



शेलाक एण्ड फारेस्ट प्रोडाक्ट्स ऐक्सपोर्ट प्रमोशन कौंसिल
Shellac And Forest Products Export Promotion Council

Formerly Shellac Export Promotion Council

(भारत सरकार का वाणिज्य और शिल्प मंत्रालय से प्रवर्तित)

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

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

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

Ref : SHEFEXIL/AGM/2023-24

TO ALL MEMBERS OF THE COUNCIL

**NOTICE OF THE SIXTY SIXTH ANNUAL GENERAL MEETING OF THE
COUNCIL**

NOTICE is hereby given that the 66th Annual General Meeting of The Council will be held on Wednesday, the 27th day of September, 2023 at 12.30 P.M. through Video Conferencing ("VC")/ Other Audio Visual means ("OAVM") to transact the following business:

ORDINARY BUSINESS :

1. Confirmation of the Minutes of the 65th Annual General Meeting of the Council held on 30th September, 2022.
2. To receive, consider and adopt the Annual Accounts of the Council for the financial year ended on 31st March 2023, the Balance Sheet as at that date and the Report of the Committee of Administration and Auditors report thereon.
3. To receive, consider and adopt the Annual Report on the activities of the Committee for the year ended on 31st March, 2023.
4. To ratify appointment of M/s RK Patodi & Co., Chartered Accountants (Firm Regn. No. 305091E), as Statutory Auditors of the Council, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 67th Annual General Meeting of the Council and to fix their remuneration.

5. SPECIAL BUSINESS:

A. Alteration of Memorandum of Association

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

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and in pursuance of the approval granted by the Department of Commerce, Government of India by a Notification No. K-15021/3/2019 -EP-CAP- DoC dated 10th May, 2023, the Objects contained in the amended Clause 3 as well as Clause 8 of the Memorandum of Association of SHEFEXIL placed at this meeting, and for the purpose of identification initialled by the Chairman, be and are hereby approved in place of the existing Clauses 3 and 8 of the Memorandum of Association in the following manner :

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, (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 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** stored 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 advise 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.”

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.”

RESOLVED FURTHER THAT Dr. Lal Hingorani, Chairman, SHEFEXIL be and is hereby authorized to take all necessary action to give effect to the relevant amendment and also authorized to do all such things deeds acts as may be necessary in this regard.”

B. Alteration of Articles of Association

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

“RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013 and in pursuance of the approval granted by the Department of Commerce, Government of India by a Notification No. K-15021/3/2019 EP-CAP- DoC dated 10th May, 2023, the necessary changes of Article 27.2 of the Articles of Association of SHEFEXIL placed at this meeting, and for the purpose of identification initialled by the Chairman, be and are hereby approved as Article 27.2 of the Articles of Association of SHEFEXIL in place of the existing Article 27.2 of the Articles of Association of SHEFEXIL.

“27.2 Reservation

- a) 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.
- b) 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.
- c) At least three of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the Guar Gum industry.

- d) **At least three of the seats for the elected members of the Committee shall be reserved for the representatives belonging to the Nutraceuticals industry.**
- e) At least one of the seats for the elected Members of the Committee shall be reserved for representatives belonging to the Herbs industry.
- f) 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.
- g) 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.
- h) 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.”

RESOLVED FURTHER THAT Dr. Lal Hingorani, Chairman, SHEFEXIL, be and is hereby authorized to take all necessary action to give effect to the relevant amendment and also authorized to do all such things deeds acts as may be necessary in this regard.

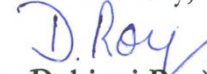
**BY ORDER OF THE COMMITTEE
OF ADMINISTRATION**

Address :

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

Date : 11th September, 2023

Yours faithfully,


(Dr. Debjani Roy)
EXECUTIVE DIRECTOR

Note :

1. Copy of the Minutes of the 65th Annual General Meeting of the Council held on 30th September, 2022 is enclosed.
2. Annual Report of the Committee of Administration for the year ended 31st March, 2023 is enclosed.
3. Statement of the Annual Accounts of the Council for the financial year ended 31st March, 2023 is enclosed.
4. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 10/2022 dated December 28, 2022, 2/2022 dated May 5, 2022, 2/2021 dated January 13, 2021, 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the said MCA Circulars, the AGM of the Council is being held through VC / OAVM. The procedure for participating in the meeting through VC/ OAVM is explained hereinafter. The venue of the meeting shall be deemed to be the Regd. Office of the Council i.e. 1/1 Wood Street, 2nd Floor, Vanijya Bhavan, International Trade Facilitation Centre, Kolkata-700016.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Council. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Members desirous of obtaining any information concerning the accounts and operations of the Council are requested to address their questions in writing to the Executive Director of the Council by Monday, 25th September, 2023.
8. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, Membership No., PAN, Mobile Number to shefexil.scrutinizer@gmail.com from 18th September, 2023 (9:00 a.m. IST) to 25th September, 2023 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Council reserves the right to restrict the number of speakers depending on the availability of time for the AGM. In the interest of time, each speaker is requested to express his / her views in 2 – 3 minutes.
9. However, members may post their comments/queries (not more than 150 characters) in the chat box available on the Video Conferencing interface. Message posted by the members will be dealt with accordingly.

10. Corporate Members are required to send to the Council a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
11. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Council will be entitled to vote.
12. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is appended with this Notice.
13. **Voting through electronic means :**
Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Council is offering e-voting facility to its Members in respect of the businesses to be transacted at the 66th Annual General Meeting scheduled to be held on Wednesday, 27th day of September, 2023 at 12.30 P.M. The Council has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. The e-voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

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

The Instructions for members voting electronically are as under:

THE INSTRUCTIONS FOR MEMBERS FOR Remote/VENUE E-VOTING ARE AS UNDER :

- (i) The voting period begins on 24th September, 2023 (9:00 a.m. IST) to 26th September, 2023 (5:00 p.m. IST). The members of the Council appearing on the Register of Members of the Council as on 20th September, 2023 i.e. the cut-off date, may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 1. Members are requested to log on to the e-voting website www.evotingindia.com.
 2. Please click on Shareholders / Members
 3. Please enter your user id.
 4. Please enter the image verification (Captcha) as displayed and click on Log-in
 5. Please enter the "Sequence Number" in the "PAN" field
 6. Please enter the user id again in the "Bank Details" field
 7. Please click on the "Submit" tab to get to the EVSN selection screen
 8. Please click on the EVSN of Shellac And Forest Products Export Promotion Council on which you choose to vote
 9. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES / NO" for voting. Please select the option YES or No as desired. The option YES implies that you assent the Resolution and option NO implies that you dissent to the Resolution.

14. In case you have any queries or issues regarding e-voting, please contact the Council . You may also send mail to helpdesk.evoting@cdslindia.com or refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com.
15. The voting rights of members shall be reckoned as on the cut-off date of 20th September, 2023.
16. The member already cast his/her vote through remote e-voting would not be allowed to cast vote again through e-voting at the AGM. However, he/she can attend the AGM.
17. Dr. Asim Kumar Chattopadhyay, Practising Company Secretary (FCS-2303: CP-880) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is shefexil.scrutinizer@gmail.com.
18. The Scrutinizer shall within a period not exceeding three days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Council and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Council.
19. The Results shall be declared on or after the AGM of the Council. The Results declared along with the Scrutinizer’s Report shall be placed on the Council’s website www.shefexil.org and on the website of CDSL within 1 (one) day of passing of the resolutions at the AGM of the Council. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.
20. Ordinary Members (like Company/co-operative) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered e-mail address to shefexil.scrutinizer@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 26th September, 2023 by 06:00 P.M.
21. If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating the meeting through VC/OAVM.
22. An Ordinary Member (or his authorized representative) shall alone be entitled to vote at the Annual General Meeting of the Council. An Associate Member is only entitled to attend the Annual General Meeting of the Council. Associate Member will not be entitled to cast vote.
23. Quorum for an Annual General Meeting shall be 1/10th of the total number of Ordinary Members in terms of Article 17.2(b) of the Articles of Association.
24. Members may also note that the Notice of the 66th AGM and the Annual Report 2022-2023 will be available on the Council’s website www.shefexil.org.
25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

26. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- i. Members will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-voting system. Members may access the same at www.evotingindia.com under Members login by using the remote e- voting credentials. The link for VC / OAVM will be available in Members login where the EVSN of Council will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of CDSL.
- ii. Members can participate in the AGM through smart phone/laptop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops connected through broadband. Further Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Participating Members are requested to keep their device under 'Mute' mode, except for pre-registered speakers, when invited to speak at the Meeting.
- iii. Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- iv. The Members who are members as on closure of the business hours on 20th September, 2023 are requested to join the AGM through VC/OAVM mode, 30 minutes before the scheduled time of the commencement of the Meeting and not later than 15 minutes after the commencement of the meeting by following the procedure mentioned in the Notice.
- v. Members who need assistance before or during the AGM, can contact CDSL on helpdesk.evoting@cdslindia.com or use Toll Free No.1800-222-990

**EXPLANATORY STATEMENT FOR AMENDMENT OF MEMORANDUM OF
ASSOCIATION OF SHEFEXIL**

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

Item Nos . A

To give effect to the directions of the Ministry of Commerce and Industry, Director General of Foreign Trade (DGFT), Department of Commerce, Government of India contained in the Public Notice No.55/2015-2020 dated 2nd February, 2023 and the directions contained in the letter dated 15th February, 2023 issued by the Department of Commerce, EP (CAP) Division, Government of India to SHEFEXIL, the members are of the view that Clause 3 of the Memorandum of Association needs to be amended.

Further, Clause 8 of the Memorandum of Association also needs to be amended as the reference to Article 65 in Clause 8 of the Memorandum of Association appears to be a mistake and the Article 51 should be read in place of Article 65 in Clause 8 of the Memorandum of Association.

Accordingly, the members of the SHEFEXIL recommend Resolution A of the enclosed Notice of the Annual General Meeting in terms of Section 13 of the Companies Act, 2013 and in pursuance of the approval granted by the Department of Commerce, Government of India by a Notification No. K-15021/3/2019 EP-CAP- DoC dated 10th May, 2023.

A copy of the proposed altered Clauses 3 and 8 of the Memorandum of Association of SHEFEXIL are available for inspection at the registered office of SHEFEXIL during the office hours from 11 A.M. to 1 P.M.

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

The Resolution is proposed for approval of the members.

Item No. B

The members of SHEFEXIL are of the view that Article 27(2) "Reservation" of the Articles of Association should be amended for the following reasons –

a) Public Notice No. 38/2015-2020 dated 1st October, 2015 issued by the Ministry of Commerce and Industry, Directorate General of Foreign Trade Government of India shifting the export promotion responsibility for Sesame Seeds and Niger Seeds to Indian Oilseeds & Produce Export Promotion Council from SHEFEXIL. In view thereof reference of Sesame Seeds and Niger Seeds should be deleted from Article 27.2 of Articles of Association.

b) In terms of existing Article 27.2 of Articles of Association of SHEFEXIL 6 seats were initially reserved for Shellac and Lac based product group which after expiry of 3 years has been reduced to 3. Presently, SHEFEXIL is maintaining 3 seats for Shellac and Lac based product group. Hence consequential changes are required to be made in Article 27.2 of Articles of Association.

c) Public Notice dated 2nd February, 2023 and the letter issued by EP(CAP) Division, Department of Commerce dated 15th February, 2023 by which SHEFEXIL has been directed to create a separate panel for Nutraceuticals. Due to inclusion of Nutraceuticals in the product basket of SHEFEXIL changes have to be made in Article 27.2 of the Articles of Association.

The members of SHEFEXIL accordingly recommend Resolution B of the enclosed Notice of the Annual General Meeting proposing the changes of Article 27.2 pursuant to Section 14 of the Companies Act, 2013 and in pursuance of the approval granted by the Department of Commerce, Government of India by a Notification No. K-15021/3/2019 EP-CAP- DoC dated 10th May, 2023.

A copy of the proposed altered Article 27.2 is available for inspection at the registered office of SHEFEXIL during the office hours from 11 AM to 1 PM.

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

The Resolution is proposed for approval of the members.

**BY ORDER OF THE COMMITTEE
OF ADMINISTRATION**

Address :

1/1, Wood Street, 2nd Floor

Kolkata -700 016

Date : 11th September, 2023

Yours faithfully,


(Dr. Debjani Roy)

EXECUTIVE DIRECTOR