# SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL

# CONSTITUTION

Certified True Copy

Chairman
SHELLAC AND FOREST PRODUCTS
EXPORT PROMOTION COUNCIL

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# CONSTITUTION

Certified True Copy

Chairman
SHELLAC AND FOREST PRODUCTS
EXPORT PROMOTION COUNCIL

सत्यमेव जयते

**GOVERNMENT OF INDIA**
**MINISTRY OF CORPORATE AFFAIRS**

ROC Kolkata
2nd Floor, 2ND MSO BUILDING, Kolkata, Nizam Palace 2nd MSO Building, 2nd Floor, West Bengal, 700020, India

Corporate Identity Number: U91110WB1957NPL023474 / U91110WB1957NPL023474

**SECTION 13(1) OF THE COMPANIES ACT, 2013**

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 27/09/2023 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Kolkata this FIRST day of JANUARY TWO THOUSAND TWENTY FOUR

Certification signature by *.mca.gov.in,
Validity Unknown
Digitally signed by
*.mca.gov.in
Date: 2024.01.01 17:52:24 IST

Ananta Sethi

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Registrar of Companies

ROC Kolkata

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

**SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL**

**VANIJYA BHAWAN,1/1 WOOD STREET, 2ND FLOOR, NA, KOLKATA- 700016, West Bengal, India**

**SHEFEXIL**

**From:** noreply@mca.gov.in
**To:** sepc@vsnl.net
**Cc:** sepc@vsnl.net; atuliabh@rediffmail.com
**Subject:** Approval of SRN B64194491 dated 19-12-2012

Dear Sir/Madam,

This is to inform you that the eform Form 61 submitted on the MCA portal in respect of SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL vide SRN B64194491 dated 19-12-2012 has been Approved. This is an acknowledgment for the same.

In case of any further query or for all future communication of this request, please use your Service Request Number as the reference.

This is a MCA21 system generated mail for your information and necessary action. Please do not reply to this mail.

Notice: The information contained in this e-mail message and/or attachments to it may contain confidential or privileged information. If you are not the intended recipient, any dissemination, use, review, distribution, printing or copying of the information contained in this e-mail message and/or attachments to it are strictly prohibited. If you have received this communication in error, please notify us by reply e-mail or telephone and immediately and permanently delete the message and any attachments. Thank you

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The above is approval of the Central Government Under section 25(8) of the Companies Act, 1956 to the amendments to Articles 20.1(a), 20.2, 27.1, 30.1 and 33.1 of the Articles of Association of the Council.

**Certified True Copy**

Chairman
SHELLAC AND FOREST PRODUCTS
EXPORT PROMOTION COUNCIL

**SHEFEXIL**

| | |
|---|---|
| **From:** | noreply@mca.gov.in |
| **To:** | sepc@vsnl.net |
| **Cc:** | sepc@vsnl.net; atullabh@rediffmail.com |
| **Subject:** | Approval of SRN B61501037 dated 08-11-2012 |

Dear Sir/Madam,

This is to inform you that the eform Form23 submitted on the MCA portal in respect of SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL vide SRN B61501037 dated 08-11-2012 has been Approved. This is an acknowledgment for the same.

In case of any further query or for all future communication of this request, please use your Service Request Number as the reference.

This is a MCA21 system generated mail for your information and necessary action. Please do not reply to this mail.

Notice: The information contained in this e-mail message and/or attachments to it may contain confidential or privileged information. If you are not the intended recipient, any dissemination, use, review, distribution, printing or copying of the information contained in this e-mail message and/or attachments to it are strictly prohibited. If you have received this communication in error, please notify us by reply e-mail or telephone and immediately and permanently delete the message and any attachments. Thank you

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The above is approval of the Central Government to the Special Resolution Under Section 31 of the Companies Act, 1956 passed on 28-09-2012 amending Articles 20.1(a), 20.2, 27.1, 30.1 and 33.1 of the Articles of Association of the Council.

☎ (033)2287-3156
(033)2287-3404
(033)2287-7390

Telegram: COMPYLADIR
FAX : (033)2287-0958
E-Mail : rdeast@sb.nic.in
Website : www.dca.nic.in

भारत सरकार/Government of India
कारपोरेट कार्य मंत्रालय/Ministry of Corporate Affairs
**प्रादेशिक निदेशक कार्यालय (पूं.क्षे.)/Office of The Regional Director, Eastern Region**
निजाम पैलेस,तीसरा तल/Nizam Palace,3rd Floor
234/4 आ.ज.च.बोस रोडÜ/A.J.C.Bose Road
कोलकाता/Kolkata-700020

**संO/No: RD/T/15141/S.25(8)/09/** **दिनांक/Dated: :16.04.2009**

**To**
**M/s. Shellac And Forest Products Export Promotion Council**
**Vanijya Bhawan**
**International Trade Facilitation Centre**
**1/1, Wood Street, 2nd Floor**
**Kolkata-700 016.**

**Subject:** ***Application under Section 25(8) of the Companies Act, 1956 for approval of the Central Government for amendment of the Memorandum of Association and Articles of Association.***

.....

**Sirs,**

With reference to your application dated 20.02.2009 and the correspondence resting with your letter dated 26.03.2009, I, U. C. Nahta, the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata in exercise of the powers conferred upon me by clause (a) of sub-section (8) of section 25 of the Companies Act, 1956 (Act No. I of 1956) read with the Government of India in the erstwhile Department of Company Affairs, Notification no. 288(E) dated 31.05.1991, hereby approve the alterations in the existing Clause 3 of the Memorandum of Association and Article 27 of the Articles of Association of the Company as approved by the members of the Company in the Extra Ordinary General Meeting held on 27.01.2009.

2. This approval is accorded subject to compliance of the provisions of section 17 and section 31 of the Companies Act, 1956.

**Certified True Copy**

Chairman
SHELLAC AND FOREST PRODUCTS
EXPORT PROMOTION COUNCIL

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3. You are advised to file a certified copy of the Memorandum and Articles of Association containing the aforesaid alterations, with the Office of the Registrar of Companies, West Bengal as well as this Directorate within one month from the date of issue of this letter.

Yours faithfully,

**(U. C. Nahta)**
**Regional Director**

# भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
## कम्पनी रजिस्ट्रार कार्यालय, पश्चिम बंगाल

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

### उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U91110WB1957NPL023474

मैसर्स SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL

के अंशधारकों ने दिनांक 27/01/2009 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम,1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्द्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा कोलकाता में यह प्रमाण-पत्र, आज दिनांक चौबीस फरवरी दो हजार नौ को जारी किया जाता है।

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# GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
## Registrar of Companies, West Bengal

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

### Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

Corporate Identity Number : U91110WB1957NPL023474

The share holders of M/s SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 27/01/2009 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Kolkata this Twenty Fourth day of February Two Thousand Nine.

(DEBASISH BANDOPADHYAY)
कम्पनी रजिस्ट्रार / Registrar of Companies
पश्चिम बंगाल
West Bengal

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कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL
VANIJYA BHAWAN,1/1 WOOD STREET, 2ND FLOOR,, KOLKATA - 700016,
West Bengal, INDIA

# GOVERNMENT OF INDIA

**MINISTRY OF COMPANY AFFAIRS**

West Bengal

Nizam Palace, 2nd MSO Building, 234/4, 2nd Floor, Acharya Jagdish Chandra Bose Road, Kolkata - 700020, West Bengal, INDIA

Corporate Identity Number : **U91110WB1957PTC023474**

## Fresh Certificate of Incorporation Consequent upon Change of Name

IN THE MATTER OF M/s SHELLACC EXPORT PROMOTION COUNCIL

I hereby certify that SHELLACC EXPORT PROMOTION COUNCIL which was originally incorporated on FOURTH day of JUNE NINETEEN FIFTY SEVEN under the Companies Act, 1956 (No. 1 of 1956) as SHELLACC EXPORT PROMOTION 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 under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A09861923 dated 08/02/2007 the name of the said company is this day changed to SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Kolkata this EIGHTH day of FEBRUARY TWO THOUSAND SEVEN.

Vanijya Bhawan
1/1, Wood Street
2nd floor,
Kolkata 700016

(DEBASISH BANDOPADHYAY)
By Registrar of Companies
West Bengal

**Certified True Copy**

Chairman
SHELLAC AND FOREST PRODUCTS
EXPORT PROMOTION COUNCIL

# GOVERNMENT OF INDIA

**MINISTRY OF COMPANY AFFAIRS**

West Bengal

Nizam Palace, 2nd MSO Building, 234/4, 2nd Floor, Acharya Jagdish Chandra Bose Road, Kolkata - 700020, West Bengal, INDIA

Corporate Identity Number : **U91110WB1957PTC023474**

**SECTION 18(1)(A) OF THE COMPANIES ACT, 1956**

## Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The share holders of M/s SHELLACC EXPORT PROMOTION COUNCIL having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 09/12/2006 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Kolkata this SIXTH day of FEBRUARY TWO THOUSAND SEVEN.

Vanijya Bhawan
1/1, Wood Street
2nd Floor.
Kolkata-700016

(TAPAN KUMAR CHAKRABORTY)
Registrar of Companies
West Bengal

Telegram:COMPYLADIR
Fax :033-2247-0958.
E-mail: rdeast@sb.nic.in
rdeast@wb.nic.in



Telephone : 2287-7390
2287-3156
2287-3404

**GOVERNMENT OF INDIA**
**Ministry of Company Affairs**
**Office of the Regional Director, Eastern Region**
**"Nizam Palace", 2nd M. S. O. Building, 3rd Floor**
**234/4, Acharya Jagadish Chandra Bose Road,**
**KOLKATA – 700 020**

No. **RD/T/14009/25(8)/07/** **Dated:-06-02-07**

To

**M/s. Shellac Export Promotion Council,**
**"Vanijya Bhawan",**
**International Trade Facilitation Centre,**
**1/1, Wood Street, 2nd Floor,**
**Kolkata-700 016.**

**Sub:- Application Under Section 25(8) for approval to change of name and alterations in the objects clauses of the Memorandum of Association of the Council**

Sir,

With reference to your application dated 10-01-2007, I, U. C. Nahta, the Regional Director, Eastern Region, Ministry of Company Affairs, Kolkata in exercise of the power conferred upon me by clause (a) of sub-section (8) of Section 25 of the Companies Act, 1956 (Act No. 1 of 1956) read with the Government of India in the erstwhile Department of Company Affairs, Notification No.288(E) dated 31-05-1991, hereby approve (i) the change of name of your company from "Shellac Export Promotion Council" to "Shellac and Forest Products Export Promotion Council" and (ii) substitution of the existing clause 3 of the Memorandum of Association of the Company by the new clause 3 of the Memorandum of Association, as approved by the members of the company in the Annual General Meeting held on 09-12-2006 (copy enclosed as Annexure 'A')

2. This approval is accorded subject to compliance with the formalities under sections 17, 18, 21 and Section 23 of the Companies Act, 1956.

3. You are advised to file a certified copy of the Memorandum of Association containing the above mentioned alterations, with the Office of the Registrar of Companies, West Bengal as well as this Directorate within one month from the date of issue of this letter.

Yours faithfully,

Encl:

(U. C. NAHTA)
REGIONAL DIRECTOR

S E C O N D

CERTIFICATE OF INCORPORATION

COMPANY NO.21-23474

I hereby certify that THE SHELLAC EXPORT PROMOTION COUNCIL was incorporated on the Fourth day of June One thousand nine hundred and Fifty Seven under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

Issued at Calcutta this the Twenty Fourth day of July Two thousand One.

Registrar of Companies West Bengal

( A. CHAUDHURY )

सहायक रजिस्ट्रार कम्पनी
Asstt. Registrar of Companies
पश्चिम बंगाल/West Bengal

**Certified True Copy**

Chairman
SHELLAC AND FOREST PRODUCTS
EXPORT PROMOTION COUNCIL

# Memorandum of Association
of
# SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL

***Registered under Companies Act.***
(Company Limited by Guarantee)

## NAME

1. The name of the Company is "Shellac and Forest Products Export Promotion Council".

## REGISTERED OFFICE

2. The registered office of the Company will be situated at Calcutta in the State of West Bengal.

## OBJECTS

3. The Objects for which the Company is established are :

(i) To support, protect, maintain, increase and promote the exports of Shellac and other Minor Forest Produce and their value added products, Guar Gum **and Nutraceuticals** (hereinafter referred to generally as **"SHEFEXIL Products"**), and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time, by such methods as may be necessary or expedient 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;

(b) sending out trade missions to foreign countries;

(c) appointing representatives, agents or correspondents in foreign markets for the purpose of continuously and regularly reporting the price, market preferences, reception accorded to actual deliveries of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (expect for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time and other connected matters;

(d) conducting propaganda regularly and continuously so as to bring to the notice of the dealers and the public, in the foreign countries the advantages of trade and commerce with India in **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time;

(e) collecting statistics and other information regarding the growing, import manufacture, trade or ultimate use of **SHEFEXIL Products** and in respect of multi product exporters

having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time, in various countries;

(f) propagating information useful to the growers, manufacturers and traders in **SHEFEXIL Products** and in respect of multi product exporters having their head office/ registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time, by lectures, discussions, books, correspondence or otherwise;

(g) laying down or maintaining liaison with any agency which has been set up for laying down the standards or quality and packing in respect of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India, intended for export;

(h) setting up an organization or maintaining liaison with an organization which has been set up for performing such functions as are necessary to attain the standards of quality and packing laid down, including the conducting of inspection of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) intended for export, with this end in view;

(i) deputing the officers of the Company to witness the inspection of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) exported, in foreign countries, where such inspection is being conducted by the authorities in the importing countries;

(j) deputing the officers of the Company to witness the survey of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce, Government of India from time to time exported or intended for export, in foreign countries or in India, as a result of any dispute or difference between the parties to a contract for sale and purchase of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as stated above;

(k) enquiring and investigating into complaints received from foreign importers or Indian exporters in respect of the quality, description or other particulars of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by Ministry of Commerce & Industry, Government of India from time to time 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 grower, importer, manufacturer or exporter of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked

after by APEDA, Spices Board and Tea Board) regarding the methods to be adopted to obviate such complaints of a similar nature in future;

(l) making such recommendations as may be necessary or expedient to Government and public bodies like Chamber of Commerce and such other associations of manufacturers, growers and labour which are recognized by Government, where the Company on investigation of a complaint received by and it is satisfied about its genuineness and that the same has been caused by the willful or negligent act or acts of the grower, importer, manufacturer or exporter of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board);

(m) acting as arbitrators or nominating arbitrators or valuers in the settlement of disputes and differences arising out of the transactions relating to exports of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) between parties who agree to refer the disputes to the Company;

(n) communicating with Chambers of Commerce and other mercantile and public bodies throughout India to concert and promote measures for the promotion and advancement of export of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time;

(ii) to keep constant communication with Chambers of Commerce or other mercantile and public bodies throughout the world with a view to taking appropriate and necessary measures for maintaining or increasing the exports of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time;

(iii) to enunciate just and equitable principles to govern the trade in **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time and to set up codes of practices for the general guidance for growers, manufacturers and traders, importers and, exporters of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time and further to simplify transactions relating to exports of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time;

(iv) to advice or represent to Government; Local Authorities and Public Bodies on

(a) the policies and other measures, including direct and indirect taxation, adopted by them in relation to their effect on industry 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 **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board). 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 export of **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board).

(v) to purchase, hire or otherwise acquire and maintain suitable buildings, apartments, furniture and other fittings in any country for the establishment of show-rooms, emporia or other agencies for publicity with regard to **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as stated in the main objects here-in-before or for the purpose of achieving for attainment of main objects for which the Company is established;

(vi) to establish and maintain museums, collections libraries and compilations of literature and to translate, compile, publish, lend, purchase or sell any literature connected with trade and commerce relating to **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time;

(vii) to prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literature treating or bearing upon industry, trade or commerce, pertaining to **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by the Ministry of Commerce & Industry, Government of India from time to time;

(viii) 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;

(ix) to sell, improve, manage, develop, exchange, loan, sublet, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Company;

(x) to enter into contracts;

(xi) (i) to draw, make, accept, endorse, discount and execute negotiable instruments;

(ii) to invest the moneys of the Company in any Bank approved in this behalf by the Union Government;

(xii) to subscribe for, become a member of and co-operate with any other Association whether incorporate 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 fulfill the objects of this Company; and

(xiii) to do all such other lawful things as are incidental or conducive for the maintenance and increase of the export, trade and commerce in **SHEFEXIL Products** and in respect of multi product exporters having their head office/registered office in the North Eastern States, (except for the products looked after by APEDA, Spices Board and Tea Board) as specified by Ministry of Commerce & Industry, Government of India from time to time or to the attainment of the above objects or any of them :

Provided that the Company shall not support with its funds or endeavor to impose on or procure to be observed by its Members or others any regulation or restriction which, if an object of the Company, would make it a trade union."

4. The objects of the Company shall extend to every country in the world.

5. The liability of the Members is limited.

6. Every Member of the Company, other than the officials of Government, undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding Rs. 500/-.

7. (1) the incomes and property of the Company whence-soever derived shall be applied solely towards the promotion of the objects of the Company 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 loans or otherwise howsoever by way of profit to persons who at any time are or have been members of this company or to any one or more of them or to any persons claiming through any one or more of them provided that—

(a) no remuneration or other benefit in money or money's worth shall be given by the 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 let to the Company.

(b) 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 (a);

(c) 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

8. The seventh and tenth paragraphs and **Article 51** are conditions subject to which a license is granted by the Central Government to the Company in pursuance of Section 25 of the Companies Act, 1956."

9. If upon the winding up or a dissolution of the Company there remains after the satisfaction the debts and liabilities, any property whatsoever, the same shall not be distributed among

the Members of the Company but shall be given or transferred to such other institution having objects similar to the objects of the Company to be determined by the High Court of Judicature at Calcutta as may have or acquire jurisdiction in the matter.

10. No change, alteration or modification shall be made to this Memorandum for the time being in force unless the change, alteration or modification has been previously submitted to and approved by the Central Government.

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

## NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

| Sl. No. | Name and Signature | Address | Description | Occupation | Witness to Signature |
|---|---|---|---|---|---|
| 1. | C.R.B Menon | 1. Council House St., Calcutta | Director General of Commercial Intelligence & Statistics | Govt. Service | M. Banerjee Research Officer, Directorate of IndustrialStatistics 1, Council House Street, Calcutta |
| 2. | Mark Russell | Angelo Bros. Cossipore, Calcutta | Technical Officer | Scientist | |
| 3. | A.M. Arathoon | 11, Stephen House, Calcutta | Mg. Director A.M. Arathoon & Co. Ltd. | Merchant | |
| 4. | G.S. Jayaswal | 20, Mangoe Lane, Calcutta | Mg. Director R. K. Jayaswal (P) Ltd. | | |
| 5. | Desh Raj Kalra | 10-1, Portuguese Church Street, Calcutta-1 | Mg. Director A.M. Jordan Ltd. Windsor House, Cal-1 | Business | |
| 6. | B.C Mallik | 1, Hastings Street, Calcutta-1 | Director of Industries, West Bengal, Calcutta | Govt. Service | A.K. Basu Assistant, Department of Commercial intelligence and Statistics, 1, Council House Street, Calcutta |
| 7. | Pritam Singh | Ranchi, Bihar | Secretary, Indian Lac Cess Committee, Ranchi | Service | |
| 8. | B. N. Choudhuri | Lalpur Shellac Factory, Ranchi | Managing Partner, Lalpur Shellac Factory, Ranchi | Business | |
| 9. | S. V. Puntambekar | Indian Lac Research Institute, Namkum, Ranchi, | Director, Indian Lac Research Institute, Namkum, Ranchi | | |

**Articles of Association**
**Of**
**SHELLAC AND FOREST PRODUCTS EXPORT PROMOTION COUNCIL**
**Registered under Companies Act.**

*(Company Limited by Guarantee)*

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# 1. DEFINITIONS AND INTERPRETATION

## 1.1 Definitions

In these articles, unless the context otherwise requires:

a. "Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof, for the time being in force
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" or "Committee" means the Committee of Administration (herein after referred to as "CoA") of the Council, constituted, as such, under these articles;
f. "Council" means the Shellac and Forest Products Export Promotion Council;
g. "extraordinary general meeting" means an extra-ordinary general meeting of the members of the Council; other than its annual general meeting referred to in article 16.1.
h. "Executive Director" means the Executive Director (ED) of the Council
i. "general meeting" means a general meeting of the members of the Council;
j. "member" means a member of the Council;
k. "MSME" means micro, small and medium enterprise as defined in the Micro,Small and Medium Enterprises Development Act, 2006 including its subsequent amendment, modification, re-enactment,
l. "office" means the registered office for the time being, of the Council;
m. "panel" means a panel of the Council, constituted under these articles;
n. "prescribed" means prescribed by the Committee, by virtue of a power conferred by these articles;
o. "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;
p. "Regional Committee" means a Regional Committee constituted under these articles.
q. "Regional Chairperson" means a Regional Chairperson holding office under these articles:
r. "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;
s. "Secretary" means the Secretary of the Council and includes any officer of the Council performing secretarial functions;
t. "Startup" means an entity as defined under G.S.R 127(E) issued bythe Ministry of Commerce and Industry (Department of Promotion of Industry and Internal Trade) or its subsequent amendment, and/or modification,
u. "small scale industry" means an industry so specified by the Central Government, in its policy on the subject, as announced from time to time and tiny and cottage industries so specified in such policy;
v. "Vice-Chairperson" means Vice-Chairperson of the Council.

## 1.2 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 MediumEnterprises shall be conclusive. For a startup, the certificate issued by the Department for Promotion of Industry and Internal Trade (DPIIT) shall be conclusive.

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**1.3 Words defined in the Companies Act:**

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

**1.4 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.

## 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.

## 3. CATEGORIES OF MEMBERS AND ELIGIBILITY FOR 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

**3.2 Associate Member:**

A person shall be eligible for admission to the Council as Associate Member, on receiving the Import-Export Code Number from the Director General of Foreign Trade, 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 the person, must have been an Associate member of the Council for at least two years; and

(b) The person or the entity represented by the person must have to its creditduring the two immediately preceding financial years 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 every 5 years.

### 3.4 Conversation into Associate Membership

If the average exports of a product by an Ordinary Member is below the pecuniarylimits mentioned in clause(b) of Article 3.3, during the immediately preceding twofinancial years, the Committee may, after giving the Member reasonable opportunity of being heard, convert the Ordinary membership to an Associate membership, unless specifically exempted

## 4. ELIGIBILITY FOR ELECTION

### 4.1 Right to vote:

a. Ordinary members shall have the right to vote.
b. Associate members having completed 3 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 financialyears, shall also have the right to vote.

### 4.2 Eligibility of Ordinary members:

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 creditduring 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 Lakh - 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 Crore.

c. If applicable, where a person is contesting for election as Regional Chairperson, the person or the entity represented by the person must haveminimum 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.
e. A certificate issued by a Chartered Accountant shall be required for the purposes of paragraph (b), (c) and (d) of this Article.

## 5. APPLICATION FOR MEMBERSHIP

### 5.1 Form of application

a. Application for membership of the Council as an ordinary or associate member shall be made to the Committee in the prescribed form.

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b. Where no such form is prescribed for the time being, the application may be made by an ordinary letter.

c. The application shall, in every case, contain the following particulars:

(i) Facts showing eligibility for membership

(ii) Whether the applicant is an individual, firm, company, co-operative society or any other type of entity.

(iii) Category of membership applied for.

d. Online Application for membership of the Council as a 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 together with:

a. A certificate of financial soundness from the applicant's bankers and

b. A cheque for the prescribed entrance fee and annual fee.

c. a copy of the active IEC number by the applicant;

d. 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

e. name and contact details of person representing the organisation.

**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 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.

**6. FEES FOR MEMBERSHIP :**

**6.1 Entrance and Annual Fees**

(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 a concession in entrance/annual fee for members such as women entrepreneurs,

startups, young entrepreneurs (less than 40 years of age as on 31st March of the year of election), or North Eastern/Hill Regions.

## 7. RESIGNATION BY MEMBERS

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

## 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. He is found to be of un sound mind by a competent court;
   ii. He applied to be adjudicated as, or is adjudicated as, an insolvent;
   iii. He is 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. He, or any firm in which he is a partner, or any private company of which he is a Director, commits a violation of relevant section of the Act;
   v. He becomes disqualified by an order of the court under the Act;
   vi. He ceases to be a member of the entity which he represents or such entity ceases to be a member of the Council; or
   vii. His name is removed from the register of members under Article 8.2
   viii. convicted of the offence dealing with related party transactions under the relevant sections of the Act; at any time during the last preceding five years.

b. A person shall be disqualified from reapplying for membership, if:
   i. a period of five years has not elapsed from the date of expiry of the sentence;
   ii. they have been convicted of any offence and have served a period of seven years or more.

### 8.2 Removal by the Committee

The Committee 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 :

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

## 9 CONDUCT OF ELECTIONS

### 9.1 Duty of Council

a. It shall be the responsibility of the Council to ensure that elections to various posts in the Council are held in time;

Elected members shall automatically retire on completion of their tenure.

### Article 9.2 Failure to hold elections

If the Council fails to ensure timely elections as provided in article 9.1. the Central Government may, after giving it a reasonable opportunity of being heard, order a fresh election to be held and may make such arrangements as may be necessary for that purpose.

### 9.3 Method of conducting election:

In order to make the Council participative in nature and for better governance andtransparency, the Council, as registering authority, shall adhere to the following 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 or the Foreign Trade Policy.

(b) A reputed agency may be appointed by the Council to conduct the electionin a free and fair manner.

(c) Observer(s) for the election(s) for the post of Committee of Administration 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 scrutiniser, who may be Chartered Accountant in practice, Cost Accountant in practice, or Company Secretaryin 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 scrutinise 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, Rules, Regulations, Foreign Trade Policy (FTP) and instructions, guidelines, advisories issued by Government of India from time to time.

### 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)

## 10. REPRESENTATION OF FIRMS

### 10.1 Authorisation

a) Any firm which is a member of this Council shall, by consent of all partners, authorise anyone of its partners to act as its representative at any meeting of the Committee.

b) In the absence of any such authoriry in the case of any firm, any one partner whose home 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 this Council shall, by a resolution of its Directors (or any person in the position of Directors) authorise any of its Director 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 authorised to represent an entity by or under clause (a),(b),(c)or(d)of this article shall there upon be entitled to exercise the same rights and powers on behalf of the member whom here presents, as if he were an individual member of the Council, of the same class as the firm, company, society or other corporation, 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.

## 11. PRIVILEGES OF MEMBERS

### 11.1 Ordinary Members

Without prejudice to any other rights conferred on ordinary members by the Memorandum of Association of the Council, but subject to the other provisions of these articles, ordinary 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 1st April in the year of voting;
b. right to requisition a meeting, as provided 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 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 ofthe 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 and Co-Opted Members**

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

## 12. VOTING RIGHTS

**12.1 Persons who can vote**

a. Ordinary Members and Associate Members (satisfying the conditions laid down under Article 4.1(b)), or their authorized representatives, shall alonebe entitled to vote at general meetings, including annual general meetingsand 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 Chairperson's declaration of Result of Voting conclusive**

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.

## 13. SUSPENSION OF PRIVILEGES

**13.1 Non-payment of subscription**

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

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

## 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 authorised business activities, the change should be reported by the entity to the Committee within three month.

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(Anup Kr. Agarwala)
DIN No. 07689536

## 15. REGISTER OF MEMBERS

### 15.1 Register

The Council shall keep a Register of Members (ordinary and associate) and enter there in the following particulars of its members, namely;

a. the name, address and occupation of the member;
b. the name of the proposing and the seconding member of such member;
c. the class of membership of such member;
d. the date on which each member was entered in the register; and
e. the date on which he ceased to be a member.
f. registered office address, contact details, IEC/PAN/GST/TIN/CIN/DIN of themember applying, as applicable;

## 16. MEETING OF THE COUNCIL

### 16.1 Annual General Meeting

The Council shall hold a general meeting, which shall be styled its annual general meeting in accordance with the provisions of the Act.

### 16.2 Business

a. 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.
b. The notice calling the meeting shall specify it as the annual general meeting.

## 17. PROCEDURE AT MEETINGS OF THE COUNCIL

### 17.1 Scope of the Articles

Subject to the provisions of the Act and of these articles, the provisions of the following articles shall apply, in regard to meetings of the Council.

### 17.2 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 one tenth of the total number of ordinary members of the Council.

### 17.3 Venue

Every Annual General Meeting, Extra- Ordinary General Meeting and other meetings of the Council shall be held in the city in which the registered office of the Council is situated at such place as may be decided

by the Committee.
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.

**17.4 Adjournment**

a. If, after the expiration of half an hour from the time appointed for holding a 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 and at such other time and such other place in the same city) as the Committee may determine.
b. If, even 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.

**17.5 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 he is not present within 15minutes from the time appointed for holding such meeting or, if he is unwilling to act, then the Vice Chairperson of the Council (if present and willing) shall preside.
c. If the Vice-Chairperson is not present and wiling, the members of the Committee who are present may choose a member of the Committee to preside at the meeting.
d. If there be no member of Committee willing to take the chair, the ordinary of the Council who are present shall elect one of themselves to be the meeting of the Council.

**17.6 Voting on Resolution**

a. At any general meeting a resolution put to vote at the meeting shall be decided on a show of hands, unless a poll by secret ballot is ordered under clause (b) of this article.
b. A poll by secret ballot (before or on the declaration of the result of voting on any resolution on show of hands) -
   i. May be ordered to be taken by the Chairperson of the meeting, of his 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 authorised representative.

**17.7 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 carried out :

a) unanimously; or
b) adopted by majority; or
c) lost, as the case may be

**18. COMMITTEE OF ADMINISTRATION**

**18. 1 Formation of the Committee**

a. The Council shall have a committee of Administration to perform the functions assigned to it by these articles.
b. The composition of the Committee shall be as provided in article 27.

**19 DISQUALIFICATIONS FOR MEMBERSHIP OF THE COMMITTEE**

**19.1 Disqualification for Membership of the Committee**

a. A person shall be disqualified for being, or for continuing as, a member of the Committee, if he becomes subject to any of the disqualifications 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 a reasonable opportunity of being heard and shall follow such procedure as may be prescribed

**20. VACANCIES**

**20.1 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), or the Executive Director, it shall be filled up by the Committee. Provided that when the vacancy is for a period not exceeding two months, the Committee may, if it so chooses, 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.

**20. 2 Member going out of India**

If a member of the Committee (other than a nominated or co-opted member or the Executive Director and other than the Regional Chairperson) desires to go out of India, the following provisions shall apply:

a. Such member shall intimate to the Secretary the date of his expected return to India and obtain leave of absence from the Committee for a period not exceeding two months.
b. If his absence is expected to exceed two months or if he does not obtain I above, his seat shall be deemed to fall vacant and the provisions of article 20. 1 of these articles shall apply.
c. If his expected absence does not exceed two months and he has obtained leave as afore said, the Committee may appoint such person as it thinks fit to be member of the Committee, for the period of absence of the member going out of India
d. If the Chairperson or Vice-Chairperson desires to go out of India, they shall intimate to the ED/ Secretary the date of their expected return to India.

## 21. REGIONAL CHAIRPERSON

### 21.1 Regional Chairperson

a. Regional Chairperson shall be ex-officio members of the Committee of Administration.
b. Their election shall be held along with elections to the Committee and shall be regulated by rules to be made by the Committee.

## 22. REGIONAL COMMITTEES

### 22.1 Formation of Regional Committee

a. The Committee of Administration shall form a 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 the Committee of Administration.
c. The Regional Committee shall consist of the following:
    i. The Regional Chairperson, and
    ii. Such number of other members as may be nominated by the Committee of Administration.

### 22.2 Functions of Regional Committees

1. Each Regional Committee shall function under the general control, superintendence and direction of the Committee:
2. Each such Committee shall
    a. Take steps to stimulate exports of the product from its region and
    b. Perform such other functions as the Committee may lay down, from time to time

**Certified True Copy**

**( Anup Kr. Agarwala )**
**DIN No. 07689536**

## 23. PANELS

### 23.1 Panels: Composition and Functions

a. The Committee may, from time to time, constitute panels to perform such functions as the Committee may lay down, and may define their composition.

## 24. FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION

### 24.1 The Functions of the Committee

Functions of the Committee of Administration 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 the various Sub-Committees (where such Sub-Committees have been constituted);
d) to arrange for the publication of reports and other documents issued by the Council ; to collaborate in kindred activities with other Export Promotion Councils in India and similar bodies in foreign countries and with International organisations 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) From time to time, to make rules 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.

## 25. SEAL

### 25.1

a) The Committee shall have a seal and shall provide for its safe custody:
b) The seal of the Council shall not be affixed to any document, 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.

## 26 PROCEDURE OF THE COMMITTEE

### 26.1 Conduct of Meetings 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 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, the 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 day's notice of every meeting of the Committee shall be given to each member of the Committee who shall, for the time being, be in India:.
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 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 of the meetings of the Committee, and for the meetings of the Committee, and for the transaction of business at such meetings;
l. The record of the proceedings of the Committee shall be open for examination by members of the Committee.

## 27. CHAIRPERSON, VICE-CHAIRPERSON, ETC, AND THE COMPOSITION OF THE COMMITTEE.

### 27. 1 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.
ii. Nominated members not exceeding three, from the prescribed categories as per Article 27.2 (c).

c) Subject to paragraph (a), the number of members of the Committee shall be inaccordance with the rules made by the Committee.

d) More than one member from any firm/entity shall not be eligible to be an electedmember in the same CoA in any capacity.

### 27. 2 Reservation

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i. At least three of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the Shellac and Lac based product industry.
ii. At least three of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the Vegetable Saps & Extracts of Herbs industry.
iii. At least three of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the Guar Gum industry.
iv. At least three of the seats for the elected members of the Committee shall be reserved for the representatives belonging to the Nutraceutical industry.
v. At least one of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the Herbs industry.
vi. At least one of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the Fixed Vegetable, Oil, Cake and others industry.
vii. At least one of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the Other Vegetable Materials industry.
viii. At least one of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the North Eastern region.

Reservation as above has been provided based on percentage contribution of each product group subject to a minimum of one member.

The Reservation mentioned above are subject to the following :

The Council should ensure that CoA should abide by the below mentioned resolution

a) At least one third of the seats for the elected members of the Committee shall be reserved for representatives of MSMEs.
b) In addition, at least one third of the seats for elected members of the Committeeshall be reserved for exporters who fall within the category of export houses, trading houses, star-trading houses and entities granted similar status for these purpose of the Foreign Trade Policy that is in force at the time.
c) At least three seats, shall be reserved for categories of women entrepreneurs, startups, young entrepreneurs (less than 40 years of age as on 31st March of the year of election); or 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 in (a), (b) and (c) are represented/elected from any of the above or overlapping categories, the same will be sufficient for meeting the reservation mentioned herein above.
f) Where any seat reserved under clause (c) of this Article cannot be filled up by candidates of that reserved category through election process, the Departmentof Commerce, in consultation with the Council, shall nominate suitable representatives for 3 seats.
g) The Council shall send a report to the Department of Commerce within 45 daysafter conclusion of election process.

**27.3 Co-opted Members**

a. The Committee may co-opt such members, as it considers necessary for the efficient conduct of its business in relation to specific types of activities.
b. A Co-opted member will be entitled to continue as a member of the Committee upto the date of the next Annual General Meeting of the Council.

**27.4 Certain further provisions as to nominated 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 his 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 office and may appoint another person in his place.

**27.5 Retirement of elected members**

a) One third of the elected members shall retire annually, but shall be eligible for re-election, as per laid down procedure.
b) For the purpose of para (a), the names of the members who shall retire, 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 shall 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 their second term of COA and eligible to succeed the post of Chairperson on completion of their Term, they shall be deemed member of the COA during the Member's period as Chairperson of theCouncil.

**Note:** The provision under 27.5 shall be effective from 01.04.2025 to givesufficient time to the Councils for implementing the revised guidelines.

**27.6 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 casemay be, in the same Council, only after a cooling off period of not less thanfour years from the date of demitting/vacating office as the Chairperson;
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 resolutionregarding No Confidence will be put to vote on the same pattern of direct elections as enumerated in Article 9.1.

(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, onlyafter 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 resolutionregarding No Confidence, shall be put to vote on the same pattern of direct elections as enumerated in Article 9.1.

Not with standing the provision mentioned at 27.6(b)(i) above, the Council may also consider direct elections for the post of Chairperson by adopting a resolutionwith 2/3 majority of the Committee of Administration.

**27.7 Election to the Committee**

a. Election to the Committee (in respect of seats of elected members falling vacant) shall be conducted annually, through e-Voting, well before the expiry of the term of the retiring members.

b. The Committee shall appoint an independent scrutinizer for conducting election of the Committee.

**27.8 Rules:**

Rules made by the Committee shall make provisions regarding the elections to the offices of the Chairperson and Vice Chairperson, on matters not provided for these articles.

**28. CHAIRPERSON OF THE COMMITTEE**

**28.1 Committee Chairperson**

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

**29. VICE-CHAIRPERSON**

**29.1 Vice-Chairperson**

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 may also perform any other functions that may be entrusted to him by the Chairperson.

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## 30. REMUNERATION

### 30.1 No Right of 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.

## 31. POWERS OF THE COMMITTEE

### 31.1 Powers of Management

a. The Committee shall be the Managing Body of the Council and, in addition to the owners 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 authorised 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 extraordinary 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.

## 32. RESOLUTION BY CIRCULATION

### 32.1 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 among all its members; and any resolution so circulated and approved by the majority of such members shall and any be as effectual and binding, as if the resolution had been passed at 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 seven clear days shall be allowed for the receipt of replies from such members, such period being reckoned from the date on which the notice business is issued.

c. If a resolution is circulated, the result of the circulation, shall be communicated to all members of the Committee present in India and shall be recorded in the minutes of the next meeting of the Committee.

d. All such resolutions / 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.

## 33. EXECUTIVE DIRECTOR, SECRETARY, OFFICERS AND OTHER EMPLOYEES

### 33.1 Executive Director

a. There shall be a Executive Director (ED) of the Council, who shall be under the control and direction of the Committee.
b. The Executive Director of the Council shall be in overall 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 Executive Director.

### 33.2 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 in ordinary way controlled by the Council.
b. The Secretary shall keep accurate minutes of all the meetings of the Council and of the Committees.
c. The Secretary shall take proper care of all assets belonging to the Council.
d. The Secretary shall give notice to members, of all meetings of the Council or the Committee.
e. 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 authorised in this behalf and shall collect all moneys due to the Council.
f. The Secretary shall prepare an Annual Report of the Council.
g. The Secretary shall generally perform all such functions as are incidental to his office or as may be assigned to him by the Committee or Executive Director, from time to time.

### 33.3 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.

### 33.4 Rules Regarding Employees

i. 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 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

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employees.

**33.5 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 promotionactivities including market studies, dissemination of trade information, buyer- seller meets, participation in trade fairs in India and outside India.

## 34. GENERAL MEETINGS

### 34.1 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 Committee may consider convenient for the despatch 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 made up to a date not earlier than the date of the meeting by more than six months shall be submitted.
c. Such meeting shall be called annual general meeting and all other general meetings of the Council shall be called extraordinary general meetings.
d. The CoA may, whenever it deems fit, call an Extraordinary general meeting under sub-section (1) on requisition from not less than one-fifth of the total number of members with voting rights on the said date.
e. Such meetings shall be held in the same manner in which the AGM is calledand held by the CoA.

### 34.2 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.

### 34.3 Business for the Annual General Meetings

A. The ordinary business to be transacted at an annual general meeting of the Council shall be:
a. To receive and consider the accounts and the reports of the Committee and the auditors;
b. To place on record the names of the Committee members;
c. To appoint and fix the remuneration of the auditors.

B. The Special business to be transacted at an Annual General Meeting of the Council shall include:-
i. To present output and outcome of the activities of the Council for the preceding years (including a

report of the total exports of the product under their basket for the preceding year and target and objectives of the Council for the subsequent year(s);

**34.4 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 (a) shall:
   i. be in writing;
   ii. set forth the reasons for the meeting; and
   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 21days of the receipt of the request mentioned in paragraph (a).
d. The Committee shall have the liberty to determine the date and time forthe meeting.

**35. NOTICES OF MEETING**

**35.1 Notice how given**

a. In regard to every annual general meeting of the Council not less than fourteen days' notice to the members, specifying the place, date and hour of meeting (with a statement of the business to be transacted thereat) shall be given.
b. A notice may be given to any member through electronic and/or physical mode at the registered e.mail postal address. It may also be sent either personally or by post or by fax or by a courier approved by the Committee to such member's registered address or (if a member has no registered address in India) to the address, if any, within India furnished by the member for the giving of notices.
c. Where a notice is sent by post, the service shall be deemed to have been effected at the expiry of 48 hours after it is posted.
d. The non-receipt of any notice of meeting by any member, shall notinvalidate any proceedings of any meeting or any resolution passed at anymeeting, subject to the condition that such notice was sent / received at the registered postal/email address.

**35.2 Address**

If a member has no registered address in India and has not supplied to the Council an address within India for the giving of notice, a notice addressed to such member and advertised in a newspaper circulating in the neighborhood of the registered office of the Council shall be deemed to be duly given to such member, on the day on which the advertisement appears in the newspaper.

**Article 35.3 Service of Notice**

a. Any notice required to be given by the Council to the members or any of them and not expressly provided for by these articles, shall be sufficiently given, if given by advertisement and any notice which is required to be, or which may be, given by advertisement shall be advertised once at least

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in one or more newspaper circulating in the neighborhood of the registered office of the Council.

## 36. PROCEEDING AT MEETING OF THE COUNCIL

### 36.1 Business and Quorum

No business shall be transacted at any meeting of the Council, unless the quorum laid down in article 17.2 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 17.4 shall apply.

### 36.2 Conduct of Meeting: Who to Preside

The provisions of article 17.5 shall apply regarding presiding over the meetings ofthe Council.

### 36.3 Voting by show of hands

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

### Article 36.4 Adjournment

a. The Chairperson of a meeting of the Council may, with the consent of the meeting adjourn the same 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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## 37. VOTES OF MEMBERS

### 37.1 Voting

At any meeting of the Council, every Ordinary member and associate members satisfying the condition laid down in Article 4.1(b) present shall be entitled to one vote and in the event of an equality of votes, the Chairperson shall have a casting vote, in addition to his own. No member shall nominate any other person to vote on his behalf, except as otherwise provided in these articles.
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 tovote on their behalf except as otherwise provided in these

Articles.

## 38. MINUTES

### 38.1 Minutes

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

(a) passed unanimously; or
(b) adopted by majority; or
(c) defeated, as the case may be.

## 39. BOOKS AND DOCUMENTS

### 39.1 Books of Accounts

The Committee shall cause to be kept proper books of accounts with respect to:

a. all sums of money received and spent by the Council and the matters in respect to which the receipt and expenditure took place;
b. all sales and purchases of goods by the Council; and
c. the assets and liabilities of the Council.

### 39.2 Books where kept

The books of accounts referred to in article 39.1shall be kept at the Registered Office of the Council or at such other places as the Committee thinks fit, and shall be open for inspection by the members of the Committee during office hours.

### 39.3 Time and Place

The Committee shall, from time to time, by rules determine whether and to what extent and at what times and place and under what conditions, the accounts and books of the Council or any of them shall be open for the inspection of the members (not being members of the Committee) and no member (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 authorised by the Committee or by a resolution of the Council in a general meeting.
Provided that, the accounts and books of the Council shall be open for inspection by an officer duly authorised in this behalf by the Central Government for as certaining or verifying the income and expenditure of the Council or for such other purposes as may, by agreement between the Council and the Central Government, be specified in this regard.

### 39.4 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 at least fourteen days previous to the annual general meeting of the Council, be sent to the registered address of every member and a copy shall also be kept at the registered office of the Council for the inspection of members during a period of at least fourteen days before the meeting.

**39.5 Copies**

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 Executive Director or Secretary, shall (in the case of a Council incorporated under the Companies Act, 2013) be filed with the competent officer as required by the Companies Act 2013.

**40. AUDITORS**

**40.1 Auditors**

a. Auditors shall be appointed at the annual general meeting of the Council each year,
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.

**41. BUDGET ESTIMATES**

**41.1 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 Committee in such form and on such date as may be specified by the Committee.

**42. EXPENDITURE**

**42.1 Expenditure**

a. Subject to the provisions of these articles and the rules framed there under, the Committee may incur such expenditure as it may think fit and write off any sums and may delegate to the Chairperson 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.

**43. CUSTODY AND DISBURSEMENT OF FUNDS**

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**43.1 Custody rules**

a. The Committee shall make rules for the custody and disbursement of funds of the Council;
b. The account 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.

**44. INVESTMENT OF FUNDS**

**44.1 Investment**

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

**45. HEAD OFFICE**

**45.1. Head office of the Council**

The Head Office of the Council shall be at "Vanijya Bhawan", International Trade Facilitation Centre, 1/1, Wood Street, 2nd Floor, Kolkata - 700 016.

**45.2 Official 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 the important developments on the website.
b. The Council shall have an official email ID which will be widely circulated to the 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.

**46. ACTION PLANS**

**46.1 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.

**46.2 Duty of Council**

1. The Council shall, from time to time, obtain from its members proposals for export and then prepare an integrated action plan for -
   a. The promotion of exports;
   b. The generation of production for exports;
   c. The setting of exports targets generally and also in relation to specific countries and commodities.
   d. The signing of MoUs/agreements, foreign collaborations with partner agencies,
   e. Imparting export-oriented training programme to the member exporters, and

f. Giving wide publicity for creating awareness among exporters about trade developments, Government policies and opportunities available.

2. 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.
3. The Council shall make all possible efforts to secure prompt execution of such plans.

## 47. POWERS OF THE CENTRAL GOVERNMENT

### 47.1 Power to give directions

1. The Central Government shall have power to give directions to the Council as to the performance of its functions, where the Government considers such directions to be necessary:
   a. In the interests of national security: or
   b. In the interests of the national economy: or
   c. Otherwise in the public interest.
2. 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.
3. The Council shall be bound to comply with all directions issued by the Central Government under sub-articles **(1)** or **(2)** of this article and all provisions contained in the Export Import Policy of the Central Government for the time being in force.
4. The Council not following the provisions contained in para 2.78 of theHandbook 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.

### 47.2 Foreign Collaboration

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

## 48. 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.

## 49. REPUGNANCY TO COMPANIES ACT

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

## 50. MODIFICATION DURING THE TRANSITIONAL PERIOD

To promote 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

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modification in these Articles, subject to prior approval of the Central Government. But no such power shall be exercised after the expiry of two years from such adoption.

## 51. 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 generally or be in relation to a group of Councils or a particular Council where such a direction appears to be necessary in public interest.