



CEPC
CARPET EXPORT PROMOTION COUNCIL, INDIA

कालीन निर्यात संवर्धन परिषद् CARPET EXPORT PROMOTION COUNCIL

(Set up by Ministry of Textiles, Govt. of India)

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No. CEPC/SEC/EGM-APRIL/2020

Dated: 17th March, 2020

Sub.: **NOTICE FOR CONVENING EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that **Extra Ordinary General Meeting (EGM)** of the members of Carpet Export Promotion Council will be held on **Wednesday, the 8th April, 2020 at 12.00 noon in Hotel Taj Ganges at Varanasi** to consider and if thought fit to pass with or without modification the following resolutions:

RESOLVED THAT -

Resolution No. 1.

Committee unanimously resolved to amend in the Articles of Association of **Article No. 22 as under:**

The Committee of Administration of the Council shall consist of the following :

- | | |
|------------------------|---|
| 1. Chairman | 1 |
| 2. Vice-Chairman | 1 |
| 3. Elected members | 18 (including Chairman and Vice-Chairman) |
| 4. Government Nominees | 3 |
| 5. Member Secretary | 1 (Executive Director- cum- Secretary) |

The elected members of the Committee of Administration will be elected by all Council Members from amongst the Council Members belonging to the respective Categories. The number of members to be elected from each category is shown against each:

Category(i) Council Members whose principal place of business/ manufacturing, etc. is in the State of Uttar Pradesh10.

Category(ii) Council Members whose principal place of business/ manufacturing, etc. is in the State of J & K4.

Category(iii) Council Members whose principal place of business / manufacturing, etc. is in the States other than Uttar Pradesh and Jammu & Kashmir4.

Resolution No. 2.

Committee unanimously resolved to amend in the Articles of Association of **Article No. 24 as under:**

- 24.1. The Members of the Council shall, as soon as possible, after the 01st April each year, **elect Members of the Committee of Administration amongst themselves** belonging from the respective Category for which the term of Committee of Administration members is due **through Web-based Electronic Voting System**. The tenure of COA shall be for a fixed period of three years. There is no bar to re-election but there should be a gap of three years after every 3 consecutive terms i.e. after 9 years.
- 24.2. All Members of the Council shall, as soon as possible, after the 01st April in every two (2) years, **elect Vice-Chairman from the Existing Committee of Administration through Web-based Electronic Voting System**. A member having held the post of Vice Chairman can come back as Vice-Chairman only after the gap of four years.
- 24.3. The election of Chairman of the Council shall be via Vice-Chairman route. The tenure of Chairman shall be for a fixed period of two years. There is no bar to re-election but there has to be a gap of **four years**. On the expiry of the term of the Chairman, the Vice-Chairman shall automatically become Chairman. There shall be no election to the Office of the Chairman as the Vice-Chairman will automatically become Chairman. However, the Vice-Chairman will take charge of Chairmanship on the date of completion of 2 years Term of Chairman from the date of his appointment, unless he decline to accept the post of Chairman or he is removed from the post of Vice Chairman by a no- confidence vote of not less than 2/3rd of the COA members. The resolution regarding no-confidence will have to be put to vote on the same pattern of direct election as followed during the time of election to the post of Vice Chairman. In case all eligible Members of the Council approve the no-confidence resolution then all eligible Members of the Council shall elect Vice-Chairman from the existing Committee of Administration, Vice Chairman will take charge of Chairman immediately. The term of the Chairman and Vice-Chairman shall be two years while the Members of the Committee of Administration shall be three years.
- 24.5. However, as soon as possible and immediately after the Election Rules are duly approved and adopted, the General Body shall have to be held –
 - a. Each year **to elect 1/3rd Members of the Committee of Administration** from amongst the General Members of the Council **through Web-based Electronic Voting System**.
 - b. Every two years when the elections of **Vice-Chairman** is due to elect, **firstly as Member of the Committee of Administration** from the General Members of the Council (once the full Committee of Administration is in place then those Members of the Committee of Administration who wish to offer themselves for the post of Vice-Chairman may do so) **and, Secondly to elect as Vice-Chairman** from the Members of the Committee of Administration, **through Web-based Electronic Voting System** and in case, if the Committee of Administration Member is not elected as Vice-Chairman he will continue to hold the office of the Member of the Committee of Administration.

Resolution No. 3.

Committee unanimously resolved to amend in the Articles of Association of **Article No. 26 as under**

A retiring Member of the Committee shall be eligible for re-election but there should be a gap of three years after every 3 consecutive terms.

Resolution No. 4.

Committee unanimously resolved to amend in the Articles of Association of **Article No. 30 as under :**

30. The Chairman of the Council shall preside at all meetings of the Committee of Administration and at all Meetings of the Council. He shall preside at the Annual General Meeting and address the Members on such subject as he may deem proper to bring to their notice by such address but such addresses shall not be taken to present the views of the Council or of the Committee unless such representation is expressly indicated. If the Chairman is absent, then the Vice-Chairman will preside. If Vice-Chairman is absent, then the Committee Members present shall elect one among them to be the President for the Meeting.

Resolution No. 5.

Committee unanimously resolved to amend in the Articles of Association of **Article No. 31 as under :**

The Chairman shall hold office for a period of 2 years from the date of his/ her appointment and the Chairman's Office shall be without remuneration.

Resolution No. 6.

Committee unanimously resolved to amend in the Articles of Association of **Article No. 39A as under :**

In the absence from India for more than one month of the Chairman, the Vice-Chairman shall have powers and shall perform the duties of the Chairman.

Resolution No. 7.

Committee unanimously resolved to amend in the Articles of Association of **Article No. 41 as under :**

41. The principal business of an Annual General Meeting shall be to receive and pass the report of the proceeding of the Committee of Administration and also the report and accounts for the preceedings financial period, to elect Vice-Chairman and new members of the Committee of Administration and appoint Auditors and fix their remuneration and to consider or transact any business which under these Articles ought to be transacted at an Annual General Meeting.

Resolution No. 8.

Committee unanimously resolved to amend in the Articles of Association of **Article No. 44 as under :**

The Committee of Administration shall have the power for fixation of amount of reimbursement to Committee Members for attending meetings of the Council and for overseas deputation as under : -

a. Domestic Travel –

- i. If attending the meetings of the Council.

- ii. If Government invites Committee Member/Chairman/ Vice-Chairman the Council will reimburse the travel expenses to Committee Member.
- iii. For any other expenses incurred by Committee Member/ Chairman/ Vice-Chairman will be borne by himself/ themselves.

b. Overseas Travel -

- i. If a Committee Member/ Chairman/ Vice-Chairman is a part of Government delegation or travel as a Member of delegation of Sales-cum-Study Team, with prior approval of Development Commissioner (Handicrafts).
- ii. All other travel performed by Committee Member/ Chairman/ Vice-Chairman the expenses will be borne by himself/ themselves.

Resolution No. 9.

Committee unanimously resolved to amend and substitute Para No. 3. A.I of the Election Rules of the Council by the following:

3.A.I.a) The Members of the Committee of Administration will be elected by all Council Members from amongst the Council Members belonging to the respective Categories. The number of members to be elected from each category is shown against each :

Category(i) Council Members whose principal place of business/ manufacturing, etc. is in the State of Uttar Pradesh10.

Category(ii) Council Members whose principal place of business/ manufacturing, etc. is in the State of J & K4.

Category(iii) Council Members whose principal place of business / manufacturing, etc. is in the States other than Uttar Pradesh and Jammu & Kashmir4.

3. A.I.b) Deleted

Resolution No. 10.

Committee unanimously resolved to amend and substitute Para No. 3. A.IV of the Election Rules of the Council by the following:

3. A.IV.a) As soon as possible and immediately after election Rules are duly approved and adopted, the first General Body Meeting shall be held to elect the Vice Chairman and COA due for retirement. The term of the Chairman and Vice-Chairman shall be 2 years, while that of the COA shall be 3 years.

3. A.IV.b.1) The **Eligible** Members of the Council shall, as soon as possible, after the 01st April each year, **elect Members of the Committee of Administration amongst themselves** belonging from the respective Category for which the term of Committee of Administration members is due **through Web-based Electronic Voting System**. The tenure of COA shall be for a fixed period of three years. There is no bar to re-election but there should be a gap of three years after every 3 consecutive terms i.e. after 9 years.

3. A.IV.b.2) All the **Eligible** Members of the Council shall, as soon as possible, after the 01st April in every two (2) years, **elect Vice-Chairman from the Existing Committee of Administration through Web-based Electronic Voting System**. A member having held the post of Vice-Chairman can come back as Vice-Chairman only after the gap of four years.
3. A.IV.b.3) The election of Chairman of the Council shall be via Vice-Chairman route. The tenure of Chairman shall be for a fixed period of two years. There is no bar to re-election but there has to be a gap of **four years**. On the expiry of the term of the Chairman, the Vice-Chairman shall automatically become Chairman. There shall be no election to the Office of the Chairman as the Vice-Chairman will automatically become Chairman. However, the Vice-Chairman will take charge of Chairmanship on the date of completion of 2 years Term of Chairman from the date of his appointment, unless he decline to accept the post of Chairman or he is removed from the post of Vice Chairman by a no- confidence vote of not less than 2/3rd of the COA members. The resolution regarding no-confidence will have to be put to vote on the same pattern of direct election as followed during the time of election to the post of Vice Chairman. In case all eligible Members of the Council approve the no-confidence resolution then all eligible Members of the Council shall elect Vice-Chairman from the existing Committee of Administration, Vice Chairman will take charge of Chairman immediately. The term of the Chairman and Vice-Chairman shall be two years while the Members of the Committee of Administration shall be three years.
3. A.IV.b.4) All the **Eligible Members of the Committee of Administration shall have the right to stand for election as Vice-Chairman**. Where as **Eligible Council Members shall have the right to stand for election as Members of the Committee of Administration from amongst themselves** belonging from the respective Category for which the term of Members of the Committee of Administration is due.
3. A.IV.b.5) In case of COA member elected to the office of Vice-Chairman will have to relinquish the charge of COA member in the event of declaration of Election Results. The resultant vacancy will be filled by "By Election" for which date to be decided by COA. Such Election will take place as per procedure prescribed in Election Rules.
3. A.IV.b.6) However, as soon as possible and immediately after the Election Rules are duly approved and adopted, the General Body shall have to be held -
- a. Each year **to elect 1/3rd Members of the Committee of Administration** from amongst the General Members of the Council **through Web-based Electronic Voting System**.
 - b. Every two years when the elections of **Vice-Chairman** is due to elect, **firstly as Member of the Committee of Administration** from the General Members of the Council (once the full Committee of Administration is in place then those Members of the Committee of Administration who wish to offer themselves for the post of Vice-Chairman may do so) **and, Secondly to elect as Vice-Chairman** from the Members of the Committee of Administration, **through Web-based Electronic Voting System** and in case, if the Committee of Administration Member is not elected as Vice-Chairman he will continue to hold the office of the Member of the Committee of Administration.

Resolution No. 11.

Committee unanimously resolved to amend and substitute Para No. 3. A.VI of the Election Rules of the Council by the following:

- 3.A.VI) A retiring member of the Committee shall be eligible for re-election but there should be a gap of three years after every 3 consecutive terms.

Resolution No. 12.

Committee unanimously resolved to amend and substitute Para No. 3. A.VII of the Election Rules of the Council by the following:

- 3.A.VII) The Members of the Committee shall be deemed to continue in the office until their successors are elected and take over.

Resolution No. 13.

Committee unanimously resolved to amend and substitute Para No. 3.B.I of the Election Rules of the Council by the following:

- 3.B.I) The Committee shall at any time before the Annual General Meeting appoint an Election Committee comprising of three Members including Government Nominees who opt out in writing under their letter-head and seal not to contest coming elections for any of the offices of the Vice-Chairman/Committee Members. The Election Committee will supervise the conduct of election. The Secretary of the Carpet Export Promotion Council shall be authorised to process the nomination papers filed for election for the offices of Vice- Chairman/Members of the Committee of Administration and function as Returning Officer alongwith supervisors appointed by him.

Resolution No. 14.

Committee unanimously resolved to amend and substitute Para No. 3.B.V of the Election Rules of the Council by the following:

- 3.B.V) The elections to the offices of Vice-Chairman and Members of the Committee of Administration shall take place on the date, place, time and schedule to be previously notified by the Secretary as the case may be.

Resolution No. 15.

Committee unanimously resolved to amend and substitute Para No. 3.B.VI of the Election Rules of the Council by the following:

- 3.B.VI) After the date, time and place of the General Body Meeting for election and/or Annual General Meeting in which elections are to be held, have been fixed, the Secretary shall issue a notice (Form I) to all the members alongwith the nomination papers (Form II) inviting nominations in respect of vacant offices of Vice-Chairman and Members of the Committee of Administration as the case may be, after the Election Committee if formed and place, date and time fixed and the Returning Officer and the Scrutinizers are appointed. The Secretary shall notify the names of other election personnel at a date not later than a week before the date of Poll.

Resolution No. 16.

Committee unanimously resolved to amend and substitute Para No. 3.C.I of the Election Rules of the Council by the following:

3.C.I. The voting shall be **through Web-based Electronic Voting System.**

Resolution No. 17.

Committee unanimously resolved to amend and substitute Para No. 3.C.III of the Election Rules of the Council by the following:

3.C.III) The Voting for the posts of Vice-Chairman and Committee Members shall be by Electronic means. However, the Member shall also be entitled to vote at the time of Election of Committee Members/ Vice-Chairman by voting in person, if he/she opt so in the prescribed manner.

Resolution No. 18.

Committee unanimously resolved to amend and substitute Para No. 3.F.I of the Election Rules of the Council by the following:

3.F.I) There will not be more marks than the number of candidates of the Members of the Committee of Administration of one category while there will be only one mark to be put in the Ballot Papers in respect of Vice-Chairman.

Members are requested to make it convenient to attend the EGM.

Note : Please note that in case of adjournment due to lack of quorum, the adjourned meeting shall be held after one hour on the same date and place i.e. **on 8th April, 2020 at 1.30 p.m.**

By order of the Committee of Administration



(Sanjay Kumar)

Executive Director-Cum-Secretary

Place : New Delhi

Encl.: Comparative Statement of existing provisions and proposed amendments in the Articles of Association and Election Rules of the Council.

Explanatory Statement Under Section 102 (1) of The Companies Act, 2013.

The Committee of Administration in its 182nd meeting held on 5th March, 2020 at New Delhi considered the directive conveyed vide letter No. M-11013/8(1)/2014-MSS(IM)-I-Pt./ 2117 dated 21.01.2020 from O/o. the Development Commissioner (Handicrafts), Ministry of Textiles, New Delhi regarding Amendments to Articles of Association and Election Rules of the Council as approved by the General Body of the Carpet Export Promotion Council (CEPC) directing to convene EGM immediately and incorporate the desired amendments in the Memorandum and Articles of Association (M&AOA) and Election Rules of the Council as stated in Department of Commerce letter No. 12/2/2013-E &MDA dated 7th December, 2015, clarification issued by DOC vide letter No. 14/19/2019-E&MDA dated 7 January, 2016, vide letter No. 8/04/2014-EP (Pt.3) dated 8th August, 2018 and No. 14/19/2015-E&MDA dated 20th September, 2018. Keeping in view of the above directives, it has been decided to amend the Articles of Association of this Council. Accordingly a Comparative Statement showing the Existing and Proposed Amendments in the Articles of Association and Election Rules of the Council alongwith Explanatory Note is given herein-under for consideration of the Members :

A. Amendments in the Articles of Association.

Article No.	Existing Provision	Proposed Amended Articles
22	<p>The Committee of Administration of the Council shall consist of the following :</p> <p>1. Chairman 1</p> <p>2. Vice-Chairmen 2 (First & Second Vice-Chairman)</p> <p>3. Elected members 18 (including Chairman and 2 Vice-Chairmen)</p> <p>4. Government Nominees 3</p> <p>5. Member Secretary 1 (Executive Director- cum- Secretary)</p> <p>The elected members of the Committee of Administration will be elected by all Council Members from amongst the Council Members belonging to the respective Categories. The number of members to be elected from each category is shown against each:</p> <p>Category(i) Council Members whose principal place of business/ manufacturing, etc. is in the State of Uttar Pradesh 10.</p>	<p>The Committee of Administration of the Council shall consist of the following :</p> <p>1. Chairman 1</p> <p>2. Vice-Chairman 1</p> <p>3. Elected members 18 (including Chairman and Vice- Chairman)</p> <p>4. Government Nominees 3</p> <p>5. Member Secretary 1 (Executive Director- cum- Secretary)</p> <p>The elected members of the Committee of Administration will be elected by all Council Members from amongst the Council Members belonging to the respective Categories. The number of members to be elected from each category is shown against each:</p> <p>Category(i) Council Members whose principal place of business/ manufacturing, etc. is in the State of Uttar Pradesh 10.</p>

	<p>Category(ii) Council Members whose principal place of business/ manufacturing, etc. is in the State of J & K 4.</p> <p>Category(iii) Council Members whose principal place of business/ manufacturing, etc. is in the States other than Uttar Pradesh and Jammu & Kashmir 4.</p>	<p>Category(ii) Council Members whose principal place of business/ manufacturing, etc. is in the State of J & K 4.</p> <p>Category(iii) Council Members whose principal place of business / manufacturing, etc. is in the States other than Uttar Pradesh and Jammu & Kashmir 4.</p> <p>Explanation for para 22 :</p> <p>In the existing provisions of the Articles of Association the post of Chairman, 1st & 2nd Vice-Chairman represents all the three (3) Categories in the Council by rotation. As per the directive received from the Government the election of Chairman of the Council shall be via Vice-Chairman route and Elections to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman, 1st & 2nd Vice-Chairman become irrelevant and not possible to fix the category for the post of 2nd Vice-Chairman. As such the Committee deemed it fit to delete the provision of the post of 2nd Vice-Chairman in the Council.</p>
24	<p>The Members of the Council shall as soon as possible after 1st April each year, elect First Vice-Chairman, Second Vice-Chairman and other Members of the Committee of Administration from amongst themselves. Council Members shall have the right to stand for election as First Vice-Chairman, Second Vice-Chairman or Members of Committee. The Chairman of the Council in terms of these Articles, on its formation, shall be elected from amongst members belonging to Category (i) above, the First Vice-Chairman shall</p>	<p>24.1. The Members of the Council shall, as soon as possible, after the 01st April each year, elect Members of the Committee of Administration amongst themselves belonging from the respective Category for which the term of Committee of Administration members is due through Web-based Electronic Voting System. The tenure of COA shall be for a fixed period of three years. There is no bar to re-election but there should be a gap of three years after every 3 consecutive terms i.e. after 9 years.</p>

<p>be elected from amongst the members belonging to Category (ii) and the Second Vice-Chairman shall be elected from amongst the members belonging to Category (iii). The office of the Chairman will be by rotation from amongst the three Categories. The tenure of Chairman shall be for a fixed period of two years. There is no bar to re-election but there has to be a gap of two terms of two years i.e., after a gap of four years. No Category can hold the Chairmanship for more than one term of two years. On the expiry of the term of the Chairman, the First Vice-Chairman shall automatically become Chairman and the First and Second Vice-Chairman should be so elected as to give representation to all three Categories. There shall be no election to the Office of the Chairman as the First Vice-Chairman will automatically become Chairman. However, the First Vice-Chairman will take charge of Chairman on the date of declaration of result of the Election alongwith First Vice-Chairman, Second Vice-Chairman and Committee Members, as the case may be. Member from the same category cannot hold the posts of Chairman and Vice-Chairman simultaneously.</p>	<p>24.2. All Members of the Council shall, as soon as possible, after the 01st April in every two (2) years, elect Vice-Chairman from the Existing Committee of Administration through Web-based Electronic Voting System. A member having held the post of Vice Chairman can come back as Vice-Chairman only after the gap of four years.</p> <p>24.3 The election of Chairman of the Council shall be via Vice-Chairman route. The tenure of Chairman shall be for a fixed period of two years. There is no bar to re-election but there has to be a gap of four years. On the expiry of the term of the Chairman, the Vice-Chairman shall automatically become Chairman. There shall be no election to the Office of the Chairman as the Vice-Chairman will automatically become Chairman. However, the Vice-Chairman will take charge of Chairmanship on the date of completion of 2 years Term of Chairman from the date of his appointment, unless he decline to accept the post of Chairman or he is removed from the post of Vice Chairman by a no-confidence vote of not less than 2/3rd of the COA members. The resolution regarding no-confidence will have to be put to vote on the same pattern of direct election as followed during the time of election to the post of Vice Chairman. In case all eligible Members of the Council approve the no-confidence resolution then all eligible Members of the Council shall elect Vice-Chairman from the existing Committee of Administration, Vice Chairman will take charge of Chairman immediately. The term of the Chairman and Vice-Chairman shall be two years while the Members of the Committee of Administration shall be three years.</p>
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24.5. However, as soon as possible and immediately after the Election Rules are duly approved and adopted, the General Body shall have to be held –

a. Each year to elect **1/3rd Members of the Committee of Administration** from amongst the General Members of the Council **through Web-based Electronic Voting System.**

b. Every two years when the elections of **Vice-Chairman** is due to elect, **firstly as Member of the Committee of Administration** from the General Members of the Council (once the full Committee of Administration is in place then those Members of the Committee of Administration who wish to offer themselves for the post of Vice-Chairman may do so) **and, Secondly to elect as Vice-Chairman** from the Members of the Committee of Administration, **through Web-based Electronic Voting System** and in case, if the Committee of Administration Member is not elected as Vice-Chairman he will continue to hold the office of the Member of the Committee of Administration.

Explanation for para 24.1 to 24.5 :

1. The above amendments in the Articles of Association is proposed in view of the directive received from the Govt. regarding elections of first Vice-Chairman and to hold 2 elections when-ever the elections of 1st Vice-Chairman is due i.e. in every two years.
2. In the existing provisions of the Articles of Association the post of Chairman, 1st & 2nd Vice-Chairman represents all the three (3) Categories in the Council by

		<p>rotation. As per the directive received from the Government the election of Chairman of the Council shall be via Vice-Chairman route and Elections to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman, 1st&2ndVice-Chairman become irrelevant and not possible to fix the category for the post of 2nd Vice-Chairman. As such the Committee deemed it fit to delete the provision of the post of 2nd Vice-Chairman in the Council.</p> <p>3. To add the cooling off period of COA Members.</p> <p>4. One big paragraph is divided into small sub-paras with a view to simplify and bring more clarity on the provisions of para.</p>
26	A retiring Member of the Committee shall be eligible for re-election.	<p>26. A retiring Member of the Committee shall be eligible for re-election but there should be a gap of three years after every 3 consecutive terms.</p> <p>Explanation -</p> <p>The above amendments in the Articles of Association is proposed in view of the directive received from the Govt. regarding cooling off period for COA Members.</p>
30	The Chairman of the Council shall preside at all meetings of the Committee of Administration and at all Meetings of the Council. He shall preside at the Annual General Meeting and address the Members on such subject as he may deem proper to bring to their notice by such address but such addresses shall not be taken to present the views of the Council or of the Committee unless such representation is expressly indicated. If the Chairman is absent, then the First	<p>30. The Chairman of the Council shall preside at all meetings of the Committee of Administration and at all Meetings of the Council. He shall preside at the Annual General Meeting and address the Members on such subject as he may deem proper to bring to their notice by such address but such addresses shall not be taken to present the views of the Council or of the Committee unless such representation is expressly indicated. If the Chairman</p>

	<p>Vice-Chairman and if he is also absent, then the Second Vice-Chairman will preside. If none of the 2 Vice-Chairmen are present, the Committee Members present shall elect one among them to be the President for the Meeting.</p>	<p>is absent, then the Vice-Chairman will preside. If Vice-Chairman is absent, then the Committee Members present shall elect one among them to be the President for the Meeting.</p> <p>Explanation.</p> <p>In the existing provisions of the Articles of Association the post of Chairman, 1st & 2nd Vice-Chairman represents all the three (3) Categories in the Council by rotation. As per the directive received from the Government the election of Chairman of the Council shall be via Vice-Chairman route and Elections to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman, 1st & 2nd Vice-Chairman become irrelevant and not possible to fix the category for the post of 2nd Vice-Chairman. As such the Committee deemed it fit to delete the provision of the post of 2nd Vice-Chairman in the Council.</p>
<p>31.</p>	<p>The Chairman shall hold office for a period of 2 years from the date of Annual General Meeting and the Chairman's Office shall be without remuneration.</p>	<p>31. The Chairman shall hold office for a period of 2 years from the date of his/ her appointment and the Chairman's Office shall be without remuneration.</p> <p><u>Explanation :</u></p> <p>To clarify the term of the Chairman as per the provisions of FTP and Govt. directives.</p>
<p>39A.</p>	<p>In the absence from India for more than one month of the Chairman, the First Vice-Chairman; and in the absence of Chairman and First Vice-Chairman, the Second Vice-Chairman shall have powers and shall perform the duties of the Chairman.</p>	<p>39A. In the absence from India for more than one month of the Chairman, the Vice-Chairman shall have powers and shall perform the duties of the Chairman.</p> <p>Explanation.</p> <p>In the existing provisions of the Articles of Association the post of Chairman, 1st & 2nd Vice-Chairman represents all the three (3) Categories in the Council by rotation. As per the directive received from the Government the election of Chairman of the Council shall be via Vice-Chairman route and Elections</p>

		<p>to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman, 1st & 2nd Vice-Chairman become irrelevant and not possible to fix the category for the post of 2nd Vice-Chairman. As such the Committee deemed it fit to delete the provision of the post of 2nd Vice-Chairman in the Council.</p>
<p>41</p>	<p>The principal business of an Annual General Meeting shall be to receive and pass the report of the proceeding of the Committee of Administration and also the report and accounts for the preceding financial period, to elect 1st and 2nd Vice-Chairmen and new members of the Committee of Administration and appoint Auditors and fix their remuneration and to consider or transact any business which under these Articles ought to be transacted at an Annual General Meeting.</p>	<p>41. The principal business of an Annual General Meeting shall be to receive and pass the report of the proceeding of the Committee of Administration and also the report and accounts for the preceding financial period, to elect Vice-Chairman and new members of the Committee of Administration and appoint Auditors and fix their remuneration and to consider or transact any business which under these Articles ought to be transacted at an Annual General Meeting.</p> <p>Explanation.</p> <p>In the existing provisions of the Articles of Association the post of Chairman, 1st & 2nd Vice-Chairman represents all the three (3) Categories in the Council by rotation. As per the directive received from the Government the election of Chairman of the Council shall be via Vice-Chairman route and Elections to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman, 1st & 2nd Vice-Chairman become irrelevant and not possible to fix the category for the post of 2nd Vice-Chairman. As such the Committee deemed it fit to delete the provision of the post of 2nd Vice-Chairman in the Council.</p>

<p>44.</p>	<p>The Committee of Administration shall have the power for fixation of amount of reimbursement to Committee Members for attending meetings of the Council and for overseas deputation as under : -</p> <p>a. Domestic Travel –</p> <ol style="list-style-type: none"> i. If attending the meetings of the Council. ii. If Government invites Committee Member/Chairman/ Vice-Chairmen the Council will reimburse the travel expenses to Committee Member. iii. For any other expenses incurred by Committee Member/ Chairman/ Vice-Chairmen will be borne by himself/ themselves. <p>b. Overseas Travel -</p> <ol style="list-style-type: none"> i. If a Committee Member/ Chairman/ Vice-Chairmen is a part of Government delegation or travel as a Member of delegation of Sales-cum-Study Team, with prior approval of Development Commissioner (Handicrafts). ii. All other travel performed by Committee Member/ Chairman/ Vice-Chairmen the expenses will be borne by himself/ themselves. 	<p>44. The Committee of Administration shall have the power for fixation of amount of reimbursement to Committee Members for attending meetings of the Council and for overseas deputation as under : -</p> <p>a. Domestic Travel –</p> <ol style="list-style-type: none"> i. If attending the meetings of the Council. ii. If Government invites Committee Member/Chairman/ Vice-Chairman the Council will reimburse the travel expenses to Committee Member. iii. For any other expenses incurred by Committee Member/ Chairman/ Vice-Chairman will be borne by himself/ themselves. <p>b. Overseas Travel -</p> <ol style="list-style-type: none"> i. If a Committee Member/ Chairman/ Vice-Chairman is a part of Government delegation or travel as a Member of delegation of Sales-cum-Study Team, with prior approval of Development Commissioner (Handicrafts). ii. All other travel performed by Committee Member/ Chairman/ Vice-Chairman the expenses will be borne by himself/ themselves. <p>Explanation.</p> <p>In the existing provisions of the Articles of Association the post of Chairman, 1st & 2nd Vice-Chairman represents all the three (3) Categories in the Council by rotation. As per the directive received from the Government the election of Chairman of the Council shall be via Vice-Chairman route and Elections to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman, 1st & 2nd Vice-Chairman become irrelevant and not possible to fix the category for the post of 2nd Vice-Chairman. As such the Committee deemed it fit to delete the provision of the post of 2nd Vice-Chairman in the Council.</p>
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B. Amendments in the Election Rules.

Para	Existing Provision	Proposed Amended Election Rules
3. A.I	<p>3.A.I.a) The elected members of the Committee of Administration including Chairman, the First Vice-Chairman and the Second Vice-Chairman, as the case may be, will be elected by the following three categories from amongst the members belonging to the respective categories, the number of members to be elected from each category is shown against each :</p> <p>Category-I : Council Members whose principal place of business/manufacturing etc. is in the State of Uttar Pradesh 10</p> <p>Category-II : Council Members whose principal place of business/manufacturing is in the State of Jammu & Kashmir4</p> <p>Category-III : Council Members whose principal place of business/manufacturing etc. is in the States other than Uttar Pradesh and Jammu & Kashmir4</p> <p>b) The actual number of members of Committee of Administration to be elected from the above three categories shall be as follows :</p> <p>Category-I 9</p> <p>Category-II 3</p> <p>Category-III 3</p>	<p>3.A.I.a) The Members of the Committee of Administration will be elected by all Council Members from amongst the Council Members belonging to the respective Categories. The number of members to be elected from each category is shown against each :</p> <p>Category-I : Council Members whose principal place of business/manufacturing, etc. is in the State of Uttar Pradesh10.</p> <p>Category-II : Council Members whose principal place of business/manufacturing, etc. is in the State of J & K 4.</p> <p>Category-III : Council Members whose principal place of business / manufacturing, etc. is in the States other than Uttar Pradesh and Jammu & Kashmir4.</p> <p>3. A.I.b) Deleted</p> <p>Explanation.</p> <p>In the existing provisions of the Articles of Association the post of Chairman, 1st & 2nd Vice-Chairman represents all the three (3) Categories in the Council by rotation. As per the directive received from the Government the election of Chairman of the Council shall be via Vice-Chairman route and Elections to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman, 1st & 2nd Vice-Chairman become irrelevant and not possible to fix the category for the post of 2nd Vice-Chairman.</p>

	The Chairman and the two Vice-chairmen elected simultaneously shall complete the prescribed number of members of each category.	As such the Committee deemed it fit to delete the provision of the post of 2 nd Vice-Chairman in the Council.
3. A.IV	<p>IV.a) As soon as possible and immediately after the Election Rules are duly approved and adopted, the first General Body Meeting shall be held to elect the first Vice-Chairman, second Vice-Chairman and the Members of the Committee of Administration due for retirement. The term of the Chairman and Vice-Chairmen shall be two years while that of the Members of the Committee of Administration shall be three years.</p> <p>b) The Members of the Council shall as soon as possible after the 1st April every alternate year, elect First Vice-Chairman and Second Vice-Chairman from amongst themselves. Eligible Council Members shall have the right to stand for election as First Vice-Chairman, Second Vice-Chairman or Committee Members. In case of COA member elected to the office of 1st or 2nd Vice-Chairman will have to relinquish the charge of COA member in the event of declaration of Election Results. The resultant vacancy will be filled by "Bye-Election" for which date to be decided by COA. Such Election will take place as per procedure prescribed in Election Rules. The first elected Chairman of the Council in term of these Articles, on its formation, shall be from amongst members belonging to Category-I above, the First Vice-Chairman shall be elected from amongst members belonging to Category-II and the Second Vice-Chairman</p>	<p>3. A.IV.a) As soon as possible and immediately after election Rules are duly approved and adopted, the first General Body Meeting shall be held to elect the Vice Chairman and COA due for retirement. The Term of the Chairman, and Vice-Chairman shall be 2 years, while that of the COA shall be 3 years.</p> <p>3. A.IV.b.1) The Eligible Members of the Council shall, as soon as possible, after the 01st April each year, elect Members of the Committee of Administration amongst themselves belonging from the respective Category for which the term of Committee of Administration members is due through Web-based Electronic Voting System. The tenure of COA shall be for a fixed period of three years. There is no bar to re-election but there should be a gap of three years after every 3 consecutive terms i.e. after 9 years.</p> <p>3. A.IV.b.2) All the Eligible Members of the Council shall, as soon as possible, after the 01st April in every two (2) years, elect Vice-Chairman from the Existing Committee of Administration through Web-based Electronic Voting System. A member having held the post of Vice-Chairman can come back as Vice-Chairman only after the gap of four years.</p>

<p>shall be elected from amongst the members belonging to Category-III. The office of the Chairman will be by rotation from amongst the three Categories. The tenure of Chairman shall be for a fixed period of two years. There is no bar to re-election but there has to be a gap of Two term of two years. No category can hold the Chairmanship for more than one term of two years. On expiry of the term of the Chairman, the First Vice-Chairman shall automatically be elected as Chairman and two Vice-Chairmen should be so elected as to give representation to all the three categories. There shall not be any election to the Office of the Chairman as the First Vice-Chairman automatically be elected as Chairman. However, the First Vice-Chairman will take charge of Chairmanship on the date of declaration of result of the Election alongwith First Vice-Chairman, Second Vice-Chairman and Committee Members, as the case may be. Member from the same category cannot hold the posts of Chairman and Vice-Chairman simultaneously.</p>	<p>3. A.IV.b.3) The election of Chairman of the Council shall be via Vice-Chairman route. The tenure of Chairman shall be for a fixed period of two years. There is no bar to re-election but there has to be a gap of four years. On the expiry of the term of the Chairman, the Vice-Chairman shall automatically become Chairman. There shall be no election to the Office of the Chairman as the Vice-Chairman will automatically become Chairman. However, the Vice-Chairman will take charge of Chairmanship on the date of completion of 2 years Term of Chairman from the date of his appointment, unless he decline to accept the post of Chairman or he is removed from the post of Vice Chairman by a no- confidence vote of not less than 2/3rd of the COA members. The resolution regarding no-confidence will have to be put to vote on the same pattern of direct election as followed during the time of election to the post of Vice Chairman. In case all eligible Members of the Council approve the no-confidence resolution then all eligible Members of the Council shall elect Vice-Chairman from the existing Committee of Administration, Vice Chairman will take charge of Chairman immediately. The term of the Chairman and Vice-Chairman shall be two years while the Members of the Committee of Administration shall be three years.</p>
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		<p>3. A.IV.b.4) All the Eligible Members of the Committee of Administration shall have the right to stand for election as Vice-Chairman. Where as Eligible Council Members shall have the right to stand for election as Members of the Committee of Administration from amongst themselves belonging from the respective Category for which the term of Members of the Committee of Administration is due.</p> <p>3. A.IV.b.5) In case of COA member elected to the office of Vice-Chairman will have to relinquish the charge of COA member in the event of declaration of Election Results. The resultant vacancy will be filled by "By Election" for which date to be decided by COA. Such Election will take place as per procedure prescribed in Election Rules.</p> <p>3. A.IV.b.6) However, as soon as possible and immediately after the Election Rules are duly approved and adopted, the General Body shall have to be held -</p> <ul style="list-style-type: none">a. Each year to elect 1/3rd Members of the Committee of Administration from amongst the General Members of the Council through Web-based Electronic Voting System.b. Every two years when the elections of Vice-Chairman is due to elect, firstly as Member of the Committee of Administration from the General Members of the Council (once the full Committee of Administration is in place then those Members of the Committee of Administration who
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wish to offer themselves for the post of Vice-Chairman may do so) **and, Secondly to elect as Vice-Chairman** from the Members of the Committee of Administration, **through Web-based Electronic Voting System** and in case, if the Committee of Administration Member is not elected as Vice-Chairman he will continue to hold the office of the Member of the Committee of Administration.

Explanation for para 3.A.IV.a and 3.A.IV.b.1 to para 3.A.IV.b.6 –

1. The above amendments in the Articles of Association is proposed in view of the directive received from the Govt. regarding elections of first Vice-Chairman and to hold 2 elections when ever the elections of 1st Vice-Chairman is due i.e. in every two years.
2. In the existing provisions of the Articles of Association the post of Chairman, 1st & 2nd Vice-Chairman represents all the three (3) Categories in the Council by rotation. As per the directive received from the Government the election of Chairman of the Council shall be via Vice-Chairman route and Elections to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman, 1st & 2nd Vice-Chairman become irrelevant and not possible to fix the category for the post of 2nd Vice-Chairman. As such the Committee deemed it fit to delete the provision of the post of 2nd Vice-Chairman in the Council.
3. To add the cooling off period of COA Members.

		<p>4. One big paragraph is divided into small sub-paras with a view to simplify and bring more clarity on the provisions of para.</p>
3. A.VI	A retiring member of the Committee shall be eligible for re-election.	<p>3.A.VI) A retiring member of the committee shall be eligible for re-election but there should be a gap of three years after every 3 consecutive terms.</p> <p>Explanation -</p> <p>The above amendments in the Articles of Association is proposed in view of the directive received from the Govt. regarding cooling off period for COA Members.</p>
3. A.VII	The Members of the Committee/Vice-Chairmen/Chairman shall be deemed to continue in the office until their successors are elected and take over.	<p>3.A.VII) The Members of the Committee shall be deemed to continue in the office until their successors are elected and take over.</p> <p>Explanation.</p> <p>In the existing provisions of the Articles of Association the post of Chairman, 1st & 2nd Vice-Chairman represents all the three (3) Categories in the Council by rotation. As per the directive received from the Government the election of Chairman of the Council shall be via Vice-Chairman route and Elections to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman, 1st & 2nd Vice-Chairman become irrelevant and not possible to fix the category for the post of 2nd Vice-Chairman. As such the Committee deemed it fit to delete the provision of the post of 2nd Vice-Chairman in the Council.</p>
3.B.I	The Committee shall at any time before the Annual General Meeting appoint an Election Committee comprising of three Members including Government Nominees who opt out in writing under their letter-head and seal not to contest	<p>3.B.I) The Committee shall at any time before the Annual General Meeting appoint an Election Committee comprising of three Members including Government Nominees who opt out in writing under their</p>

	<p>coming elections for any of the offices of the Chairman/Vice-Chairmen/Committee Members. The Election Committee will supervise the conduct of election. The Secretary of the Carpet Export Promotion Council shall be authorised to process the nomination papers filed for election for the offices of Chairman/Vice-Chairmen/Members of the Committee of Administration and function as Returning Officer alongwith supervisors appointed by him.</p>	<p>letter-head and seal not to contest coming elections for any of the offices of the Vice-Chairman/Committee Members. The Election Committee will supervise the conduct of election. The Secretary of the Carpet Export Promotion Council shall be authorised to process the nomination papers filed for election for the offices of Vice-Chairman/Members of the Committee of Administration and function as Returning Officer alongwith supervisors appointed by him.</p> <p>Explanation.</p> <p>In the existing provisions of the Articles of Association the post of Chairman, 1st & 2nd Vice-Chairman represents all the three (3) Categories in the Council by rotation. As per the directive received from the Government the election of Chairman of the Council shall be via Vice-Chairman route and Elections to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman, 1st & 2nd Vice-Chairman become irrelevant and not possible to fix the category for the post of 2nd Vice-Chairman. As such the Committee deemed it fit to delete the provision of the post of 2nd Vice-Chairman in the Council.</p>
<p>3.B.V</p>	<p>The elections to the offices of Chairman, Vice-Chairmen and Members of the Committee of Administration shall take place simultaneously on the date, place, time and schedule to be previously notified by the Secretary.</p>	<p>3.B.V) The elections to the offices of Vice-Chairman and Members of the Committee of Administration shall take place on the date, place, time and schedule to be previously notified by the Secretary as the case may be.</p> <p>Explanation.</p> <p>In the existing provisions of the Articles of Association the post of Chairman, 1st & 2nd Vice-Chairman represents all the three (3) Categories in the Council by rotation. As per the directive received from the Government</p>

		<p>the election of Chairman of the Council shall be via Vice-Chairman route and Elections to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman, 1st & 2nd Vice-Chairman become irrelevant and not possible to fix the category for the post of 2nd Vice-Chairman. As such the Committee deemed it fit to delete the provision of the post of 2nd Vice-Chairman in the Council.</p>
3.B.VI	<p>After the date, time and place of the General Body Meeting for election and/or Annual General Meeting in which elections are to be held, have been fixed, the Secretary shall issue a notice (Form I) to all the members alongwith the nomination papers (Form II) inviting nominations in respect of vacant offices of Chairman, Vice-Chairmen and Members of the Committee of Administration as the case may be, after the Election Committee if formed and place, date and time fixed and the Returning Officer and the Scrutinizers are appointed. The Secretary shall notify the names of other election personnel at a date not later than a week before the date of Poll.</p>	<p>3.B.VI) After the date, time and place of the General Body Meeting for election and/or Annual General Meeting in which elections are to be held, have been fixed, the Secretary shall issue a notice (Form I) to all the members alongwith the nomination papers (Form II) inviting nominations in respect of vacant offices of Vice-Chairman and Members of the Committee of Administration as the case may be, after the Election Committee if formed and place, date and time fixed and the Returning Officer and the Scrutinizers are appointed. The Secretary shall notify the names of other election personnel at a date not later than a week before the date of Poll.</p> <p>Explanation.</p> <p>In the existing provisions of the Articles of Association the post of Chairman, 1st & 2nd Vice-Chairman represents all the three (3) Categories in the Council by rotation. As per the directive received from the Government the election of Chairman of the Council shall be via Vice-Chairman route and Elections to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman,</p>

		1 st & 2 nd Vice-Chairman become irrelevant and not possible to fix the category for the post of 2 nd Vice-Chairman. As such the Committee deemed it fit to delete the provision of the post of 2 nd Vice-Chairman in the Council.
3.C.I	The voting shall be by a secret ballot.	3.C.I. The voting shall be through Web-based Electronic Voting System. Explanation. 1. As per directive to hold elections through e-voting.
3.C.III	The Voting for the posts of Vice-Chairmen and Committee Members shall be by Electronic means. However, the Member shall also be entitled to vote at the time of Election of Committee by voting in person, if he/she opt so in the prescribed manner.	3.C.III) The Voting for the posts of Vice-Chairman and Committee Members shall be by Electronic means. However, the Member shall also be entitled to vote at the time of Election of Committee Members/ Vice-Chairman by voting in person, if he/she opt so in the prescribed manner. Explanation. In the existing provisions of the Articles of Association the post of Chairman, 1 st & 2 nd Vice-Chairman represents all the three (3) Categories in the Council by rotation. As per the directive received from the Government the election of Chairman of the Council shall be via Vice-Chairman route and Elections to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman, 1 st & 2 nd Vice-Chairman become irrelevant and not possible to fix the category for the post of 2 nd Vice-Chairman. As such the Committee deemed it fit to delete the provision of the post of 2 nd Vice-Chairman in the Council.
3.F.I	There will not be more marks than the number of candidates of the Members of the Committee Administration of one category while there will be only one mark to be put in the Ballot Papers in respect of Chairman, First Vice-Chairman and Second Vice-Chairman respectively.	3.F.I) There will not be more marks than the number of candidates of the Members of the Committee of Administration of one category while there will be only one mark to be put in the Ballot Papers in respect of Vice-Chairman.

		<p>Explanation.</p> <p>In the existing provisions of the Articles of Association the post of Chairman, 1st & 2nd Vice-Chairman represents all the three (3) Categories in the Council by rotation. As per the directive received from the Government the election of Chairman of the Council shall be via Vice-Chairman route and Elections to the post of Vice-Chairman has to be from all the three categories in the COA, one of the sitting Executive Members from any of the categories can be elected. In view of the above the existing provisions for representation of all three (3) Categories for the post of Chairman, 1st & 2nd Vice-Chairman become irrelevant and not possible to fix the category for the post of 2nd Vice-Chairman. As such the Committee deemed it fit to delete the provision of the post of 2nd Vice-Chairman in the Council.</p>
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(TO BE TYPED ON THE LETTERHEAD OF THE COY/FIRM/ORGN.)

PROXY FORM

(TO BE FILED WITH THE COUNCIL
BY 10.30 A.M. of 6th April, 2020.)

I/We _____ of M/s _____

_____ (Address) being a Member of the Carpet Export

Promotion Council, hereby Authorized Shri/Smt/Km _____

R/O _____ (Address) as my/our proxy to

vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Carpet Export
Promotion Council to be held on 8th April, 2020 (Wednesday) or adjourned Meeting thereof.

Name of the Authorized Representative Shri/Smt/Km _____

Specimen Signature of the Authorized Representative _____

Signature _____

Please affix
Revenue
Stamp

(Attested by) _____

Name _____

Designation _____

Seal of the Company _____

Place _____

Date _____

Please note that one person can hold Proxy for one Member only.

