



शेलाक एण्ड फारेस्ट प्रोडाक्ट्स एक्सपोर्ट प्रोमोशन कौंसिल
Shellac And Forest Products Export Promotion Council

Formerly Shellac Export Promotion Council

(भारत सरकार का वाणिज्य और शिल्प मंत्रालय से प्रवर्तित)

(Sponsored by Ministry of Commerce & Industry, Govt of India)

"VANIJYA BHAWAN", INTERNATIONAL TRADE FACILITATION CENTRE, 1/1 WOOD STREET, 2ND FLOOR, KOLKATA - 700 016

Tel : 91-33-2283-4417, 2283-4697, 2283-4698 • Fax: 91-33-2283-4699

Email : shefexil@gmail.com • Website : www.shefexil.org

**TO ALL MEMBERS OF THE COUNCIL
NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE
COUNCIL**

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Council will be held on Monday, the 30th day of September, 2024 at 12.30 p.m. through Video Conferencing / Other Audio Visual means to transact the following business:

SPECIAL BUSINESS :

1. Adoption of new set of Articles of Association

To consider, and, if thought fit to pass the following resolutions as Special Resolutions :-

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) and other necessary approval(s) and further subject to approval of the same by the members of the Council, a new set of Articles of Association of the Council, a copy of which is available for inspection on the website of the Council, www.shefexil.org, be and is hereby approved and adopted as the Articles of the Council in substitution and to the entire exclusion, of the Articles contained in the existing Articles of Association of the Council.

RESOLVED FURTHER THAT that Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary to give effect to this Resolution.”

**BY ORDER OF THE COMMITTEE
OF ADMINISTRATION**

Address :

1/1, Wood Street, 2nd Floor
Kolkata -700 016

Date : 11th September, 2024

**Dr. Debjani Roy
EXECUTIVE DIRECTOR**

Note :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 9/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, 2/2022 dated May 5, 2022, 2/2021 dated January 13, 2021, 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Extraordinary General Meeting ("EGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the said MCA Circulars, the EGM of the Council is being held through VC / OAVM. The procedure for participating in the meeting through VC/ OAVM is explained hereinafter. The venue of the meeting shall be deemed to be the Regd. Office of the Council i.e. "Vanijya Bhawan", ITFC, 1/1, Wood Street, 2nd Floor, Kolkata – 700016.
2. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Council. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Members desirous of obtaining any information concerning the resolution as proposed are requested to address their questions in writing to the Executive Director of the Council by Wednesday, 25th September, 2024.
5. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, Membership No., PAN, Mobile Number to shefexil@gmail.com on or before Wednesday, 25th September, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Council reserves the right to restrict the number of speakers depending on the availability of time for the EGM. In the interest of time, each speaker is requested to express his / her views in 2 – 3 minutes.
6. However, members may post their comments/queries (not more than 150 characters) in the chat box available on the Video Conferencing interface. Message posted by the members will be dealt with accordingly.

7. Corporate Members are required to send to the Council a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the EGM.
8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Council will be entitled to vote.
9. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transaction at the meeting is appended with this Notice.

10. Voting through electronic means :

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Council is offering e-voting facility to its Members in respect of the businesses to be transacted at the Extra-Ordinary General Meeting scheduled to be held on Monday, 30th day of September, 2024 at 12.03 p.m. The Council has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities. The e-voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER (PAN)

11. The Instructions for members voting electronically are as under:
 - (i) The voting period begins on 26th September, 2024 (9:00 a.m. IST) to 29th September, 2024 (5:00 p.m. IST). The members of the Council appearing on the Register of Members of the Council as on 23rd September, 2024 i.e. the cut-off date, may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The members should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Members.
 - (v) Now Enter your User ID
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) After entering these details appropriately, click on “SUBMIT” tab.

- (viii) Click on the EVSN for the relevant <.....> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL’ and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) Note for Non - Individual Members and Custodians

- a. Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

12. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority

letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at shefexil@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 25th September, 2024 by 05:00 P.M. without which the vote shall not be treated as valid.

13. In case you have any queries or issues regarding e-voting, please contact the Council or send mail to shefexil@gmail.com. You may also send mail to helpdesk.evoting@cdslindia.com or refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com.
14. The voting rights of members shall be reckoned as on the cut-off date of 23rd September, 2024.
15. The member already cast his/her vote through remote e-voting would not be allowed to cast vote again through e-voting at the EGM. However, he/she can attend the EGM.
16. Dr. Asim Chattopadhyay, Practicing Council Secretary (FCS : 2303) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is asimsecy@gmail.com.
17. The Scrutinizer shall within a period not exceeding three days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Council and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Council.
18. The Results shall be declared on or after the EGM of the Council. The Results declared along with the Scrutinizer’s Report shall be placed on the Council’s website www.shefexil.org and on the website of CDSL within three days of passing of the resolutions at the EGM of the Council. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Extra-Ordinary General Meeting.
19. Members may also note that the Notice of the EGM be available on the Council’s website www.shefexil.org
20. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM ARE AS UNDER:**
 - i. Members will be provided with a facility to attend the EGM through VC / OAVM through the CDSL e-voting system. Members may access the same at www.evotingindia.com under Members login by using the remote e- voting credentials. The link for VC / OAVM will be available in Members login where the EVSN of Council will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions

mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of CDSL.

- ii. Members can participate in the EGM through smart phone/laptop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops connected through broadband. Further Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Participating Members are requested to keep their device under 'Mute' mode, except for pre-registered speakers, when invited to speak at the Meeting.
- iii. Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- iv. The Members who are members as on closure of the business hours on 23rd September, 2024 are requested to join the EGM through VC/OAVM mode, 30 minutes before the scheduled time of the commencement of the Meeting and not later than 15 minutes after the commencement of the meeting by following the procedure mentioned in the Notice.
- v. Members who need assistance before or during the EGM, can contact CDSL on evoting@cdsl.co.in or use Toll Free No.1800-222-990

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESS TO BE TRANSASCTED AT THE MEETING

Item No. 1

The Council has received a letter dated 25th July, 2024 from E&MDA Division, Department of Commerce, Ministry of Commerce & Industry, Government of India providing a revised Model Articles of Association / Bye-laws (2024) as accepted by the competent authority and directing us to get the same approved by the members of the Council within three (3) months from the date of issue of the said letter, i.e., on or before 24th October, 2024. On the basis of the same advisory, the Board of Directors of the Council has considered and approved a new set of Articles of Association in terms of the draft Articles of Association as attached herewith vide the Circulation Resolution passed on 11th September, 2024, subject to adoption of the same by the members of the Council.

A member may also obtain a copy of the draft new Articles of Association from the registered office of the Council during the office hours from 11 A.M. to 1 P.M. The same is also hosted on the website of the Council at www.shefexil.org

No Director / Key Manaerial Personnel or any of their relative are directly or indirectly, financially or otherwise, are concerned or deemed to be concerned, financially or otherwise, in the proposed resolution.

The Resolution is proposed for approval of the members.

**BY ORDER OF THE COMMITTEE
OF ADMINISTRATION**

Address :

1/1, Wood Street, 2nd Floor
Kolkata -700 016
Date : 11th September, 2024

**Dr. Debjani Roy
EXECUTIVE DIRECTOR**