

EEPC INDIA
VANIYA BHAVAN (1ST FLOOR)
INTERNATIONAL TRADE FACILITATION CENTRE
1/1, WOOD STREET, KOLKATA-700 016
TELEPHONE: 91-33-22890651/52/53
FAX: 91-33-22890654, E-MAIL: eecho@eepecindia.net
URL: www.eepecindia.org
CIN: U51900WB1955NPL022644

NOTICE

To
ALL MEMBERS OF EEPC INDIA

Re: **Extraordinary General Meeting of the Council**

NOTICE is hereby given to all the members that the Extraordinary General Meeting of EEPC India will be held at its Registered Office, 1/1 Wood Street, Kolkata-700 016 on Thursday, the 31st March, 2016 at 2.00 p.m. to transact the following business:

SPECIAL BUSINESS

Adoption of New Articles of Association

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

“**RESOLVED THAT** subject to the approval of the Regional Director, Company Law Board, Eastern Region, approval of the members of the Council be and is hereby accorded for adoption of the new Articles of Association which has been approved by the Working Committee.

RESOLVED FURTHER THAT Shri Bhaskar Sarkar, Executive Director & Secretary and Shri Adhip Mitra, Director (B&F), be and are hereby authorized to interact with the Regional Director, Company Law Board, Eastern Region and all other persons necessary for giving effect to the proposed amendment.”

By Order of the Working Committee

Place: Kolkata
Date: 08th March, 2016

Sd/-
B. SARKAR
Executive Director & Secretary
(DIN: 06865347)

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 THE COUNCIL. (Rule 19(1) of the Companies (Management and Administration) Rules, 2014).
2. Ordinary Members intending to send their authorised representatives to attend the Meeting are requested to send to the Council a certified true copy of the Board Resolution/ Authorised 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. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Council inter alia indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Council for communication purposes. However, the votes of only the ordinary members will be valid. For members who have not registered their email address, physical copies of the Notice of Extraordinary General Meeting of the Council inter alia indicating the process and manner of e-voting is being sent.
4. Members may please note that the Notice of Extraordinary General Meeting along with explanatory statement will also be available at the Council website www.eepcindia.org available at all the offices of the Council for inspection during normal business hours on working days.
5. **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, the Council 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 Extraordinary General Meeting to be held on Thursday, 31st March, 2016 at 2.00 p.m. The Council 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 electronic voting particulars are set out as follows:

EVEN (e-voting event number)	User ID	Password

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

Commencement of e-voting	End of e-voting
28 th March, 2016 at 10.00 a.m	30 th March, 2016 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 Extraordinary General Meeting to be held on 31st March, 2016.

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 Client ID as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
- II. Open the internet browser and type the following URL.
<https://www.evoting.nsdl.com>
- III. Click on members -Login
- IV. If you are already registered with NSDL for e-voting, you can use your existing User ID and Password for Login.
- V. If you are logging in for the first time, please enter the User ID and Password provided in this document.
- VI. 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.
- VII. Once the e-voting home page opens, click on **e-voting> Active Voting Cycles**.
- VIII. 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.
- IX. 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.
- X. 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.
- 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 28th March, 2016 (10.00 a.m.) and ends on 30th March, 2016 (05.00 p.m.).
- b. Mr. Anuj Tulsyan, Practicing Chartered Accountant (Membership No.067173), has been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.
- 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 the Council make a Scrutinizer’s Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Council.
- d. The results declared along with the Scrutinizers’ Report shall be placed on the Council’s website www.eepcindia.org and on the website of NSDL within 2 days of the passing of the resolutions at the Extraordinary General Meeting of the Council on 31st March, 2016.

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 the Council during business hours on all working days up to the date of the Extraordinary General Meeting.

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

Place: Kolkata
Date: 08th March, 2016

By Order of the Working Committee

Sd/-
B. SARKAR
Executive Director & Secretary
DIN: 06865347

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

Annexed to the Notice convening the Extraordinary General Meeting to be held on Thursday, 31st March, 2016.

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 change of the electoral college in terms of Govt. of India's Advisory dated 07.12.2015 changes are required to be made in the relevant provisions of the Articles of Association. The Working Committee of the Council at its meeting held in Mumbai on 10th February, 2016 deliberated upon this issue and was of the opinion that the matter be placed before the general members of the Council in the Extraordinary General Meeting for their concurrence.

The revised Articles of Association incorporating the amendments as approved by the Working Committee will be available on www.eepcindia.org along with the Notice of Extraordinary General Meeting, and also all the Offices of the Council 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 the Council and their relatives is concerned or interested in this Resolution.

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

EEPC INDIA
Vanijya Bhavan (1st Floor), International Trade Facilitation Centre
1/1, Wood Street, Kolkata-700 016
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E-Mail: eepcho@eepcindia.net, URL: www.eepcindia.org
CIN: U51900WB1955NPL022644

ATTENDANCE SLIP

(To be signed and handed over at the entrance of the meeting venue)

Regd. Folio No.: _____

Full Name of the Member (in Block Letters): _____

Name of the Proxy: _____

(To be filled-in if the Proxy Form has been duly deposited with the Council)

I hereby record my presence at the **Extraordinary General Meeting** of the Council on **Thursday, March 31st, 2016 at 02:00 p.m.** at the Registered Office of the Council at Vanijya Bhavan (1st Floor), International Trade Facilitation Centre, 1/1, Wood Street, Kolkata -700016.

Members / Proxy's Signature
(To be signed at the time of handing over this slip)



EEPC INDIA

Registered Office: Vanijya Bhavan (1st Floor), International Trade Facilitation Centre, 1/1, Wood Street, Kolkata - 700016
CIN: U51900WB1955NPL022644, **Web Site:** www.eepcindia.org, **Tel:** 91 33 22890651/52/53, **Fax:** 91-33-22890654, **E-Mail:** eepcho@eepcindia.net

PROXY FORM - MGT - 11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Council: **EEPC INDIA**, CIN: U51900WB1955NPL022644

Registered Office: Vanijya Bhavan (1st Floor), International Trade Facilitation Centre, 1/1, Wood Street, Kolkata – 700016. India.

Name of the Member (s):

Registered Address:

E-mail Id: Folio No / Client Id:

I / We, being the member(s) of the above mentioned Council, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him/her

2. Name:

Address:

E-mail Id:

Signature:, or failing him/her

3. Name:

Address:

E-mail Id:

Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **Extraordinary General Meeting** of the Council to be held on the **31st day of March 2016 at 02.00 p.m.** at the Registered Office of the Council and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution No.1 : Adoption of New Articles of Association of the Council.

Signed this day of, 2016

Signature of Member (s)

Signature of Proxy Holder (s)



Note: This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Council, not less than 48 hours before the commencement of the Meeting.