MEMORANDUM OF ASSOCIATION AND

ARTICLES /BYELAWS

of

CHEMEXCIL

Basic Chemicals, Cosmetics & Dyes Export Promotion Council

(Set-up by Ministry of Commerce & Industry, Government. of India)

Jhansi Castle, 4th Floor, 7 Cooperage Road, Mumbai – 400 001. India
Phone: +91-22-69821200/1/2/3/4/5/6 Fax: +91-22- 69821236/37
Email: info@chemexcil.in; Website: http://chemexcil.in

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Mumbai
Everest , 100 , Marine Drive Mumbai - 400002, Maharashtra, INDIA

Certificate of Incorporation pursuant to change of name

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): : U91110MH1963NPL012677

I hereby certify that the name of the company has been changed from BASIC CHEMICALS PHARMACEUTICALS AND COSMETICS EXPORT PROMOTION COUNCIL to BASIC CHEMICALS COSMETICS & DYES EXPORT PROMOTION COUNCIL with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name BASIC CHEMICALS COSMETICS & DYES EXPORT PROMOTION COUNCIL
Given under my hand at Mumbai this Twenty Fourth day of February Two Thousand Sixteen.

Signature Not Verified

SATYA PARKASH KUMAR
Registrar of Companies
Registrar of Companies
Mumbai

Mailing Address as per record available in Registrar of Companies office:

BASIC CHEMICALS COSMETICS & DYES EXPORT PROMOTION COUNCIL
JHANSI CASTLE 4TH FLOOR , CO-OP GAGE ROAD,
MUMBAI - 400039,
Maharashtra, INDIA

Co.No.12677.

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

In the Office of the Registrar of Companies, Maharashtra

(Under the Companies Act,1956(1 of 1956)

In the matter of * BASIC CHEMICALS, PHARMACEUTICALS AND COSMETICS TRADE PROMOTION COUNCIL)

I hereby certify that BASIC CHEMICALS, PHARMACEUTICALS AND COSMETICS TRADE PROMOTION COUNCIL Limited, which was originally incorporated on [illegible] day of JULY 1963 under the # COMPANIES Act, 1956 and under the name BASIC CHEMICALS, PHARMACEUTICALS AND COSMETICS TRADE PROMOTION COUNCIL. Limited having duly passed the necessary resolution in terms of section 21 of the Companies Act,1956, and the approval of the Central Government signified in writing having been accorded thereto in the Regional Director,Company Law Board, Western Region, Bombay letter No.[illegible] dated [illegible] the name of the said company is this day changed to BASIC CHEMICALS, PHARMACEUTICALS AND COSMETICS EXPORT PROMOTION COUNCIL Limited and this certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at BOMBAY this [illegible] day of SEPTEMBER 19[illegible] (One thousand nine hundred

[illegible]

~~Addl~~/Asstt. Registrar of Companies,
Maharashtra, Bombay.

Notes:

1* Here give the name of the company as existing prior to the change.

2# Here give the name of the Act(s) under which the company was originally registered and incorporated.

5/7/5.

No. 12677/TA

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME.

In the office of the Registrar of Companies, Maharashtra

(under the Companies Act, 1956 (1 of 1956)

In the matter of **. BASIC CHEMICALS, PHARMACEUTICALS AND SOAPS EXPORT PROMOTION COUNCIL.

I hereby certify that BASIC CHEMICALS, PHARMACEUTICAL AND SOAPS EXPORT PROMOTION COUNCIL ~~Limited~~, which was originally incorporated on ELEVEN day of JULY 1963 under the @ COMPANIES Act '56 and under the name BASIC CHEMICALS, PHARMACEUTICALS AND SOAPS EXPORT PROMOTION ~~Limited~~, COUNCIL, having duly passed the necessary resolution in terms of section 21 of the Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Regional Director, Company Law Board, Western Region, Bombay letter No. RD:46(21)10/73 dated TENTH DECEMBER 1973, the name of the said Company is this day changed to "BASIC CHEMICALS, PHARMACEUTICALS & COSMETICS TRADE PROMOTION ~~Limited~~ COUNCIL" and this certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at BOMBAY this NINETH day of JANUARY 1974 (One thousand nine hundred and seventy four) (19th Pausa 1895)

(KRISHAN KUMAR)
~~Addl.~~/Asstt. Registrar of Companies
Maharashtra, Bombay.

NOTES:

1. ** Here give the name of the Company as existing prior to the change.

2. @ Here give the name of the Act(s) under which the Company was originally registered and incorporated.

Form I. R.

CERTIFICATE OF INCORPORATION

No. 12677 of 1963-64.

I hereby certify that BASIC CHEMICALS, PHARMACEU-TICALS AND SOAPS EXPORT PROMOTION COUNCIL.

*** *** *** *** ***

is this day incorporated under the Companies Act, 1956 (No. I of 1956) and that the Company is Limited.

Given under my hand at BOMBAY this ELEVENTH day of JULY One thousand nine hundred and SIXTY THREE
(20th Asadha, 1885)

T. J. Gondhalekar

(T.J.GONDHALEKAR)
Registrar of Companies.
Maharashtra

J. S. C. I
MFP—597 JSC—12401—(C-186)—25-11-61—5,000.

MEMORANDUM OF ASSOCIATION OF

BASIC CHEMICALS COSMETICS & DYES EXPORT PROMOTION COUNCIL

Registered under the Companies Act, 1956
(Company Limited by Guarantee)

NAME

I. The name of the Company is "BASIC CHEMICALS COSMETICS & DYES EXPORT PROMOTION COUNCIL"

REGISTERED OFFICE

II. The registered office of the Company will be situated in the State of Maharashtra.

OBJECTS

III. The objects for which the company is established are:—

(1) "To support, protect, maintain, increase and promote the export of basic inorganic and organic chemicals (but excluding fertilisers), alcohols, insecticides, weedicides, organic solvents, drugs,pharmaceuticals and fine chemicals; dyes and intermediates, glycrine, soaps, detergents, cosmetics and toiletries, asphalt, biological materials like specimens, stuffed animals and skeletons and other chemical items and raw materials thereof, as may be necessary or expendient 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;

*(aa) preparation Action Plans for promotion of exports development of export markets generation of production for exports setting of export targets generally and in relation to specific Countries and commodities on an annual basis and for such medium and longer terms as may be considered desirable and to undertake execution of such Plans.

b) sending out trade missions to foreign countries;

c) appointing, representatives, agent's or correspondents in foreign markets for purpose of continuously and regularly reporting the prices, market preferences, reception accorded to actual deliveries of and other connected matters;

*Clause (1) aa inserted vide Special Resolution passed at the Extra-ordinary General Meeting pf the Company held on 8th February 2002

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 Basic Chemicals, Pharmaceuticals and Cosmetics;

e) collecting and circulating statistics and other information regarding manufacture, trade or ultimate use of Basic Chemicals, Pharmaceuticals and Cosmetics in various countries:

f) propagating information useful to manufacturers, traders and shippers of Basic Chemicals, Pharmaceuticals and Cosmetics 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 Basic Chemicals, Pharmaceuticals and Cosmetics intended for export;

h) setting up an organisation or maintaining liaison with an organisation which has been set up, for performing such functions as are necessary to attain the standards of quality and packing laid down, including the con-ducting of inspection of Basic Chemicals, Pharmaceuticals and Cosmetics intended for export, with this end in view;

i) setting up an organisation or maintaining liaison with an organisation which has been set up for conducting research and experiments;

j) rationalising and for increasing, where necessary, production within India and distribution in foreign markets of Basic Chemicals, Pharmaceuticals and Cosmetics that are exported;

k) selecting in foreign countries, firms persons, etc. who might serve as agents of manufacturers and exporters of Basic Chemicals Pharmaceuticals and Cosmetics in India;

l) deputing the officers of the Company to witness the inspection of Basic Chemicals, Pharmaceuticals and Cosmetics exported to 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 servey in foreign countries of Basic Chemicals, Pharmaceuticals and Cosmetics exported or witness the survey in India of these products intended for export, when any dispute or difference between the parties to a contract for sale and purchase of such products arise;

n) enquiring and investigating into complaints received from foreign importers or Indian exporters in respect of the quality, description or other particulars of Basic Chemicals, Pharmaceuticals and Cosmetics 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 Basic Chemicals, Pharmaceuticals and Cosmetics as the case 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 Basic Chemicals, Pharmaceuticals and Cosmetics 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 Basic Chemicals, Pharmaceuticals and Cosmetics;

r) undertaking of schemes/projects relating to import substitutions. (s) investing and dealing with moneys and funds belonging to the

s) Company in schemes/projects which have a bearing on import substitutions and other investments and transactions in all work ancillary thereto, and

2) to keep in communication with Chambers of Commerce and other mercantile and public bodies throughout the world with a view to taking appropriate and necessary measures for maintaining or increasing the exports of Basic Chemicals, Pharmaceuticals and Cosmetics;

3) to enunciate just and equitable principles to govern the trade in Basic Chemicals, Pharmaceuticals and Cosmetics 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 advise or represent to Governments, Local Authorities and Public Bodies:—

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 laid down by the Council, by any of the persons concerned, where such contravention would affect the exports of Basic Chemicals. Pharmaceuticals and Cosmetics 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 exports of Basic Chemicals, Pharmaceuticals and Cosmetics;

5) to purchase, hire or otherwise acquire and maintain suitable buildings, apartments, furniture and other fittings in any country for the establishment of showrooms, emporia or other agencies for publicity in regard to Basic Chemicals, Pharmaceuticals and Cosmetic for the purpose of achieving any of the 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 manufacture, trade and commerce relating to Basic Chemicals, Pharmaceuticals and Cosmetic.

7) to prepare, edit, print, publish, issue, acquire and circulate books, papers, periodical's, gazettes, circulars and other literature treating or bearing upon industry, trade or commerce, pertaining to Basic Chemicals, Pharmaceuticals and Cosmetics;

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 enter into contracts;

10)

i. to draw, make, accept, endorse, discount and execute negotiable instruments;
ii. to deposit or invest the moneys of the Company in any banks, and/or securities approved in this behalf by the Union Government;
iii. to collect funds or subscriptions from the members as may be specified in the Articles of Association;

11) to subscribe for, become a member of and operate 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

12) to do all such other lawful acts as may be conducive for the maintenance and increase of the export trade and commerce in Basic Chemicals. Pharmaceuticals and Cosmetics or incidental to the attainment of the above objects or any one of them Provided that the Company shall not support wit its funds or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which, if an object of the Company, would make it a trade union.

IV. 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.

V.

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 dividend, bonus or otherwise by way of profit to persons who at any time are, or have been members of the Company or to any one or more of them or to any persons claiming through any one or more of them;
3. No remuneration or other benefit in money or money's worth shall be given by it he Company to any of its members, whether officers or servants of the Company or not, except payment of out-of- pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises lent to the Company;
4. No member shall be appointed to any office under the Company which is remunerated by salary, fees or in any other manner not excepted by Clause (3);
5. 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 ;

VI. 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 Union Government.

VII. The liability of the Members is limited.

VIII. Every member of the Company 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 Re. 500/-

IX. True accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure, take place, and of the property, credits and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with 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.

X. If upon the winding of or dissolution of the Company, there remain after the satisfaction of all its debts and liabilities, any assets, whatsoever the same shall not be paid to or distributed among the members of the Company but shall be disposed of in the following manner, viz, (i) at the discretion of Government if the assets in question have been acquired wholly or substantially out of Government grants or (ii) if they have not been so acquired they shall be given or transferred to (some other institution having objects similar to the objects of the company as may be determined by such judge of the High Court of Judicature at Bombay as may have or ac-quired jurisdiction in the matter.

XI. We, the several persons whose names, addressee, descriptions and occupations are hereunto subscribed, aro desirous of being formed into a Company not for profit, in pursuance of this Memorandum of Association

Names, addresses and descriptions and occupations of Subscribers.

---

1. Shri Phirozeshah Ardeshir Narielwala,
Son of Shri Ardeshir Shapoorji Narielwala,
Director, Tata Industries (Pvt.) Ltd.,
Bombay House, Bruce Street,
Fort, Bombay-400 001.

2. Shri Prakash Lal Tandon,
Son of Shri Ram Das Tandon,
Chairman, Hindustan Lever Ltd.,
Scindia House, Dougall Road,
Ballard Estate, Bombay-400 001.

3. Shri Dhairyasinh Ratansi Morarji,
Son of Shri Ratansi Dharamsi Morarji,
Managing Director,
Dharamsi Morarji Chemical Co. Ltd.,
Prospect Chambers,
317-21, Dr. Dadabhoy Naoroji Road,
Bombay-400 001.

4. Dr. Khwaja Abdul Hamied, Son of
Shri Khwaja Abdul Ali, Chairman,
Chemical Industrial and
Pharmaceutical Laboratories Ltd.,
289, Bellasis Road, Bombay-400 008.

5. Shri Keith Cotton Roy,
Son of Dr. Charan Roy,
Managing Director,
Merck Sharp and Dohme of India Ltd.,
Dugal House, Backbay Reclamation,
Bombay-400 001.

6. Dr. Burjorji Pherozeshah Godrej,
Son of Shri Pherozeshah Burjorji Godrej,
Director,
Godrej Soaps (Pvt.) Ltd.,
316, Delisle Road, Bombay-400 001

7. Shri Gautam Sahgal,
Son of Shri Bashiram Sahgal,
Executive-in-Charge,
Pharmaceutical Division, Ciba of India Ltd.,
Royal Insurance Building,
14, Jamshedji Tata Road, Bombay-400 001.

8. Dr. Rameshchandra Maganlal Thakkar,
Son of Shri Maganlal Nathabhai Thakkar,
General Manager,
Industrial and Allied Chemicals,
Tulloch Road, Bombay-400 001.

Dated : 9th July 1963.

Witness to all the above signatures

N. H. NAGARWALLA,
Joint Director,
Export Promotion,
Government of India, Bombay.

MEMORANDUM OF ASSOCIATION & ARTICLES/BYELAWS OF
BASIC CHEMICALS, COSMETICS & DYES EXPORT PROMOTION COUNCIL

CONTENTS

ARTICLE 1. DEFINITIONS AND INTERPRETATION

1.1 Definitions:

In these Articles, unless the context otherwise requires:

a) "Act" means the Companies Act 2013 or Societies Registration Act, 1860**, or any other Act including the rules and regulations, subsequent amendment, modification or re-enactment under which the Council is registered.

b) "Article" means an Article forming part of these articles;

c) "Auditors" means persons appointed, as such, for the time-being, by the Council;

d) "Chairperson'' means the Chairperson of the Council;

e) "Committee of Administration" means the Committee of Administration of the Council, constituted, as such, under these articles and henceforth referred to as "Committee

f) "Council'' means the Council the Export Promotion Council (EPCs) and the Federation of Indian Export Organization (FIEO)**

g) "Director General" means the Director General (DG) of the Council and includes any officer of the Council performing secretarial functions.

h) "Export Promotion Council" means organizations of exporters, set up with the objective to promote and develop Indian exports. Each Council is responsible for promotion of a particular group of products/projects/services as given in Appendix 2T of AND;**

i) "Executive Director" means the Executive Director (ED) of the Council and includes any officer of the Council performing secretarial functions;*

j) "Extra-ordinary general meeting" means an extra-ordinary general meeting of the members of the Council other than its Annual General Meeting (AGM) referred to in Article 31.2.**

k) "FIEO" means Federation of Indian Export Organization**

l) "General meeting" means a general meeting of the members of the Council;

m) "Member" means a member of the Council;

n) "MSME" means micro, small and medium enterprise as defined in the Micro, Small and Medium Enterprise Development Act, 2006 including its subsequent amendment, modification, re-enactment, or successor;**

o) "Office" means the registered office for the time being, of the Council;

p) "Panel" means a panel of the Council, wherever constituted under these articles;

q) "Prescribed" means prescribed by the Committee; by virtue of a power conferred by these articles;

r) "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.

s) "Regional Committee" means a Regional Committee constituted under these Articles;

t) "Regional Chairperson" means a Regional Chairperson holding office under these articles;

u) "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;

v) "Secretary" means the Secretary of the Council and includes any officer of the Council performing secretarial function

**As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter-F.No. 5/2/2018-EP(CAP) dtd. 2nd August, 2019*

*** Altered vide Special Resolution passed in the Extra-Ordinary General Meeting of Members of the Council/Company on the 8th September, 2026 in accordance with the directions received from the Ministry of Commerce & Industry,*

w) "Startup" means a entity as defined under G.S.R 127(E) issued by the Ministry of Commerce and Industry (Department of Promotion of Industry and Internal trade) or its subsequent amendment, modification, re-enactment or successor(s) policies;**

x) "Vice-Chairperson" means Vice-Chairperson of the Council.

1.2 Applicability: **

These byelaws shall be applicable as model guidelines for all EPCs and the FIEO.

1.3 Certificate:

For the purpose of determining whether an industry is a Micro, Small or Medium Enterprises, the MSME certificate issued by the Ministry of Micro Small and Medium Enterprises shall be conclusive. For startups, the certificate issued by Department for Promotion of Industry and Internal Trade (DPIIT) shall be conclusive.

1.4 Words Defined in the Companies Act, 2013/Societies Registration Act, 1860**

Words and expressions used and not defined in these articles, but defined in the Act have the meanings respectively assigned to them by the Act.

1.5 General Clauses Act to Apply:

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

1.6 Repugnancy:

Where, in relation to a Council to which an Act applies, there is repugnancy between the provisions of these Articles and the provisions of the Act, the provisions of that Act shall to the extent of the repugnancy overrule the provisions of these Articles.**

ARTICLE 2. ARTICLES SUBJECT TO FOREIGN TRADE POLICY

The provisions of these articles shall be subject to those of the Foreign Trade Policy under ITC(HS) Classification/Central Product Classification (CPC) and Handbook of Procedures, as notified by the Central Government from time to time.

ARTICLE 3. CATEGORIES OF MEMBERS AND ELIGIBILITY OF 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

*** Altered vide Special Resolution passed in the Extra-Ordinary General Meeting of Members of the Council/Company on the 8th September, 2026 in accordance with the directions received from the Ministry of Commerce & Industry, Department of Commerce, Government of India, E&MDA Division vide letter - F.No.13/3/2023-EP&MDA-DoC (Part (I)) dated 25th July, 2024.*

3.2 Eligibility for Associate Member

A person shall be eligible for admission to the Council as Associate Member on receiving the Importer - Exporter Code (IEC) from the Directorate General of Foreign Trade (DGFT), Government of India, in respect of the product with which the Council is concerned.

3.3 Eligibility for Ordinary Membership

In order to be eligible for ordinary membership of the Council, a person must satisfy the following requirements, namely:

a) The person or the entity* represented by him/ her, must have been an Associate Member of the Council for at least two years; and
b) The person or the entity * represented by him/ her must have to his/ her or its credit during the two financial years immediately preceding average exports in respect of the product of not less than the amount mentioned below:

   i. Micro, Small, Medium Enterprises (MSMEs): Rs. 25 Lakh - Rs. 1 Crore ((Micro Enterprises- Rs. 25 Lakhs, Small Enterprises -Rs. 50 lakh and Medium Enterprises- Rs. 1 crore)
   ii. Others: Above Rs.1 Crore

Note: In order to obviate the necessity of updation / revision of the eligibility criteria, the export criteria as prescribed above shall be automatically enhanced by 10% after each 5 years.

3.4 Conversion into Associate membership

If the average exports of a product by an Ordinary Member is below the pecuniary limits mentioned in clause(b) of Article 3.3, during the immediately preceding last two financial years, the Committee may, after giving the member reasonable opportunity of hearing, convert the Ordinary Membership into Associate Membership, unless specifically exempted.

ARTICLE 4. ELIGIBILITY FOR ELECTIONS

4.1 Right to Vote

a) Ordinary members shall have the right to vote.
b) Associate members having completed three continuous years, and not fulfilling the eligibility criteria for Ordinary Member, however, having average exports of Rs. 2.5 Lakhs** to their credit during the preceding three financial years, shall also have the right to vote.
c) Eligibility for contesting elections: Only an Ordinary member may offer him/ herself as a candidate at elections to various positions in the Council.

**As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter- F.No. 5/2/2018-EP(CAP) dtd. 2nd August, 2019*
*** Altered vide Special Resolution passed in the Extra-Ordinary General Meeting of Members of the Council/Company on the 8th September, 2026 in accordance with the directions received from the Ministry of Commerce & Industry, Department of Commerce, Government of India, E&MDA Division vide letter - F.No.13/3/2023-EP&MDA-DoC (Part (I)) dated 25th July, 2024.*

4.2 Eligibility to Contest in Elections**

a) Only an Ordinary Member shall be eligible as a candidate for elections to various positions in the Council.

b) The person or the entity represented by the person must have to its credit during the two financial years immediately preceding the election, the average exports of the products of not less than the amount mentioned below:

   i. Micro, Small, Medium Enterprises (MSMEs): Rs. 50 Lakhs-Rs. 2.5 Crore (Micro Enterprises- Rs. 50 Lakhs, Small Enterprises -Rs. 1 crore and Medium Enterprises- Rs. 2.5 crore)

   ii. Others: Above Rs. 2.5 crores.

c) If applicable, where a person is contesting for election as Regional Chairperson, the person or the entity represented by the person must have minimum average exports of Rs. 2.5 crores of the product, or such higher limit as may be prescribed by the Council, to its credit during the two financial years immediately preceding the election.

d) Where a CoA member is contesting for election as Chairperson or Vice-Chairperson, the person or the entity represented by the person must have minimum average exports of Rs. 2.5 crores of the product, or such higher limit as may be prescribed by the Council, to its credit during the two financial years immediately preceding the election.

   A certificate issued by a Chartered Accountant shall be required for the purposes of paragraph (b), (c) and (d) of this Article.

ARTICLE 5. APPLICATION FOR MEMBERSHIP

5.1 Form of application:**

Online Application for membership of the Council as an Ordinary or Associate Member shall be made to the Council in the prescribed application form on a common digital platform of DGFT (URL: https://www.dgft.gov.in/CP/?opt=e-rcmc)

5.2 Accompaniments**

The application for membership shall be sent to the Council, along with requisite documents which may include the following:

a) a copy of the active IEC number by the applicant;

b) a certificate of financial soundness from the applicant's bankers;

c) proof of payment of the prescribed fee which, along with any other payments to the Council, shall be through online mode only, as per Income- tax Rules, 1962; and name and contact details of person representing the organisation.

**As per approval from Ministry of Commerce & Industry, Department of Commerce, Government of India vide letter- F.No. 5/2/2018-EP(CAP) dtd. 2nd August, 2019*

*** Altered vide Special Resolution passed in the Extra-Ordinary General Meeting of Members of the Council/Company on the 8th September, 2026 in accordance with the directions received from the Ministry of Commerce & Industry, Department of Commerce, Government of India, E&MDA Division vide letter - F.No.13/3/2023-EP&MDA-DoC (Part (I)) dated 25th July, 2024.*

5.3 Decision on the application

a) The Committee or any authority designated by the Committee shall take a decision on the application for membership within 45 ** days from the receipt of a properly completed application, and the Committee's decision shall be final.*

b) In case, a decision is taken by a designated authority, the same shall be get ratified by the Committee in its first subsequent meeting.

c) The decision of the Committee whether of acceptance or rejection of the application, shall be communicated to the applicant along with reasons, in writing.

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.**

ARTICLE 6. FEES FOR MEMBERSHIP**

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

b) The Council may grant concession in entrance / annual fee for women entrepreneurs, start-ups etc.

ARTICLE 7. RESIGNATION BY MEMBERS

a) A member of the Council may resign by giving to the DG/ED/ Secretary notice in writing of his/ her 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/ her to the Council and for any other liability, which he / she might have incurred towards the Council.

c) Entrance fee / Annual fee once paid shall not be refunded on resignation.**

ARTICLE 8. DISQUALIFICATIONS FOR MEMBERSHIP OF COUNCIL

8.1 Disqualification

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

i. Found to be of unsound mind by a competent court;

ii. Applies to be adjudicated as, or is adjudicated as, an insolvent;

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iii. convicted by a court of an offence involving moral turpitude and is sentenced on such conviction to imprisonment for not less than six months
iv. They or any firm in which they are a partner or any private company of which he/she is a Director, commits a violation of relevant sections of the Act;
v. they become disqualified by an order of the court or tribunal under relevant sections of the Act;
vi. they cease to be a member of the entity which he/ she represents or such entity ceases to be a member of the Council;
vii. their name is removed from the Register of Members under Article 8.2; or
viii. convicted of the offence dealing with related party transactions under relevant sections of the Act; at any time during the last preceding five years.

b) A person shall be disqualified for re-membership, if:

i. a period of five years has not elapsed from the date of expiry of the sentence
ii. they been convicted of any offence and has served a period of seven years or more

8.2 Removal by the Committee

The Committee or any other Committees designated by it 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, if the Member:

a) has violated any condition for membership or
b) has been in arrears in regard to the payment of membership fee or of any other amounts due from him/her to the Council for more than six months; or
c) has been found guilty of disorderly conduct at meetings of the Council or of the Committee; or
d) has been found guilty of conduct unbecoming of a member or
e) has become disqualified under Article 8.1.

ARTICLE 9. CONDUCT OF ELECTIONS

9.1 Method of conducting election:**

In order to make the Council participative in nature and for better governance & transparency, the Council, as registering authority, shall follow the below mentioned criteria for conducting elections:

a) Election of the Committee and also for the post of Vice-Chairperson/ Chairperson of the Committee shall be conducted through e- voting, as provided for in the relevant Act/Rules and Foreign Trade Policy.
b) A reputed agency may be appointed by the Council to conduct the election in a free and fair manner.

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c) Observer(s) for the election(s) for the post of Committee of Administration (CoA) and for Vice-Chairperson/ Chairperson will be deputed by the Government from the Department of Commerce, DGFT or any other Ministry/ Department/Organisation as may be decided by the Government.

d) The CoA shall appoint one or more scrutinizer, who may be Chartered Accountant in practice, Cost Accountant in practice, or Company Secretary in practice or an Advocate, or any other person who is not in employment of the Council and is a person of repute who, in the opinion of the CoA members can scrutinize the voting and remote e-voting process in a fair and transparent manner.

e) The provisions under this article shall be subject to the Provisions of the relevant Act, Foreign Trade Policy(FTP) and instructions, guidelines, advisories issued by Government of India from time to time.

9.2 Duty of Council

a) It shall be the responsibility of the Council to ensure that elections to various posts in the Councils are held timely in free and fair manner and as prescribed under Article.

b) Elected members shall automatically retire on completion of their tenure.

9.3 Failure to hold elections

If a Council fails to ensure timely elections as provided in Article 9, the Central Government may after giving it a reasonable opportunity of being heard, direct the Committee to hold a fresh election to be held and may make such interim arrangements as may be necessary for that purpose.

9.4 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 except as otherwise provided in these articles;

b) Mode of conducting elections except as otherwise provided in these articles.

ARTICLE 10. REPRESENTATION OF FIRMS

10.1 Authorization

a) Any firm, which is a member of this Council, shall by consent of all partners 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 Co-operative Society or other Corporation which is a member of the Council shall, by a resolution of its Directors (or of any persons in the position of Directors) authorize any of its Directors or any person in the position of Directors to act as its representative at any meeting of the Council or of the Committee.

d) A sole proprietary firm or 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/she represents, as if he/she was an individual member of the Council, of the same class as the firm, company, society, or other corporation on, 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

ARTICLE 11. PRIVILEGES OF MEMBERS

11.1 Ordinary Members

Without prejudice to any other rights conferred on Associate Members by the Memorandum of Association of the Council, such Associate 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 or other dues or charges payable by them to the Council on 1stApril in the year of voting;

b) right to requisition a meeting as provided for in these articles;

c) right to receive the annual reports of the Committee, 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 members 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 Associate Members shall have the following rights and privileges namely:

a) right to receive the Annual Reports of the Committee 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 Committee on the prescribed conditions;

d) shall have the right to vote at the election of the members of the Committee and also on all matters brought before the General meetings of the Council, provided that Associate Members satisfy the conditions laid down under Article 4.1(b) and provided that there are no arrears of subscription or other dues or charges payable by them to the Council on 30th June in the year of voting.**

11.3 Nominated, Co-opted and Institutional Members

A nominated/ co-opted/ institutional member shall have no right to vote.

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ARTICLE 12. VOTING

12.1Persons Who Can Vote**

a) An ordinary member (or his/her authorized representative) and Associate Member having completed 3 continuous years as a member and have exports in his/her credit in any of the preceding three years, shall alone be entitled to vote at the general meetings, including AGM meetings and extra-ordinary general meetings, of the Council.
b) Every such member shall have only one vote.
c) The Chairperson shall have, in addition, a casting vote.

12.2 Validity of Vote (s)**

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 Chairperson of a meeting shall be the sole judge of the validity of every vote tendered at such meeting.

ARTICLE 13. SUSPENSION OF PRIVILEGES

13.1 Non-payment of Subscription

If a Member (Ordinary or Associate) fails to pay his/ her annual subscription by the 30th June of the year for which it has become due then:

a) he/ she shall not be entitled to exercise any right or privilege as such Member and
b) the Committee may suspend his/her membership, and such suspension shall remain operative until he/ she pays the arrears and the Committee accepts in writing such arrears and restores his/ her membership after revoking his/ her suspension.

ARTICLE 14. CHANGE IN INTERNAL CONSTITUTION TO BE REPORTED

14.1 Change in Constitution

Where there is a change in the constitution for 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 Committee within three months.

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ARTICLE 15. REGISTER OF MEMBERS

15.1 Register

The Council shall keep a Register of Members (Ordinary, Associate, Co- opted, Nominated and Institutional) and enter there in the following particulars of its members, namely:

a) the name, email address, postal address and occupation of the member;

b) registered office address, contact details, IEC/PAN/GST/TIN/CIN/DIN of the member applying, as applicable;**

c) the class of membership of such member;

d) the date on which each member was entered in the register;

e) the date on which he/she ceased to be a member.

ARTICLE 16. COMMITTEE OF ADMINISTRATION (COA)**

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

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

ARTICLE 17. DISQUALIFICATIONS FOR MEMBERSHIP OF THE COMMITTEE**

a) A person shall be disqualified for being, or for continuing as, a Member of the Committee, if he/ she becomes subject to any of the disqualification enumerated in Article 8.1 in regard to the membership of the council.

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

ARTICLE 18. VACANCIES**

18.1 Casual Vacancies

a) If there arises a casual vacancy in the office of any member of the Committee (other than Regional Chairperson 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 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.

18.2 Member going out of India

If a member of the Committee (other than Regional Chairperson and members who are nominated or co-opted) desires to go out of India, shall intimate to the DG/ED/ Secretary the date of his/ her expected return to India.

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ARTICLE 19. REGIONAL CHAIRPERSON

a) Regional Chairperson(s) shall be ex-officio member(s) of the Committee of the Administration.
b) There may be more than one Regional Chairperson as per functional requirement of the Council.
c) Their election shall be held along with elections to the Committee and shall be regulated by rules to be made by the Committee.

ARTICLE 20. FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION (COA)

20.1The Functions of the CoA

Functions of the CoA 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 various Sub Committee(s) (where such Committee(s)has/ have been constituted);
d) to arrange for the publication of reports and other documents issued by the Council;
e) to collaborate in related activities with other Export Promotion Councils in India and similar bodies in foreign countries and with international organization 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) to make rules from time to time 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.

ARTICLE 21. REGIONAL COMMITTEES

21.1Formation of Regional Committee

a) The Committee of Administration shall forma Regional Committee for each Region, except where the products with which the Council is concerned are mainly confined to one region.
b) The geographical extent of such region shall be determined by CoA.
c) The Regional Committee(s) shall consist of the following:
   i. The Regional Chairperson(s), and
   ii. Such number of other members as may be nominated by the CoA.

21.2 Functions of Regional Committees

a) Each Regional Committee shall function under the general control, supervision and direction of the Committee.
b) Each such Committee shall:
   i. take steps to stimulate exports of the product from its region and
   ii. perform such other functions as the Committee may lay down from time to time.

ARTICLE 22. PANELS

a) The Committee may from time to time constitute panels to perform such functions as the Committee may lay down.
b) The composition of the Panel may be decided by the committee.

ARTICLE 23. SEAL

a) the Council shall have a Seal and shall provide for its safe custody;

b) the Seal of the Council shall not be affixed to any documents 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.

ARTICLE 24. COMPOSITION OF THE COMMITTEE

24.1 Chairperson and Vice-Chairperson of the Committee*

a) The Chairperson shall be elected by the Council or elevated from the position of Vice Chairperson on being endorsed by the committee. The Chairperson:

   i. shall hold office for a period of two years and shall retire accordingly;
   ii. shall not be eligible for re-election at the next election in the same Council;**
   iii. shall be eligible for re-election as Vice-Chairperson/Chairperson as the case may be, in the same
   iv. Council, only after a cooling off period of not less than four years from the date of demitting/vacating office as the Chairperson can be removed by a "No Confidence Vote". Such resolution shall be passed by not less than two third of the Members of the Committee. The resolution regarding No Confidence will be put to vote on the same pattern of direct elections as enumerated in Article 9.1.

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b) The Vice-Chairperson of the Committee shall be elected by the Council and shall hold office for a term of two years and;

i. on completion of the term of two years, the Vice-Chairperson shall be endorsed by the Committee to succeed the Chairperson on completion of the Chairperson's term, unless the Vice-Chairperson is unwilling to accept Chairpersonship or the Vice-Chairperson has incurred any of the disqualifications enumerated in Article 8.1 regarding membership of the Council;
ii. in the event of the post of Vice-Chairperson falling vacant due to any of the circumstances, the post shall be filled up as per the procedure laid down;
iii. shall be eligible for re-election as Vice-Chairperson in the same Council, only after the gap of four years from the date from which the Vice-Chairperson has last held office as a Chairperson or Vice-Chairperson, whichever is later;
iv. can be removed by a No Confidence Vote. Such resolution shall be passed by not less than two third of the Members of the Committee. The resolution regarding No Confidence, shall be put to vote on the same pattern of direct elections as enumerated in Article 9.1.

Notwithstanding the provision mentioned at 24.1(b)(i) above, the Council may also consider direct elections for the post of Chairperson by adopting a resolution with 2/3 majority of the Committee of Administration.

24.2 Composition of the Committee

a) The Committee of Administration shall be elected by the Council. The CoA members shall have a maximum of two terms of three years each followed by a cooling off period of two years.**
b) The Committee of Administration shall be composed of the following:
   i. Elected members with a minimum of twelve (excluding the Regional Chairperson).
   ii. Nominated members not exceeding three (for COA with a size up to 20 members) or five (for COA with a size of beyond 20 members), from the prescribed categories as per Article 24.3(c).**
c) Subject to paragraph (a), the number of members of the Committee shall be in accordance with the rules made by the Committee.
d) More than one member from any firm/entity shall not be eligible to be an elected member in the same COA in any capacity.

24.3 Reservation

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

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b) In addition, at least one third of the seats for elected members of the Committees Hall be reserved for exporters who fall within the category y of export houses, trading houses, star-trading houses, and super star trading houses as defined, for the purposes of the Export-import policy for the time being in force or who have for the time being similar status under the said policy.
c) At least three seats (for COA with a size up to 20 members) or five seats (for COA with a size of beyond 20 members), shall be reserved for categories of women entrepreneurs (minimum one), startups, young entrepreneurs (less than 40 years of age as on 31st March of the year of election); and North Eastern/Hill Regions to ensure their suitable representation in the Committee.
d) For the purposes of reservation as stated in paragraph (c), at least one seat shall be reserved for a woman entrepreneur.
e) If the categories mentioned at (c) are represented/elected through (a) & (b) above, this will be sufficient for meeting the requirements mentioned under (c).
f) Where any seat reserved under clause (c) of this Article cannot be filled up by candidates of that reserved category through election process, Department of Commerce shall nominate suitable representatives of the respective categories in consultation with the Council.
g) The Council shall send a report to Department of Commerce within 45 days after conclusion of election process.

24.4 Co-opted Members

The Committee may co-opt such members, as it considers necessary from Central Government/State Government/Banking Institutions/Star Houses etc. for the efficient conduct of its business in relation to specific types of activities.

24.5 Other Provisions for Nominated / Co-opted Members

a) The term of office of members of the Committee who are nominated by the Central Government shall be co-terminus with the term of the Committee. Provided that, if a member is nominated during the term of the Committee, its 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/ her office and may appoint another person in its place.

24.6 Retirement of Elected Members

a) One third of the elected members of the Committee shall automatically retire on the completion of three years of their term, but shall be re-eligible for re-election, as per laid down procedure.
b) The names of the members who shall retire on the expiry of the first and the second term (of two years each) respectively, shall be determined by lot/ in accordance with the seniority
(long serving members of COA will retire first).
c) Election process of the retiring members may be started three months before the AGM of

that year.

d) There should be a "cooling off" period of two years after two consecutive terms of the elected member of CoA.

e) If a Member gets elected to Vice Chairperson in his second term of COA and eligible to succeed the post of Chairperson on completion of his/her Term, he/she shall be deemed member of the COA during his/her period as Chairperson of the Council.

Note: The provision under 24.6 (d)) shall be effective from 1.04.2025 to give sufficient time to the Councils for implementing the revised guidelines.

24.7 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 two years, well before the expiry of the term of the retiring members.

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

24.8 Rules

The Committee shall make provisions regarding the elections to the offices of the Chairperson and Vice-Chairperson on matters not provided for, in these articles

ARTICLE 25. CHAIRPERSON OF THE COMMITTEE

The Chairperson of the Council shall ordinarily be the Chairperson of the CoA and shall be responsible for the proper functioning of the Council.

ARTICLE 26. VICE-CHAIRPERSON OF THE COMMITTEE

a) The Vice-Chairperson shall in the absence of the Chairperson have the power to perform the duties of the Chairperson.

b) The Vice-Chairperson shall also perform any other functions that may be entrusted to him/her by the Chairperson.

ARTICLE 27. REMUNERATION

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

ARTICLE 28. POWERS OF THE COMMITTEE

a) The CoA 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
extra-ordinary 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.

ARTICLE 29. RESOLUTION BY CIRCULATION

a) Any business which may be necessary for the Committee to transact may, if the Chairperson so directs, be carried out by circulation of papers through electronic and / or physical means among all its members 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 a 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 five working 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 through electronic and / or physical means to all the members of the Committee and shall be recorded in the minutes of the next meeting of the Committee.
d) All such resolution / important documents shall be immediately uploaded on the website of the Council.
e) Notwithstanding paragraph (d), nothing in this article shall be construed to require the Council to disclose any information which is confidential in nature.**

ARTICLE 30. DIRECTOR GENERAL (DG), EXECUTIVE DIRECTOR (ED), SECRETARY, OFFICERS AND OTHER EMPLOYEES

30.1 Director General **/ Executive Director*

a) There shall be a Director General (DG) /Executive Director (ED) of the Council, who shall be under the control and direction of the Committee.
b) They shall overall in-charge of the administration of the Council; and shall supervise the work of all officers of the Council.
c) If necessary, the Council may have a Secretary who shall however work under the administrative control of the Director General / Executive Director.

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30.2 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 with, or in any way controlled by, the Council.
b) The Secretary shall keep the approved minutes of all the meetings of the Council and of the Committees.
c) The Secretary shall issue meeting notice of all meetings of the Council of the committee.
d) 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 authorized in this behalf and shall collect all moneys due to the Council.
e) The Secretary shall prepare an Annual Report of the Council.
f) The Secretary shall generally perform all such functions as are incidental to their office or as may be assigned to them by the Committee or Director General/ Executive Director, from time to time.

30.3 Officers

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

30.4 Rules regarding Employees

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/ her transfer to the Council.
d) payment of travelling allowances; and
e) the establishment and maintenance of a Provident Fund and other funds for the welfare of the employees.

30.5 Internal resources

At least 50 percent of the internal resources of the Council, except those derived from Government, grants shall be utilized for development and export promotion activities including market studies, dissemination of trade information, buyer- seller meets, participation in trade fairs in India and outside India.

ARTICLE 31. GENERAL MEETINGS

31.1 General Meetings 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 CoA 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

c) made up to date not earlier than the date of the meeting by more than six months shall be submitted.

d) Such meeting shall be called Annual General Meeting (AGM) and all other general meetings of the Council shall be called extra- ordinary general meetings.

e) d) The CoA may, whenever it deems fit, call an Extra-ordinary general meeting under sub- section (1) on requisition from not less than one-fifth of the total members with voting rights on the said date,

f) Such meeting shall be held in the same manner in which the AGM is called and held by the CoA.

31.2 Annual General Meeting

a) The Council shall hold an Annual General Meeting in accordance with the provisions of the Act.

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

c) The notice calling the meeting shall specify it as the Annual General Meeting.

31.3 Business for the Annual General Meetings (AGM)

The business to be transacted at an AGM of the Council shall be:

a) to receive and consider the accounts and the report of the Committee and the auditors;

b) to present output and outcome of the activities of the Council for the preceding year;

c) The Council shall submit a report of the total exports of the product under their basket for the preceding year and targets and objectives of the Council for the subsequent year(s);

d) to place on record the names of the Committee members; and

e) to appoint and fix the remuneration of the auditors.

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31.4 Notice of the AGM

a) With regard to every AGM of the Council, not less than fourteen days' notice to the members, specifying the place, date and time of meeting, shall be given. Agenda of the meeting shall be circulated sufficiently in advance of the meeting.
b) A notice may be given to members through electronic and / or physical mode at the registered email / postal address.
c) Where a notice is sent by post, the service shall be deemed to have been affected 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.

31.5 Requisition for Extra-ordinary General Meeting

a) The Committee shall call a meeting if so requested by the members. b) The request referred to in paragraph 1 shall:

i. be in writing
ii. set forth the reasons for the meeting
iii. be signed by one-fifth of all the members having voting rights

c) The Committee shall call for a meeting, by sending a notice, within 21 days of the receipt of the request mentioned in paragraph 1.
d) The Committee shall have the liberty to determine the date and time for the meeting.

31.6 No Right to Remuneration

Members of the Council shall not be entitled to any remuneration for attending its meeting or for performing any other functions as such members.

ARTICLE 32. PROCEDURE OF MEETINGS OF THE COUNCIL

32.1 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 a general meeting shall be as relevant section of the Companies Act, 2013 or as per relevant section of the Companies Act, 2013 or as per the Societies Registration Act 1860 as applicable.
c) The members of the quorum include Ordinary and eligible Associate members of the Council.

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32.2 Venue and Mode of Meeting

a) Every Annual General Meeting of the Council shall be held in the city in which the registered office of the Council is situated or at any such place as may be decided by the Committee.

b) 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.

32.3 Dismissal and Adjournment of a Meeting**

a) If after the expiration of half an hour from the time appointed for holding an Annual 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, time and place (in the same city) as the Committee may determine.

b) If, 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.

32.4 Chairperson**

a) Chairperson of the Council shall be entitled to take the chair at every General Meeting of the Council.

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

c) If the Vice-Chairperson is not present and willing, the members of the Committee who are present may, choose one of the members of the Committee present in the meeting, to preside over the meeting.

d) If no Member of the Committee is willing to take the chair, the eligible Members of the Council who are present shall elect one of the Ordinary Members to be the Chairperson of the meeting of the Council.

32.5 Voting on Resolution

a) At any General Meeting, a resolution put to the vote of the meeting shall be decided by a show of hands, unless a poll by secret ballot by secret ballot is ordered under clause (b) of this Article.

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b) A poll by secret ballot (before or on the declaration of the result of the show of hands)-

i. May be ordered to be taken by the Chairperson of the meeting, by their own notion;

ii. Shall be ordered by the Chairperson, if it is demanded by at least five members having the right to vote on the resolution and present in person or by their authorized representative.

32.6 Voting by show of hands**

At any general meeting, a resolution put to the vote at the meeting shall be decided by a show of hands, unless a poll (before or on the declaration of the result of the show of hands) is demanded by the Chairperson or such members as provided in the relevant section of 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 books 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 favor or against that resolution.

32.7 Minutes Conclusive

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

a) passed unanimously;

or b) adopted by

majority; or

ARTICLE 33. PROCEEDINGS AT MEETINGS OF THE COUNCIL

33.1 Business and Quorum

No business shall be transacted at any meeting of the Council, unless the quorum laid down in Article 32.1 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 32.3 shall apply.

33.2 Conduct of meeting: who to preside**

The provisions of article 32.4 shall apply regarding presiding over the meetings of the Council. 33.3 Authority to Adjourn

a) The Chairperson of a meeting of the Council may, with the consent of the members present in the meeting, adjourn the meeting, 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.

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ARTICLE 34. PROCEDURE OF THE MEETING OF THE COMMITTEE

a) The Chairperson of the Council shall, when present, preside at all meetings of the Committee;
b) If the Chairperson is not present at any meeting of the Committee, the Vice- Chairperson shall preside at the meeting;
c) In the absence of the Chairperson and Vice-Chairperson, the members of the Committee present at the meeting shall elect one amongst themselves to be the Chairperson of that particular meeting;
d) At least four meetings of the Committee shall be held every year, (e) The Chairperson may himself/ herself require the Secretary to call a meeting of the Committee at any time.
e) The Chairperson may themselves require the Secretary to call a meeting of the Committee at any time;
f) If a requisition in writing is made to the Chairperson by not less than one- fifth of the members of Committee having voting rights on the date of requisition but with a minimum of three, Chairperson shall require the Secretary to call a meeting of the Committee within a reasonable time, which shall not exceed 15 days.
g) Not less than seven clear days' notice of every meeting of the Committee shall be given to each member of the Committee.
h) At any meeting of the Committee, one third of the total strength of the Committee (as then constituted) shall be the quorum.
i) Each member of the Committee, including the, Chairperson shall have one vote and in- case of tie the Chairperson shall, in addition to his/her 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 records of the proceedings of the Committee shall be open for examination by the members of the Committee.

ARTICLE 35. VOTING**

a) At any meeting of the Council, every eligible member present shall be entitled to one vote. In the event of an equality votes, the Chairperson shall have a casting vote in addition to the their own.
b) No person other than an eligible member shall be entitled to vote at the meeting of the Council and no member shall nominate any other person to vote on their behalf except as otherwise provided in these Articles.

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ARTICLE 36. MINUTES OF THE MEETINGS OF THE COUNCIL

Minutes of the meetings of the Council shall be maintained in the manner prescribed in the relevant Act.

ARTICLE 37. BOOKS AND DOCUMENTS

37.1 Books of Accounts

a) The Committee shall cause to be kept proper Books of Accounts with respect to:

i. all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure took place;

ii. all sales and purchases of goods by the Council; and

iii. the assets and liabilities of the Council.

b) The Books of Accounts shall be kept at the Registered Office of the Council or at such other place(s) as may be decided by the Committee

37.2 Inspection of Accounts

a) The Books of Accounts shall be open for inspection by the members of the Committee during the office hours.

b) 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 of the Council.

c) No Member of the Council (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.

d) Provided that, the accounts and books of the Council shall be open 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 purposes as may, by agreement between the Council and the Central Government, be specified in this regard.

37.3 Balance Sheet and Report

A printed copy of the audited Income and Expenditure Account and Balance Sheet of the Council, together with the report of the Auditor and of the Committee, shall be:

a) circulated through electronic and / or physical mode at registered email / postal address of every member, at least fourteen days prior to the AGM of the Council.

b) kept at the registered office of the Council for the inspection of members during a period of at least fourteen days before the AGM.

c) After the Balance Sheet and Income and Expenditure Account have been laid before the members in the Annual General Meeting, three copies of the Balance Sheet signed by the DG/ Executive Director or Secretary, shall (in the case of a Council incorporated under the Act) be filed with the competent officer as required by the Act.

ARTICLE 38 AUDITORS

a) Auditors shall be appointed at the AGM of the Council.
b) The rights and duties of the auditors shall be regulated in accordance with the provisions of the Act.
c) Any casual vacancy in the office of the Auditor may be filled by the Committee.

ARTICLE 39 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
e) Committee in such date as may be specified by the Committee.

ARTICLE 40. EXPENDITURE

a) Subject to the provisions of these Articles and the rules framed there under, the Committee may
   i. incur such expenditure as it may think fit and write off any sums.
   ii. delegate to the Chairperson or DG 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, subject to the provisions of any law for the time being in force.

ARTICLE 41. CUSTODY AND DISBURSEMENT OF FUNDS

a) The Committee shall make rules for the custody and disbursement of funds of the Council;
c) The Accounts 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.

ARTICLE 42. INVESTMENT OF FUNDS

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 trust 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 Department of Public Enterprises, Government of India, with reference to investments.

ARTICLE 43. HEAD OFFICE / REGIONAL OFFICE(S)

43.1Head Office: The Council shall have a Head Office.

43.2The Regional Office(s): The Council may have one or more Regional Office(s) as per requirement.

43.3Official Website:

a) Council shall have an official website which shall be regularly updated/ maintained. The Council shall endeavour to make available its Mission and Vision document and all-important developments on the website.

b) The Council shall have official email ID which will be widely circulated to members. The Council shall endeavour to circulate the information/ documents with its Members electronically in terms of e-governance policy of the Government of India.

ARTICLE 44. ROLE AND FUNCTIONS OF COUNCIL

44.1 Basic Role

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

44.2 Duties of Council

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

i. the promotion of exports,
ii. the generation of production for exports,
iii. the setting of exports targets generally and also in relation to specific countries and commodities,
iv. the signing of MoUs / agreements, foreign collaborations with partner agencies, v. imparting export-oriented training programme to the member exporters, and
v. giving wide publicity for creating awareness among exporters about trade
vi. developments, Government policies and opportunities available.

b) 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.

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

ARTICLE 45. POWERS OF THE CENTRAL GOVERNMENT

45.1 Power to give directions

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

i. in the interests of national security, or
ii. in the interests of the national economy; or
iii. otherwise in the public interest.

b) 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.

c) The Council shall be bound to comply with all directions issued by the Central Government under paragraph (1) or (2) of Article 47.1 and all provisions contained in the Export-Import Policy of the Central Government for the time being in force.

d) The Council(s) not following the provisions contained in para 2.78 of the Handbook of Procedures 2023 and other guidelines of Foreign Trade Policy shall be ineligible to issue Registration-Cum- Membership Certificate (RCMC) and also shall be ineligible to get grants under Market Access Initiative (MAI) Scheme or any other benefits from the Government of India.

45.2 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 Councils in general or in relation to a group of Councils or a particular Council where such a direction appears to be necessary in public interest

45.3 Foreign Collaboration

All agreements between the Council and any foreign collaborator shall require prior approval of the Central Government.

ARTICLE 46. 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. However, the Council may carry out any alteration, extension or abridgement in their bye-laws which are consistent with the provisions of these Articles.

ARTICLE 47. MODIFICATION DURING THE TRANSITIONAL PERIOD

In order to affect a smooth transition from the position prevailing before the adoption of these Articles to the position resulting from the application of these Articles, the Committee may make such additions to, or modification in these Articles subject to prior approval from Central Government. But no such power shall be exercised after the expiry of two years from such adoption.

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