



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

Formerly Shellac Export Promotion Council

(भारत सरकार का वाणिज्य और शिल्प मंत्रालय से प्रवर्तित)

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

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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** 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.”

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- 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 Nutraceutical 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.

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

AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESS TO BE TRANSASCTED AT THE MEETING IS APPENDED HERETO :

Item No.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.

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

AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING IS APPENDED HERETO :

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 is 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.