



NOTICE

Notice is hereby given that an **Extraordinary General Meeting** of the Members of ASSOCHAM will be held virtually on **Thursday, 30th June 2022** at **3.30 P.M** hosted from **New Delhi** to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1: ALTERATION IN CERTAIN CLAUSES IN ARTICLES OF ASSOCIATION

To consider, and if thought fit, to pass, with or without modification/(s), the amendments in Memorandum and Articles of Association of ASSOCHAM and pass the following resolution in the Extra-Ordinary General meeting of the members to be held on **Thursday, 30th June 2022** and the same be put before the members for their approval through a special resolution.

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/(s) or re-enactment thereof) read with the Companies (Incorporation) Rules, 2014, the Clauses contained in the Articles of Association of ASSOCHAM submitted to this meeting be and are hereby approved and adopted in substitution, the clauses contained in the existing Articles of Association of ASSOCHAM.

Clause 2.1.1(v) - International Members – (a) Private Profit-Making Business Entities

- (b) Other than Profit-Making Business Entities (**NEW**

INSERTION)

Clause 2.1.(6)(a) - International Members – Private Profit-Making Business Entities will be entities/corporates whose principal place of business is situated outside India and is carrying out business for profit by way of opening a liaison office/branch office/project office in India who may

be invited by ASSOCHAM on such terms and conditions and for such period as may be decided by the Managing Committee from time to time.

Art 2.1.6(b) - All International Members who are Profit-Making Business Entities shall be nominated/re-nominated every year and retire during elections in the Managing Committee having a seat and right to vote in MC meetings.

Art 2.2(iii) - All applications for membership received, complete in all respect with the supporting documents along with subscription and admission fee will be screened, reviewed, and approved by the Membership Development Committee which will be constituted by the President of Assocham for the time being.

Art 2.2(xi) - Every member entered in the Register of Members of Assocham will be entitled to appoint one representative to represent such member in all matters concerning Assocham.

The representative of any member shall be a person not below the level of Managing Director, Whole-time Director, Employee Director, Chairman, CEO, CXOs or Owner/Sole Proprietor/Partner.

Any change or substitution of the representative/nominee shall be duly informed in advance to ASSOCHAM, and such representative/nominee of the member shall be changed or substituted by the representative/nominee of similar qualification, experience and standing subject to the approval of Membership Development Committee.

Art 2.2(xii) - The Membership Development Committee may in its absolute discretion allow wherever there is a change in the name or constitution of a member to continue the membership in the new name or in the name of a successor to their former name without the formality of admission and payment of admission fee subject to ratification by Managing Committee.

Art 2.3(iii) - Every member of Assocham shall pay such additional subscription, not exceeding the annual subscription for the time being, as may be approved by the Membership Development Committee and ratified by Managing Committee from time to time having regard to the requirements of Assocham.

Art 2.4.1 - The Special Executive Committee (SEC) shall have powers to expel the member with immediate effect on the grounds of misconduct, misappropriation of funds of Assocham or any

other acts or deeds which the Special Executive Committee (SEC) believes or deems to believe is in violation with the Code of Conduct which will be ratified by Managing Committee in its subsequent meeting. The Special Executive Committee (SEC) pursuant to such expulsion shall constitute an Enquiry/Disciplinary Committee for conducting enquiry of the said expulsion. However, the expulsion of the member shall be kept in abeyance until the said Committee comes to a majority decision about the said expulsion.

Art 2.4.2(d) - Any other acts or deeds which the Special Executive Committee believes or deems to believe is not in the true spirit of the membership of Assocham or is in violation of the provisions of the Companies Act, 2013 as amended, modified, re-enacted from time to time provided and when the SEC becomes aware of such acts or deeds as mentioned under Article 2.4.2 (d) the same shall be approved by Special Executive Committee (SEC) and ratified by Managing Committee on expulsion of the member/(s) of Assocham.

Art. 2.5 - Any Member who opts to resign from or cease to be an ASSOCHAM member by giving three calendar months' notice in writing to ASSOCHAM of its intention to do so and upon the expiration of the notice such member shall cease to be a member. The resigning member shall also not be entitled for any refunds from ASSOCHAM. The resigned/ceased member shall not be entitled to re-join as a member unless the said member pays a reinstatement fee as decided by Membership Development Committee from time to time along with annual fee, and 06 months have elapsed from removal of its name from Register of Members of ASSOCHAM.

Art. 5.1.1 - There shall be a Managing Committee consisting of not more than 1,500 members with reservations for the various categories of members as follows:

Promoter Chambers – 21

Patron Members – 1,000

Ordinary Members – 72

Professional Members – 08

Co-opted – Honorary Members – 20

Institutional Members – Unlimited

International Members – (a) Profit Making Business Entities - Unlimited

Art. 5.1.2 - The Managing Committee shall have power at any time, and from time to time, to appoint a person as an additional member of the Managing Committee provided the total strength of the Managing Committee shall not at any time exceed the maximum strength fixed therefore herein above. Such person shall hold office till such date which will be co-terminus with the tenure of ongoing President and shall be eligible for appointment by Assocham as a member of the Managing Committee at that meeting subject to the provisions of the Act and these Articles.

In determining the appointment of additional members pursuant to this Article the Managing Committee shall have regard to the results of the elections held by the Ordinary Members pursuant to Article 5.1.4 hereof.

Art. 5.1.4 - Seats of Ordinary & Professional Members in Managing Committee [Art 5.1.4]

| S. No. | Annual Gross Income/Turnover Criteria of Members | No. of Seats in Proposed MC |
|--------|---|-----------------------------|
| 1. | Upto Rs. 10 Cr. (Will Include Associations / Federations / Societies / Section 8 Companies / Trusts / Chambers of Commerce) | 8* |
| 2. | Exceeding Rs. 10 Cr. & upto Rs. 50 Cr. | 24^ |
| 3. | Exceeding Rs. 50 Cr. & upto Rs. 200 Cr. | 16 |
| 4. | Exceeding Rs. 200 Cr. & upto Rs. 500 Cr. | 16 |
| 5. | Exceeding Rs. 500 Cr. | 08 |
| 6. | Professionals | 08 |

*Denotes 2 Seats each will be represented from all 4 regions of India (East, West, North & South)

^Denotes 6 Seats each will be represented from all 4 regions of India (East, West, North & South)

Art. 5.2.1 - At the conclusion of every AGM, all the members of Managing Committee comprising Patron Members, Ordinary members, Professional members, Institutional Members & International Members shall retire and shall be eligible for re-nomination and getting re-elected.

Art. 5.2.4 - A nominee of the retiring member of the Managing Committee shall be eligible for re-appointment and each nominee of the member shall be screened by Membership Development Committee in its meeting before every AGM.

Art. 5.3.3 - The Co-opted - Honorary members shall hold office till the conclusion of the tenure of the President who inducted the said members unless they vacate their office earlier.

Art. 5.8.2 (ii) - The Managing Committee shall have powers to take all business decisions as required or considered necessary or expedient for giving effect to the resolutions passed at the General Meetings of Assocham and generally to exercise all powers and functions of Assocham not hereby exclusively conferred upon any Committee/(s) or in General Meetings of Assocham.

Art. 6.1.1(xiii) - Special Executive Committee shall also constitute an Enquiry/Disciplinary Committee to look into expulsion of members on the grounds mentioned in 2.4.2. The Enquiry/Disciplinary Committee shall consist of 3 (Three) members, which will inter alia include any 2 (Two) Past Presidents of Assocham and 1 (one) senior member of the Managing Committee, whomsoever the Special Executive Committee deems fit for such appointment. The President shall have the power to appoint the Chairperson from and amongst the said members of the Enquiry/Disciplinary Committee

“RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to accept any addition/alteration/deletion in above-mentioned proposal, as may be required by the authorities concerned at the time of its approval.”

“RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of ASSOCHAM and also to delegate all or any of the above powers to one or more director/(s) or the Company Secretary of ASSOCHAM and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT a certified true copy of the resolution signed by any of the Director and/or the Company Secretary of ASSOCHAM may be provided to the concerned person or person(s) interested in the matter.”

ITEM NO. 2: DELETION OF CERTAIN CLAUSES IN ARTICLES OF ASSOCIATION

To consider, and if thought fit, to pass, with or without modification/(s), the amendments in Memorandum and Articles of Association of ASSOCHAM and pass the following resolution in the Extra-Ordinary General meeting of the members to be held on **Thursday, 30th June 2022** and the same be put before the members for their approval through a special resolution.

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/(s) or re-enactment thereof) read with the Companies (Incorporation) Rules, 2014, the Clauses contained in the Articles of Association of ASSOCHAM submitted to this meeting be and are hereby approved and be deleted in entirety from the existing Articles of Association of ASSOCHAM.

Art. 5.8.2(iii) - The Managing Committee shall have powers to appoint such officers and employees or other staff or representative as recommended by President with such designation, powers and authorities and on such terms and conditions as may be required to conduct the affairs of Assocham.

Art. 5.8.2(v) - The Managing Committee shall have powers to open State/Regional/International Offices and form State/ Regional/ International Committees, recommended by President and to frame adequate rules and procedures for the efficient and economic operations of these State / Regional / International Offices / Committees.

Art. 5.8.2(vi) - The Managing Committee shall have powers to affiliate, admit to membership, takeover, aid and to receive aid from any other Society, Association, Company, Corporation, Firm, Partnership or trust or any other person promoting or intending to promote any of the objectives of Assocham and to subscribe to or aid any such Society, Association, Company, Corporation, Firm, Partnership or Person with a view to obtaining any advantage or benefit for the purpose of Assocham and to subscribe to any fund or any Society as may be considered deserving from time to time.

Art. 6.4 – CSR Committee

“RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to accept any addition/alteration/deletion in above-mentioned proposal, as may be required by the authorities concerned at the time of its approval.”

“RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of ASSOCHAM and also to delegate all or any of the above powers to one or more director/(s) or the Company Secretary of ASSOCHAM and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT a certified true copy of the resolution signed by any of the Director and/or the Company Secretary of ASSOCHAM may be provided to the concerned person or person(s) interested in the matter.”

ITEM NO. 3: INSERTION OF CERTAIN CLAUSES IN ARTICLES OF ASSOCIATION

To consider, and if thought fit, to pass, with or without modification/(s), the amendments in Memorandum and Articles of Association of ASSOCHAM and pass the following resolution in the Extra-Ordinary General meeting of the members to be held on **Thursday, 30th June 2022** and the same be put before the members for their approval through a special resolution.

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/(s) or re-enactment thereof) read with the Companies (Incorporation) Rules, 2014, the Clauses contained in the Articles of Association of ASSOCHAM submitted to this meeting be and are hereby approved and be inserted in entirety in the existing Articles of Association of ASSOCHAM.

Art. 2.1.6(aa) - International Members – Other than Private Profit-Making Business Entities who are Overseas Chambers of Commerce, foreign multi-lateral and bilateral agencies, foreign NGOs

with an objective of charity or philanthropy. The said members will have no voting rights and will not have a Managing Committee seat.

Art. 6.2.1(n) –Finance & Audit Committee shall have powers for approval to affiliate, admit to membership, takeover, aid and to receive aid from any other Society, Association, Company, Corporation, Firm, Partnership or trust or any other person promoting or intending to promote any of the objectives of Assocham and to subscribe to or aid any such Society, Association, Company, Corporation, Firm, Partnership or Person with a view to obtaining any advantage or benefit for the purpose of Assocham and to subscribe to any fund or any Society as may be considered deserving from time to time and will notify Managing Committee.

Art. 6.3.3(vi) – Administrative & Staff Committee shall have powers to recommend for opening State/Regional/International Offices and form State/ Regional/ International Committees, recommended by President and to frame adequate rules and procedures for the efficient and economic operations of these State / Regional / International Offices / Committees and Special Executive Committee will approve the same and will notify Managing Committee.

“RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of ASSOCHAM be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority/(ies), for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Managing Committee to secure any further consent or approval of the Members of ASSOCHAM to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to accept any addition/alteration/deletion in above-mentioned proposal, as may be required by the authorities concerned at the time of its approval.”

“RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and

execute all deeds, applications, documents and writings that may be required, on behalf of ASSOCHAM and also to delegate all or any of the above powers to one or more director/(s) or the Company Secretary of ASSOCHAM and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT a certified true copy of the resolution signed by any of the Director and/or the Company Secretary of ASSOCHAM may be provided to the concerned person or person(s) interested in the matter.”

By the order of the Managing Committee of ASSOCHAM:

Sd/-

(Kuntal Kar)

Company Secretary

ACS - 16927

Date: 15th June 2022

Place: New Delhi

NOTES FOR MEMBERS' ATTENTION

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of special business of ASSOCHAM is set out above as Items 1 to 3.
2. Ordinary members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to ASSOCHAM authorizing their authorized representative to attend and vote on their behalf at the Meeting.
3. THE MINISTRY OF CORPORATE AFFAIRS (“MCA”) VIDE ITS GENERAL CIRCULAR NO. 14/2020 DATED APRIL 08, 2020, GENERAL CIRCULAR NO.17/2020 DATED APRIL 13, 2020, GENERAL CIRCULAR NO.22/2020 DATED JUNE 15, 2020 GENERAL CIRCULAR NO. 33/2020 DATED SEPTEMBER 28, 2020, GENERAL CIRCULAR NO. 39/2020 DATED DECEMBER 31, 2020, GENERAL CIRCULAR NO. 10/2021 DATED JUNE 23, 2021, GENERAL CIRCULAR NO. 20/2021 DATED DECEMBER 08, 2021 AND GENERAL CIRCULAR NO. 03/2022 DATED MAY 05, 2022 (COLLECTIVELY REFERRED AS “**MCA CIRCULARS**”) PERMITTED THE HOLDING OF THE EXTRA-ORDINARY GENERAL MEETING (“EGM”) THROUGH VC / OAVM WITHOUT THE PHYSICAL PRESENCE OF THE MEMBERS AT A COMMON VENUE. In Compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, this EGM of The Associated Chambers of Commerce and Industry of India is being held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The deemed venue for the EGM shall be the Registered Office of The Associated Chambers of Commerce and Industry of India in terms of provision of Act. The framework prescribed by MCA in said circulars would be available to the Members for effective participation in following manner:
 - a. The Associated Chambers of Commerce and Industry of India is convening its EGM through VC/OAVM and no physical presence of Members, directors, auditors and other eligible persons shall be required at a common venue.
 - b. In view of the relaxation provided by MCA vide MCA Circulars, Notice of the EGM along explanatory statement (collectively referred to as ‘Notice’) is being sent only through email to all Members as on June 15, 2022 on their registered email id with the Company and no physical copy of the same would be dispatched.
 - c. The Members who have not yet registered their e-mail ids with the Company or wishes to update their registered email id, may send request for the same by writing to Mr. Kuntal

Kar, Company Secretary at (kuntal.kar@assocham.com) or call on +91- (9899096690) for any assistance.

- d. The Associated Chambers of Commerce and Industry of India is providing two-way teleconferencing facility for the ease of participation of the Members. The link for joining the Meeting would be shared with all the Members, Directors, and Auditors at their registered email- id.
 - e. Members and Participants, to whom this notice is being circulated, are allowed to submit their questions in advance from their registered email address, to reach the Company's email address (kuntal.kar@assocham.com). Further, queries or question may also be posed concurrently during the EGM. Such questions by the participants shall be taken up during the Meeting and replied by the Company suitably.
 - f. Members, Directors, Auditors and other eligible persons to whom this notice is being circulated may join the EGM 15 minutes before the scheduled time till the expiry of 15 minutes after the scheduled time.
 - g. Members shall cast their vote by show of hand at the Meeting. Further, if the poll is demanded at the EGM for voting, then the Chairman may take the poll as may be demanded within 48 hours from the time when the poll is demanded.
 - h. In case poll is demanded, Members shall convey their vote by poll on the resolutions as set out in notice by sending email from their registered email id at Company's email address at (kuntal.kar@assocham.com). In case voting is to be done by way of poll, then the Chairman of the Meeting or any other person authorized by the Chairman, shall appoint a scrutinizer for the purpose of scrutinizing the voting process in a fair and transparent manner, who shall submit his report to the Chairman. In case voting is done by way of poll, the Chairman may adjourn the Meeting and call later to declare the results of the Meeting after receipt of scrutinizer report.
 - i. Members attending the Meeting through Video Conferencing are required to mark their attendance by mentioning their names during the EGM and by showing their identity proofs for ensuring the attendance.
 - j. In case any assistance is required, before or during the Meeting, with using the technology or in accessing the Meeting, the Members may write to Mr. (Harinder Saini), IT Head at (harinder.saini@assocham.com) or call on +91- (99716-46365).
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the Meeting is entitled to appoint another person as a proxy to attend and vote at the Meeting instead of him/herself and such proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM, pursuant to the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the proxy form and attendance slips are not annexed to this notice

3. Since, the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 along with any identity proof of its authorized representative to attend and vote at the EGM. The said resolution can be sent to the Registered Office of the Company situated at 4th Floor, YMCA Cultural Centre & Library Building, 1 Jai Singh Road, New Delhi - 110001 or by e-mail to Mr. (Kuntal Kar, Company Secretary) of the Company at (Kuntal.kar@assocham.com).
5. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Documents referred herein and in Explanatory Statement along with Register of Directors and Key Managerial Personnel and their shareholding and Register of Contract & Arrangement in which directors are interested are available for inspection by the Members at Registered Office of the Company on all working days during the business hours between 11:00 A.M. to 04:00 P.M. up to the date of Extra- Ordinary General Meeting and will also be available for inspection at the Meeting.
- 7. Instructions for Members for participating in the EGM through VC/OAVM areas under:**
 - (a) Participants will be able to attend the EGM through VC/OAVM facility by using the link that would be shared with all the participants at their registered email id. Click on the link and participant would be automatically diverted to the Meeting. In case any assistance is required, before or during the Meeting, with using the technology or in accessing the Meeting, the Members may write to (Harinder Saini, IT Head) of the Company at (harinder.saini@assocham.com).
 - (b) Members attending the Meeting through VC/OAVM are required to mark their attendance by mentioning their names during the Meeting and by showing their identity proofs for ensuring the attendance.
 - (c) Members may join the Meeting through laptops, smartphones, tablets and iPads for better experience. Further, Members are recommended to use stable internet (Wi-Fi or LAN) to avoid any disturbance during the Meeting.

By the order of the Managing Committee of ASSOCHAM

Sd/-

(Kuntal Kar)

Company Secretary

ACS - 16927

Date: 15th June 2022

Place: New Delhi

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

To ensure smooth functioning of day-to-day affairs of the Chamber certain alteration of Articles of Association is permitted to be undertaken by the ASSOCHAM from time to time, it is proposed to modify certain Clauses of the Articles of Association of ASSOCHAM. The Managing Committee *vide* its meeting held on 13th June, 2022 had approved the alteration of the Articles of Association of ASSOCHAM and the Managing Committee now seeks approval from the member of ASSOCHAM.

The proposed changes of articles requires approval of shareholders through a Special Resolution pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013. A copy of the proposed amended Articles of Association of ASSOCHAM shall be available for inspection for the Members at the Registered Office of ASSOCHAM during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 4.00 p.m. till the date of the Extraordinary General Meeting. The aforesaid documents are also available for inspection at the Extraordinary General Meeting.

None of the Directors of ASSOCHAM or any relatives of such Director shall be concerned or interested in the proposed Special Resolution.

The Managing Committee recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members of ASSOCHAM.

Item No. 2

To ensure smooth functioning of day-to-day affairs of the Chamber, certain deletion of Articles of Association is permitted to be undertaken by the ASSOCHAM from time to time, it is proposed to delete below-mentioned Clauses of the Articles of Association of ASSOCHAM. The Managing Committee *vide* its meeting held on 13th June, 2022 had approved the deletion of the Articles of

Association of ASSOCHAM and the Managing Committee now seeks approval from the members of ASSOCHAM.

The proposed deletion of the articles require the approval of shareholders through a Special Resolution pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013. A copy of the proposed deleted Articles of Association of ASSOCHAM shall be available for inspection for the Members at the Registered Office of ASSOCHAM during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 4.00 p.m. till the date of the Extraordinary General Meeting. The aforesaid documents are also available for inspection at the Extraordinary General Meeting.

None of the Directors of ASSOCHAM or any relatives of such Director shall be concerned or interested in the proposed Special Resolution.

The Managing Committee recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members of ASSOCHAM.

Item No. 3

To ensure smooth functioning of day-to-day affairs of the Chamber, certain Articles are to be inserted in the Articles of Association is permitted to be undertaken by the ASSOCHAM from time to time, it is proposed to insert below-mentioned Clauses of the Articles of Association of ASSOCHAM. The Managing Committee *vide* its meeting held on 13th June, 2022 had approved the insertion of new Articles in Articles of Association of ASSOCHAM and the Managing Committee now seeks approval from the members of ASSOCHAM.

The proposed new inserted articles require the approval of shareholders through a Special Resolution pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013. A copy of the proposed new inserted Articles of Association of ASSOCHAM shall be available for inspection for the Members at the Registered Office of ASSOCHAM during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 4.00 p.m. till the date of the Extraordinary General Meeting. The aforesaid documents are also available for inspection at the Extraordinary General Meeting.

None of the Directors of ASSOCHAM or any relatives of such Director shall be concerned or interested in the proposed Special Resolution.

The Managing Committee recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members of ASSOCHAM.

By the order of the Managing Committee of ASSOCHAM:

Sd/-

(Kuntal Kar)

Company Secretary

ACS - 16927

Date: 15th June 2022