include:-
  - i. To present output and outcome of the activities of the Council for the preceding year (including a report of the total exports of the product under its basket for the preceding year and target and objectives of the Council for the subsequent year(s);”

**K. Article 34.5 containing “No Right to Remuneration” be deleted**

**L. Article 35.1 be deleted and in its place, the following Article be substituted :**

**“35.1 Notice how given**

- a. In regard to every annual general meeting of the Council not less than fourteen days' notice to the members, specifying the place, date and hour of meeting (with a statement of the business to be transacted thereat) shall be given.
- b. A notice may be given to any member through electronic and/or physical mode at the registered e.mail postal address. It may also be sent either personally or by post or by fax 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.
- d. The non-receipt of any notice of meeting by any member, shall not invalidate any proceedings of any meeting or any resolution passed at any meeting, subject to the condition that such notice was sent / received at the registered postal/email address.”

**M. Article 35.3(b) be deleted and Article 35.3 will be read as follows :**

**“Article 35.3 Service of Notice**

Any notice required to be given by the Council to the members or 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 neighborhood of the registered office of the Council.”

**N. Article 36.3 be deleted and in its place, the following Article be substituted :**

“36.3 Voting by show of hands

At any general meeting, a resolution put to the vote of the meeting shall show of hands, unless a poll is (before or on the declaration of the result of the show of bands) demanded by the Chairperson or such members as provided in the Act, and unless a poll is so demanded, a declaration by the Chairperson that the resolution has, on a show of hands, been carried unanimously, or by a particular majority, or lost, shall be conclusive; and an entry, to that effect, in the book of the proceedings of the meetings of the Council and signed by the Chairperson shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour, or against that resolution.

**O. After Article 36.4 the following Article being 36.4(b) be added and Article 36.4 be read as follows :**

(a) The Chairperson of a meeting of the Council may, with the consent of the meeting adjourn the same from time to time 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.

(b) No notice of the adjourned meeting shall be necessary unless the meeting is adjourned for more than ten days.

**P. Article 42.1(c) be deleted.**

**Q. Article 45.3 be deleted.**

**R. A new Article being Article 46.1 be inserted**

**46.1 Basic Role**

The Council shall work in association with the Government to facilitate country's exports through diversification of products and markets, adhering to standards and quality.

**S. After Article 46.2.(c), the following Articles being (d), (e) and (f) be inserted and Article 46.2 be read as follows :**

**“6.2 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;
  - c. The setting of exports targets generally and also in relation to specific countries and commodities.
  - d. The signing of MoUs/agreements, foreign collaborations with partner agencies,
  - e. Imparting export-oriented training programme to the member exporters, and
  - f. Giving wide publicity for creating awareness among exporters about trade developments, Government policies and opportunities available.
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.