



# The Indian Silk Export Promotion Council

(Sponsored by Ministry of Textiles Govt. of India)  
1302-03, Ansal Tower, 38 Nehru Place, New Delhi – 110 019 (India)

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ISEPC Cir No 110-AGM-N/20-21

7<sup>th</sup> September 2021

TO

**ALL MEMBERS OF THE COUNCIL**

Dear Sirs,

**Subject: Forwarding Notice of 38th Annual General Meeting along with Agenda: Reg:**

The Members are hereby informed that the 38th Annual General Meeting of the Council will be held on **28th September 2021 (Tuesday) at 1.00 p.m. on HYBRID / Virtual settings.**

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and allowed to send communications including sending of Annual Report to Members by e-mail. To support this green initiative of the Government in full measure, the Council intends to send the Annual Report on registered email ids of the members.

In view of the above, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Council. Members may please note that the Notice and will Annul Report will also be available on the Council’s website at <http://www.theindiansilkexportpromotioncouncil.com>

Members whose email address is not registered can register by sending a mail to [roisepec@gmail.com](mailto:roisepec@gmail.com) with copy to at [isepch@gmail.com](mailto:isepch@gmail.com).

The AGM agenda is given below. Kindly make it convenient to attend the meeting.

With regards,

Yours sincerely,

Sd/-

(Sanjeev Kr Sharma)

Sr Director

&

Chief Information Officer

ISEPC, New Delhi, India

**Encls** : a/a



# **THE INDIAN SILK EXPORT PROMOTION COUNCIL**

(Limited by Guarantee)

(Sponsored by Govt. of India, Ministry of Textiles)

1302-03, Ansal Tower, 38 Nehru Place, New Delhi- 110019, India

CIN U17110DL1983NPL319014

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Website: [www.theindiansilkexportpromotioncouncil.com](http://www.theindiansilkexportpromotioncouncil.com)

## **NOTICE**

**ISEPC/ 38<sup>th</sup> AGM(28-9)/2021-22**

**6<sup>th</sup> September 2021**

**Notice** is hereby given that the **Thirty Eight (38<sup>th</sup>) Annual General Meeting** of the “**Indian Silk Export Promotion Council**” (ISEPC) will be held at **1.00 PM** onwards on **Tuesday, the 28<sup>th</sup> September 2021, at New Delhi**, through Hybrid settings, to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt **Annual Report of the Committee of Administration of ISEPC**, on the Annual Activities of **The Indian Silk Export Promotion Council**, for the period under report from 1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2021;
2. To receive, consider and adopt the “**Audited Financial Statement**” of the Council for the year ended on 31<sup>st</sup> March, 2021, together with **Auditor’s Report, thereon**;
3. To appoint/re-appoint Auditors for the Indian Silk Export Promotion Council to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration;

### **Special Business:**

4. To alter Articles of Association of the company in respect of Article 27.3 (b) of the Article of Association of the Council regarding withdrawal of Govt. Nominee from the composition of the Committee of the Indian Silk Export Promotion Council and in this regard To consider and if thought fit to pass following resolution with or without modification as Special Resolution:

“RESOLVED THAT pursuant office order issued by Government of India, Ministry of Textiles, Textiles Trade Promotion Board dated 13.08.2020 and pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered by **deleting clause no. b) of Article no. 27.3 (nominated members not exceeding three in numbers) of Articles of Association of the Company.**

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution.”

For & on behalf of the Committee of Administration of  
**The Indian Silk Export Promotion Council**

Sd/-  
**(Sanjeev Kr. Sharma)**  
**Sr. Director, ISEPC**  
**New Delhi, India;**

## **EXPLANATORY STATEMENT TO ORDINARY BUSINESS**

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 shall be placed in the meeting;
2. The Annual General Body Meeting of the Council was held on 29/09/2020 at New Delhi and the minutes thereon was issued to all the members. No objection has been received so far. Members may kindly confirm the same;
3. The Committee of Administration has prepared a report briefly describing the activities undertaken by the Council for benefiting the members in their export efforts, as well as trade dissemination during the year 2020-21. Members may kindly review and adopt;
4. The Auditor of the Council have audited the Accounts of the Council, the Auditor's Report, Audited Balance Sheet and Audited Statement of Income & Expenditure pertaining to the period 01/04/2020 to 31/03/2021 and placed for perusal, approval and adoption by the members;

The Auditor of the Council has submitted a report on the accounts of the Council to the Committee of Administration for consideration. Auditor's observation in their report and relative notes on the accounts are self-explanatory and do not call for any further comments. Members may note that the Notice and Annual Report 2020-21 will also be available on the Council's website (<http://www.theindiansilkexportpromotioncouncil.com>).

## **EXPLANATORY STATEMENT TO SPECIAL BUSINESS**

Please refer office order issued by Government of India, Ministry of Textiles, Textiles Trade Promotion Board dated 13.08.2020 wherein Ministry had allowed exemption to appoint nominee directors and various other persons on the Board. The circular is attached for ready reference

Therefore, your CoA of ISEPC had decided to reflect such amendments in existing Articles of Association of the company by deleting and amending relevant clauses. Further, any alteration in constitutional documents viz., AOA shall require approval of its members through Special Resolution.

None of the Directors or their relatives is concerned or interested in this term of resolution.

For & on behalf of the Committee of Administration of  
**The Indian Silk Export Promotion Council**  
Sd/-  
(Sanjeev Kr. Sharma)  
Sr. Director- ISEPC  
New Delhi, India;

### **IMPORTANT NOTES:**

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular No. 2/6/2020-CL-V dated 13<sup>th</sup> January 2021 read with circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through VC / OAVM, wherein it was decided to allow companies whose AGMs for due to be held in the year 2020, or become due in the year 2021 to conduct their AGM on or before 31.12.2021.
- 2) 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 Company”. Since this edition of AGM is being held pursuant to the MCA Circulars on AGM 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;
- 3) Members intending to authorize their Representatives to attend the Meeting are requested to send a scanned “certified copy” of the board resolution (pdf/jpeg format) Authorizing their Representative to Attend and Vote on their behalf at the Meeting. The said Resolution / Authorization shall be sent to this Council by email through its registered email address to [roisepec@gmail.com](mailto:roisepec@gmail.com); with a copy marked to [isepeccho@gmail.com](mailto:isepeccho@gmail.com);

#### **DRAFT RESOLUTION FORMAT (On a letterhead of Corporate Member)**

“RESOLVED THAT pursuant to the provision of Section 113 and all other applicable provisions, if any, of the Companies Act, 2013, Shri..... or failing him/her, Shri..... be and is hereby authorized to act as the representative of (Name of Corporate member) to attend the 38<sup>th</sup> AGM of ISEPC to be held on 28.09.2021 at 1.00p.m.

“RESOLVED FURTHER THAT the aforesaid representative of the Company, be and is hereby authorized to vote for and on behalf of the Company on any of the Resolutions as stated in the Notice of the Extra Ordinary General Meeting of ISEPC or at any such adjournment thereof, as may be deemed fit, proper and necessary.” The aforesaid RESOLUTION SHALL PREFERABLY BE SIGNED BY SUCH DIRECTOR whose specimen signature has been lodged with the company.

In terms of the provisions of the Companies Act, 2013, the representative of Corporate Member without proper authorizations, such as Board Resolution or Power of Attorney, shall not be permitted to attend and / or vote at the meeting or his presence in the meeting or voting for any resolution shall not be considered valid

- a) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Council on or before 15<sup>th</sup> September 2021 through email on [roisepec@gmail.com](mailto:roisepec@gmail.com). The same will be replied by the Council suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements;

- b) The AGM Meeting shall be deemed to be held at the Registered office of the Indian Silk Export Promotion Council at 1302-03, Ansal Tower, 38 Nehru Place, New Delhi-110019, India;
- c) Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice;
- d) Members can send their requests, if any, to [roisepc@gmail.com](mailto:roisepc@gmail.com) & [isepch@gmail.com](mailto:isepch@gmail.com);
- e) Members are advised to notify, if any, change in their address, along with pin code number, mobile number of authorized representative and email IDs;

**INSTRUCTIONS FOR REGISTERED MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:**

- a) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis;
- b) The link for VC/OAVM will be mailed to all concerned;
- c) Members are advised to join the Meeting through “Laptops / iPads” for better experience, in place of mobile instruments;
- d) Further Members will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting;
- e) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuations in their respective networks. It is therefore, recommended to use stable Wi-Fi or LAN connection to minimize / mitigate any kind of aforesaid glitches;
- f) Members who would like to express their views / ask questions during the Meeting may register themselves as a speaker by sending their request in advance mentioning their name, and other particulars, email ID, mobile number at Email IDs at [roisepc@gmail.com](mailto:roisepc@gmail.com) & what's app No +9899573797;
- g) Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.

For & on behalf of the Committee of Administration of  
**The Indian Silk Export Promotion Council**  
Sd/-

**(Sanjeev Kr Sharma)**  
Sr. Director-ISEPC  
New Delhi India