



POWERLOOM DEVELOPMENT & EXPORT PROMOTION COUNCIL

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

Head Office: GC-2, Ground Floor, Gundecha Onclave, Kherani Road, Saki Naka, Andheri (East), Mumbai - 400 072. Maharashtra. **Tel Phone:** +91(22) - 2850 2050 / 2060
Fax: +91(22) - 2850 4146 | **Email:** pdexcilmumbai@gmail.com | **Website:** www.pdexcil.org

पायलूम विकास तथा निर्यात सम्वर्धन परिषद् CIN No. U74999MH1995NPL092486

(By-mail)

PDEXCIL MUM/AGM/56/2023-24/80

Date: 20.05.2023

To,

All the members of the PDEXCIL

Sub : **EXTRA-ORDINARY GENERAL MEETING OF THE PDEXCIL**

Sir/Madam,

It is hereby notified for the information of all the members of the Powerloom Development & Export Promotion Council (PDEXCIL) that an Extra Ordinary General Meeting of the PDEXCIL shall be held as per the following schedule to consider and if found in order to pass with or without modification the accompanying resolution regarding the amendment of Article of Association of PDEXCIL and consequent changes in the election rules.

DATE : Monday, 5th June, 2023

TIME : 11:30 am

VENUE : Video Conferencing (VC) / Other Audio-Visual Mode (OAVM)

The proposed resolutions, explanatory statement with the details of the proposed amendments are enclosed.

You are requested to virtually  attend the said meeting.



Yours faithfully,


(MAHESH N. SANIL)
EXECUTIVE DIRECTOR

Encl:- As above.

Regional Offices

Erode: Basement No 1, Texvalley Main Mall Building, Gangapuram Post, Erode- 638 102, Tamil Nadu | **E-mail:** pdexcilia@gmail.com | **Tel Phone:** + 91 87785 82591

New Delhi: Flat No 511, 5th Floor, Indra Prakash Building, Plot No. 21, Barakhamba Road, New Delhi - 110 001 | **E-mail:** pdexcilrodelhi@gmail.com | **Tel Phone:** + 91 (11) 4305 3536



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पावरलूम विकास तथा निर्यात सम्वर्धन परिषद् **CIN No. U74999MH1995NPL092486**

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of the Powerloom Development & Export Promotion Council [PDEXCIL] will be held at 11:30 a.m on 05th of June, 2023 through Video Conferencing (VC) / Other Audio-Visual Mode (OAVM) to transact the following business:-

SPECIAL BUSINESS:-

1. To consider and if found in order to pass with or without modification the following resolution regarding the amendment of Article of Association of PDEXCIL.

RESOLUTION 1:- AMENDMENT OF ARTICLE OF ASSOCIATION

*"RESOLVED that the articles of association of Powerloom Development & Export Promotion Council (PDEXCIL) be and is hereby amended as detailed in the **Annexure-A** to this resolution and that the Member of Committee of Administration and/or Executive Director/ Office-In-Charge, PDEXCIL be and is hereby authorized to take all necessary action including signing the papers, letters and execute all necessary documents and all further necessary action as required as per the provisions of law for the amendment of Articles of Association as per **Annexure-A**".*

2. To consider consequent changes to be made in the election rules on the basis of amendment in the Article of Association.

RESOLUTION 2:- AMENDMENT OF ELECTION RULES OF PDEXCIL

"RESOLVED that the Election Rules of Committee of Administration, PDEXCIL under para 3 A (i) (c) & (d) as detailed below be and is hereby amended with immediate effect and that the Member of Committee of Administration and/or Executive Director/ Office-In-Charge, PDEXCIL be and is hereby authorized to take all necessary action including signing the papers, letters and execute all necessary documents as per the provisions of law".

PARA	TO READ AS	IN PLACE OF
3	COMPOSITION OF COMMITTEE	
3 A (i) (c)	Central Region: State of M.P., Bihar, Chhattisgarh, Jharkhand and U.P.	Central Region: State of M.P., Bihar, Chhattisgarh & Jharkhand.



3 A (i) (d)	Northern Region: State of Rajasthan, Punjab, Haryana, Himachal Pradesh, Jammu & Kashmir, Delhi, Chandigarh, Uttarakhand and Ladakh.	Northern Region: State of Rajasthan, Punjab, Haryana, Himachal Pradesh, Jammu & Kashmir, Delhi, Chandigarh, Uttarakhand, Ladakh, U.P.
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**BY AN ORDER OF THE COMMITTEE OF ADMINISTRATION
FOR POWERLOOM DEVELOPMENT & EXPORT PROMOTION COUNCIL
CIN:-U74999MH1995NPL092486**




**[MAHESH N. SANIL]
EXECUTIVE DIRECTOR**

Registered Office:-

PDEXCIL,
GC-2, Ground Floor,
Gundecha Onclave,
Kherani Road,
Saki Naka, Andheri (e),
Mumbai- 400 072.
Dated : 20th , May 2023.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES
ACT, 2013**

(Note forming part of Resolution no. 1 & 2)

Sub: Amendment of Article of Association & election rules of PDEXCIL

The last amendment in MOA, AOA & Election rules were done and approved by the Competent Authorities in the year 2020-21, as per foreign Trade Policy (FTP 2015-20), para 2.92 of the Handbook of procedures of FTP 2015-20, the Companies Act, 2013 and guideline issued by Government of India from time to time.

Previously State of Uttar Pradesh is in central region, but in the last amendment the state of U.P. unknowingly added in Northern Region. Hence the same has been added Central Region. Hence it is necessary to amend the certain provision of the AOA & Election rules. Accordingly the same has been approved in 126th meeting of Committee of Administration (COA) held on 21.03.2023. The same has been filled in form GNL-1 vide SRN F60453370 to Registrar of Companies (ROC) on 13.04.2023. The approval of the same has been received from Registrar of Companies (ROC) on 04.05.2023 by email. The aforesaid amendment requires approval of members of the council.

The issue was discussed with the practicing Company Secretary and as per Companies Act, 2013, the proposal of amendments in AOA is already approved by COA & Registrar of Companies (ROC) in the form GNL-1, is required to move the same as Special Business with appropriate resolutions in an Extra-Ordinary General Meeting (EGM) to be convened.

The proposal of amendment is enclosed as a statement attached as annexure A of this letter. You may kindly observe the present provision and proposed amendments/ changes in article no. 21 (C) 3 & 21 (C) 4 and the reason thereof are indicated in bold column no.5 of the statement.

Accordingly the above resolutions are moved for the consideration of the members.



A handwritten signature in blue ink, consisting of a stylized 'Q' followed by a horizontal stroke.

ANNEXURE-A

Sr. No. (1)	Art icle No . (2)	Present provision (3)	Proposed Amendments/Changes (4)	Reason there of (5)
1	21 (C)	<p>21 members to be elected by the members of the Company on the basis of proportionate representation amongst members in each of the five Regions of the Country, subject to minimum of one member from each region shall be determined by the Executive Director/ Secretary. Territorial limit of each of the five regions shall be as under.</p> <p>1. Western Region: Goa, Gujarat, Maharashtra. Dadra and Nagar Haveli and Daman & Diu.</p> <p>2. Southern Region: Tamil Nadu, Karnataka, Kerala, Puducherry, Andhra Pradesh, Telangana, Lakshadweep.</p> <p>3. Central Region: M.P., Bihar, Chhattishgarh & Jharkhand.</p> <p>4. Northern Region: Rajasthan, Punjab, Haryana, Himachal Pradesh, Jammu & Kashmir, Delhi, Chandigarh, Uttarakhand, Ladakh, U.P.</p> <p>5. Eastern Region: Tirpura, Manipur, Meghalaya, Nagaland, West Bengal, Orissa, Assam, Mzoram, Sikkim, Arunchal Pradesh and Andaman & Nicobar Island.</p>	<p>21 members to be elected by the members of the Company on the basis of proportionate representation amongst members in each of the five Regions of the Country, subject to minimum of one member from each region shall be determined by the Executive Director/ Secretary. Territorial limit of each of the five regions shall be as under.</p> <p>1. Western Region: Goa, Gujarat, Maharashtra. Dadra and Nagar Haveli and Daman & Diu.</p> <p>2. Southern Region: Tamil Nadu, Karnataka, Kerala, Puducherry, Andhra Pradesh, Telangana, Lakshadweep.</p> <p>*3. Central Region: M.P., Bihar, Chhattishgarh, Jharkhand and U.P.</p> <p>*4. Northern Region: Rajasthan, Punjab, Haryana, Himachal Pradesh, Jammu & Kashmir, Delhi, Chandigarh, Uttarakhand and Ladakh.</p> <p>5. Eastern Region: Tirpura, Manipur, Meghalaya, Nagaland, West Bengal, Orissa, Assam, Mzoram, Sikkim, Arunchal Pradesh and Andaman & Nicobar Island.</p>	<p>Previously State of Uttar Pradesh is in central region, but in the last amendment the state of U.P. unknowingly added in Northern Region. Hence the same has been added Central Region.</p>

