

NOTICE OF EXTRAORDINARY GENERAL MEETING (EGM) OF MEMBERS OF THE COUNCIL

To: The Members of the Council

Notice is hereby given that an Extra Ordinary General Meeting of the Members of the Manmade and Technical Textiles Export Promotion Council, MATEXIL will be held on **2nd May 2025 (Friday) at the Registered Office, 'Resham Bhavan', 78, Veer Nariman Road, Churchgate, Mumbai 400 020, at 3.00 p.m.**

The meeting will be held on hybrid mode and the link to participate in the EGM will be sent to all Members shortly.

The following business will be transacted in the EGM:

SPECIAL BUSINESS

ITEM No.1: Election of Vice Chairman (Appointment)

"RESOLVED THAT pursuant to the Articles of Association of the Council, as per the Direction of Department of Ministry of Commerce letter no. F. No. 13 /3/ 2023 - E& MDA- DOC {Part (1)} Vide its letter dated 25th July 2024 and as per the applicable provisions of the Companies Act, 2013, the Council has received following persons name for e-voting for nomination for the post of Vice - Chairman,

- 1. SHRI RONAK RUGHANI, M/S RUGHANI BROTHERS, MUMBAI**
- 2. SHRI ANIL RAJBANSHI, M/S ALOK INDUSTRIES LIMITED, MUMBAI**

'FURTHER RESOLVED THAT' whoever been elected as Vice-Chairman will be the Vice-Chairman of the Council up to the remaining term of present Chairman and the elected Vice-Chairman will automatically become Chairman on the completion of the term of the present Chairman as per the Clause no. 27 of the Articles of Association of the Council.

ITEM No. 2: To take a note of completion of all the formalities prescribed by the Government related to Amended Articles of Association of the Council which was adopted at the AGM held on 20th September 2024.

To consider and if thought fit, to pass with or without modification (s) the following Resolutions as SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to section 14, 114 and 117 of the Companies Act , 2013 and other applicable provisions and sections , if any , of the Companies Act, 2013, the Regulations contained in the existing Articles of Association of the council, be and are hereby replaced with the new set of Articles of Association of council, a copy of which is placed before the meeting and duly initiated by the Chairman for the purpose of identification and that the Regulations be incorporated in the Articles of Association of the Council and shall be binding on the members of the Council and others.”

NOTES:

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business is attached here to ([Click to Download](#)).

E-Voting – Members who are eligible to vote can vote through E-Voting facility. The details will be emailed separately to all eligible Members for E-Voting.

The last date for nomination for filling of nomination form for post of Vice-Chairman is 19th March,2025. Thus, as per para 2.92 of the Handbook of Procedures of FTP2015-20 the election will be held through e-voting (scheduled for 28th to 30th April 2025) by the eligible voters of the Council.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

ITEM NO.1

E-Voting has been made mandatory for Election to the post of Vice-Chairman as per the para 27.2 of the Articles of Association and Para 2.92 of the Handbook of Procedures of FTP (2015-20) , as per the Direction of Department of Ministry of Commerce letter no. F. No. 13 /3/ 2023 - E& MDA- DOC {Part (1)} Vide its letter dated 25th July 2024 and as per the applicable provisions of the Companies Act, 2013, E-voting for the election of Vice-Chairman is to be done by the eligible voters of the Council by all members eligible to vote irrespective of sub-divisions or panels.

The Council has complied with all the directives of the Central Government including the E-Voting for the post of Vice-Chairman. The Election Committee scrutinized, checked and noted that the application for nomination for the post of Vice – Chairman, was

received from the following persons are in order and their by list following person names:

- 1. SHRI RONAK RUGHANI, M/S RUGHANI BROTHERS, MUMBAI**
- 2. SHRI ANIL RAJBANSHI, M/S ALOK INDUSTRIES LIMITED, MUMBAI**

As there are more than one nomination for the post, election process has to be done through E-voting from the eligible member for the vacant seat of Vice Chairman of the Council, NSDL has been appointed for conducting the election. The details related to the e-voting will be sent by NSDL.

The Vice-Chairman is to be elected for a period of two years through e-voting (scheduled for 28th to 30th April 2025) by the eligible voters and the declaration in the EGM to be held on 2nd May 2025 (Friday).

ITEM NO.2

As per the Direction of Ministry letter no. F. No. 13/3/2023 - E & MDA - DOC (Part (1)) dated 25th July 2024 provision contained in the Memorandum and Articles need to be Amended as per the Bye laws. (Copy are herein attached.)

Further Council members vide EGM dated 20/09/2024 and their after COA unanimously decided through its meeting held on 29th Nov 2024 to alter the Articles of Association of the Council and subsequently, we got the approval from the Central Government in relation to it. The COA Members, therefore, recommend the Special Resolution for the approval of Resolution by the Members hereby.

The COA recommends the Resolution set-forth in Item No.1 and Item no. 2 for the approval of members.

By Order of the COA

For MATEXIL

Executive Director cum Secretary

Manmade and Technical Textiles Export Promotion Council

Resham Bhavan, 78 Veer Nariman Road,

Churchgate, Mumbai 400 020

04/04/2025