

Ref : SHEFEXIL/AGM/2025-26

**TO ALL MEMBERS OF THE COUNCIL**  
**NOTICE OF THE SIXTY EIGHT ANNUAL GENERAL MEETING OF THE COUNCIL**

**NOTICE** is hereby given that the 68<sup>th</sup> Annual General Meeting of the Council will be held on the 29<sup>th</sup> day of December, 2025 at 12.30 P.M through Video Conferencing / Other Audio Visual means to transact the following business:

**ORDINARY BUSINESS :**

1. Confirmation of the Minutes of the 67<sup>th</sup> Annual General Meeting of the Council held on 23<sup>rd</sup> December, 2024.
2. To receive, consider and adopt the Annual Accounts of the Council for the financial year ended on 31st March 2025, 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, 2025.
4. To place on record the names of the Members of the Committee of Administration of the Council pursuant to the election whose result will be declared by the Scrutinizer on 26<sup>th</sup> December, 2025.
5. To consider appointment of M/s R. K. 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 69<sup>th</sup> Annual General Meeting of the Council and to fix their remuneration.

**SPECIAL BUSINESS :-**

**1. Amendment in the Articles of Association**

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

**“RESOLVED THAT** pursuant to the provisions Section 5, 14 of the Companies Act, 2013 and other applicable provisions and further subject to approval of the same by the members of the Council, contain amendments proposed to be made in Articles of Association of the Council, a copy of which is available for inspection on the website of the Council, [www.shefexil.org](http://www.shefexil.org), be and an hereby approved and adopted as the present Article of Association of the Council.

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

**BY ORDER OF THE COMMITTEE  
OF ADMINISTRATION**

**Address :**

1/1, Wood Street, 2<sup>nd</sup> Floor  
Kolkata -700 016  
Date : 09.12.2025

**(Dr. Debjani Roy)  
EXECUTIVE DIRECTOR**

## Notes :

1. Statement of the Annual Accounts of the Council for the financial year ended 31<sup>st</sup> March, 2025 is enclosed.
2. Annual Report of the Committee for the year ended 31<sup>st</sup> March, 2025 is enclosed.
3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 3/2025 dtd. September 22, 2025, 9/2024 dated September 19, 2024, 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, 2<sup>nd</sup> Floor, Vanijya Bhavan, International Trade Facilitation Centre, Kolkata- 700016.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. 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.
6. 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 Wednesday, 24<sup>th</sup> December, 2025.
7. 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](mailto:shefexil.scrutinizer@gmail.com) from 22<sup>nd</sup> December, (9:00 a.m. IST) to 25<sup>th</sup> December, (5:00 p.m. IST). Those Members who have registered themselves as a speaker will 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.
8. 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.

9. 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.
10. 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.
11. **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 68<sup>th</sup> Annual General Meeting scheduled to be held on 29<sup>th</sup> day of December, 2025 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**

<b>EVSN (E-voting Sequence Number)</b>	<b>USER ID</b>	<b>PERMANENT ACCOUNT NUMBER (PAN) / SEQUENCE NO</b>

The Instructions for members voting electronically are as under:

- (i) The voting period begins on 24<sup>th</sup> December, 2025 (9:00 a.m. IST) to 28<sup>th</sup> December, 2025 (5:00 p.m. IST). The members of the Council appearing on the Register of Members of the Council as on 19<sup>th</sup> December 2025 i.e. the cut-off date, may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Members.
- (v) Now Enter your User ID
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) Enter Sequence No. in PAN Field (Received from CDSL)
- (viii) Enter the User ID again in Bank Details Field
- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Click on the EVSN for the relevant <.....> on which you choose to vote.

Internal

- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “SUBMIT”, else to change your vote, click on “CLOSE” and accordingly modify your vote.
  - (xiv) Once you “SUBMIT” your vote on the Resolution, you will not be allowed to modify your vote
  - (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
    - a. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
12. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [shefexil.scrutinizer@gmail.com](mailto:shefexil.scrutinizer@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 24<sup>th</sup> December, 2025 by 05:00 P.M. without which the vote shall not be treated as valid.
13. In case you have any queries or issues regarding e-voting, please contact the Council or send mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com).
14. The voting rights of members shall be reckoned as on the cut-off date of 22<sup>nd</sup> December, 2025.
15. The member already cast his/her vote through remote e-voting would not be allowed to cast vote again through e-voting at the AGM. However, he/she can attend the AGM.
16. Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary ( FCS : 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](mailto:shefexil.scrutinizer@gmail.com)
17. The Scrutinizer shall within a period <sup>Internal</sup> not exceeding three days from the conclusion of the e-voting period, unblock the votes in the presence of at least two

- (2) witnesses not in the employment of the Council and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Council.
18. The Results shall be declared on or after the AGM of the Council. The Results declared along with the Scrutinizer's Report shall be placed on the Council's website [www.shefexil.org](http://www.shefexil.org) and on the website of CDSL within three days 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.
19. Members may also note that the Notice of the 68<sup>th</sup> AGM and the Annual Report 2024-2025 will be available on the Council's website [www.shefexil.org](http://www.shefexil.org).
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 21. 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](http://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 16<sup>th</sup> December, 2024 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](mailto:helpdesk.evoting@cdslindia.com) or use Toll Free No. 1800 21 09911.

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

**Item No.1**

The Committee of Administration of the Council at its meeting held on 30<sup>th</sup> September, 2024 had adopted the revised Model Articles of Association/By-Laws, 2024 received from the E & MDA Division, Department of Commerce, Ministry of Commerce, Government of India.

It appears that there are some repetitions in the Articles and some inadvertent errors have crept in the present Articles of Association of the Council. For example Article 34.5 is covered in Article 30.1. Similarly, Article 42.1(c) and Article 45.3 are covered in Article 42.1(b) and Article 51 respectively. The Committee of Administration considers it necessary to amend the present Articles of Association of the Council which will be in conformity with the provisions of the Companies Act, 2013 and also the model Articles of Association/By-laws received from the Ministry of Commerce and Industry, Government of India.

A member may obtain a copy of the draft amended Articles of Association from the registered office of the Council during the office hours from 11 A.M. to 1 P.M. The same is also hosted on the website of the Council at [www.shefexil.org](http://www.shefexil.org)

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

The Resolution is proposed for approval of the members.

**BY ORDER OF THE COMMITTEE  
OF ADMINISTRATION**

**Address :**

1/1, Wood Street, 2<sup>nd</sup> Floor  
Kolkata -700 016  
Date : 09.12.2025

**Dr. Debjani Roy  
EXECUTIVE DIRECTOR**