

EEPC INDIA
VANIJYA BHAVAN (1ST FLOOR)
INTERNATIONAL TRADE FACILITATION CENTRE
1/1, WOOD STREET, KOLKATA-700 016
TELEPHONE: 91-33-22890651/52/53
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URL: www.eepcindia.org
CIN: U51900WB1955NPL022644

NOTICE

To
ALL MEMBERS OF EEPC INDIA

Re: 64th Annual General Meeting of EEPC India

NOTICE is hereby given to all the members that the 64th Annual General Meeting of EEPC India will be held at its Registered Office, 1/1 Wood Street, Kolkata – 700 016 **on Thursday, the 26th September, 2019 at 2.30 p.m.** to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of EEPC India for the financial year ended 31st March 2019 and the Reports of the Working Committee ('the Board') and the Auditors thereon.
2. To place on record names of the members elected to the Working Committee in place of those retiring by rotation or ipso facto ceased to be a member of the Working Committee.
3. To appoint Statutory Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass with or without modification the following resolution which will be proposed as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification or variation thereof, and pursuant to the recommendation of the Working Committee ('the Board'), M/s. Ranjit Jain & Co., Chartered Accountants having Firm Registration Number 322505E, be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors, M/s. S.Saraogi & Co., Chartered Accountants, for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 69th Annual General Meeting of the Company to be held in the year 2024, to examine and audit the accounts of the Company, at remuneration to be decided upon.”

SPECIAL BUSINESS

Adoption of new set of Articles of Association of the Company

To consider and, if thought fit, to pass with or without amendments, the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to the approvals, permissions, and sanction from the Registrar of Companies, Eastern Region, Kolkata, approval of the members of the Company be and is hereby accorded for adoption of the new set of Articles of Association which has been approved by the Working Committee.

RESOLVED FURTHER THAT Mr. Suranjan Gupta, Executive Director and Mr. Adhip Mitra Additional Executive Director & Secretary, be and are hereby authorized to interact with the Registrar of Companies, Eastern Region and all other persons necessary for giving effect to the proposed amendment.”

By Order of the Working Committee

Place: Kolkata

Date: 10th September, 2019

Sd/-

ADHIP MITRA

Additional Executive Director & Secretary

NOTES:

1. **A MEMBER SHALL NOT BE ENTITLED TO APPOINT ANY OTHER PERSON AS HIS/HER PROXY UNLESS SUCH OTHER PERSON IS ALSO A MEMBER OF EEPC INDIA. (Rule 19(1) of the Companies (Management and Administration) Rules, 2014).**

Proxies, in order to be effective, must be received at the Registered Office of the Company, 1/1, Wood Street, Kolkata 700 016, not less than forty-eight hours before the commencement of the 64th Annual General Meeting i.e. by 2.30 p.m. on 26th September, 2019.

2. Ordinary Members intending to send their authorised representatives to attend the Meeting are requested to send to EEPC India a certified true copy of the Board Resolution/ Authorisation Letter authorising their representative to attend and vote on their behalf at the Meeting. Associate members may also attend the meeting by themselves or through their authorised representative.
3. The Companies Act, 2013 and rules made thereunder provide that all documents like Annual General Meeting Notice, Audited Financial Statements, Directors' Report, Auditors' Report, Annual Report etc. be sent to the members in electronic form to the e-mail address provided by them. Accordingly, such emails have been sent. The physical copies of the annual report will also be available at our Head Office for inspection during office hours. Members are also requested to update their email addresses with EEPC India in case of any change.

4. Electronic copy of the Notice of the 64th Annual General Meeting of EEPC India inter alia indicating the process and manner of e-voting is being sent to all the members to that email IDs registered with EEPC India. For members who have not registered their email address, physical copies of the said Notice of 64th Annual General Meeting of EEPC India will be sent separately. However, the votes of only the ordinary members will be valid. The said notice will indicate the process and manner of voting.
5. Members may please note that the facility for voting through polling paper shall be made available at the 64th Annual General Meeting and only the eligible members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
6. Members may please note that the Notice of 64th Annual General Meeting and Annual Report for 2019 will also be available at EEPC India website www.eepcindia.org. The Physical copies of the aforesaid documents will also be available at all the offices of EEPC India for inspection during normal business hours on working days. Also, the printed copies of the same will be made available on specific requisition.
7. Route map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
8. **Voting through electronic means (only for Ordinary Members)**

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the Secretarial Standard on General Meeting (SS2) issued by The Institute of Company Secretaries of India, the Company is pleased to offer e-voting facility to the ordinary members to exercise their right to votes electronically on all the resolutions set forth in the Notice convening the 64th Annual General Meeting to be held on Thursday, 26th September, 2019 at 2.30 p.m. EEPC India has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
21 st September, 2019 at 10.00 a.m	25 th September, 2019 at 5.00 p.m.

Please read the following instructions to exercise your vote:

These details and the instructions form an integral part of the Notice for the 64th Annual General Meeting to be held on Thursday, 26th September, 2019.

Steps for e-voting (only for Ordinary Members)

The process and instructions for e-Voting enclosed as attachment to the Notice.

- I. Open the attached PDF file “**e-Voting.pdf**” giving your membership code as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password.
- II. Open the internet browser and type the following URL.
<https://www.evoting.nsdl.com>
- III. Click on members –Login
- IV. Insert User ID and Password as initial password stated in (I) above. Click on ‘**Login**’
- V. The Password change menu will appear on your screen. Change to new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your password confidential.
- VI. Once the e-voting home page opens, click on **e-voting> Active Voting Cycles**.
- VII. Select the EVEN (E-Voting Event Number) of EEPC INDIA (the number is provided in this document). Once you enter the number, the Cast Vote page will open. Now you are ready for e-voting.
- VIII. Cast your vote by selecting your favored options and click **Submit**. Also click **Confirm** when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified.
- IX. In case of any queries, you may refer the frequently asked questions (FAQs) for members and e-voting user manual for members available at the Downloads section of <https://www.evoting.nsdl.com> . You can also mail your queries at NSDL, by sending an email to evoting@nsdl.co.in.
- X. Corporate and institutional members are required to send a scanned copy of the relevant Board Resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested, to the Scrutinizer through e-mail at caanujtulsyan@hotmail.com with a copy marked to NSDL’s e-mail ID evoting@nsdl.co.in.
- XI. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communications(s)

General Instructions

- a. The remote e-Voting period commences on 21st September, 2019 (10.00 a.m.) and ends on 25th September, 2019 (05.00 p.m.).
- b. The Working Committee of EEPC India (‘the Board’) has appointed Mr. Anuj Tulsyan, Practicing Chartered Accountant (Membership No.067173), as the Scrutinizer to collate the votes downloaded from the e-voting system and votes casted at 64th Annual General Meeting to declare the final result for each of the Resolutions forming part of the Notice of the 64th Annual General Meeting.
- c. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting, unlock the votes in the presence of at least two witnesses, not in the employment of EEPC India make a Scrutinizer’s Report of the votes cast in favor of or against, if any, forthwith to the Chairman of EEPC India or a person authorised by him in writing.

d. The results declared along with the Scrutinizers' Report shall be placed on EEPC India website www.eepcindia.org and on the website of NSDL within 2 days of the passing of the resolutions at the 64th Annual General Meeting of EEPC India.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection at the registered office of EEPC India during business hours on all working days up to the date of the 64th Annual General Meeting.

Encl: Explanatory Statement, pursuant to section 102 of the Companies Act, 2013 relating to Special Businesses to be transacted at the 64th Annual General Meeting (AGM) is annexed hereto.

By Order of the Working Committee

Place: Kolkata

Date: 10th September, 2019

Sd/-

ADHIP MITRA

Additional Executive Director & Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Annexed to the Notice convening the 64th Annual General Meeting to be held on Thursday, 26th September, 2019.

Section 14 of the Companies Act, 2013 provides that Subject to the provision of the Companies Act 2013 and the conditions contained in the Memorandum, if any, a company may, by a special resolution, alter its articles.

In view of the certain changes suggested by the Ministry of Commerce & Industry, Department of Commerce, Government of India regarding existing functioning of EEPC India and also the existing rules for conducting elections of Working Committee of EEPC India ('the Board'), changes are required to be made in the relevant provisions of the Articles of Association. The Working Committee of EEPC India ('the Board') at its meeting held in Kolkata on 30th August, 2019 deliberated upon this issue and was of the opinion that the matter be placed before the general members of EEPC India in the forthcoming Annual General Meeting for their concurrence.

The statement of changes proposed to be made in the existing Article of Association as approved by the Working Committee and Ministry of Commerce & Industry, Department of Commerce, Government of India, will be available on www.eepcindia.org along with the Notice of 64th Annual General Meeting, and also all the Offices of EEPC India during office hours for inspection of the members.

Consent of the members by passing a Special Resolution is required in this regard.

None of the Working Committee members of EEPC India and their relatives is concerned or interested in this Resolution.

The Working Committee recommends this Special Resolution for the approval of the members.