

SG/43rd (EGM)/2013-14/

NOTICE
OF
43rd EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that 43rd Extra Ordinary General Meeting of Sports Goods Export Promotion Council will be held on Wednesday, the 15th day of May, 2013 at 6.00 P.M at India Habitat Center, Lodhi Road, New Delhi to transact the following Special Businesses.

Item No. 1 : Alteration in the Article 3.3 of Articles of Association

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to the provision of the Companies Act, 1956, if any, provision of Article 3.3 of the Articles of Association of the Council be modified and amended in the following manner:

Article 3.3 **ORDINARY MEMBERSHIP**

In order to be eligible for ordinary membership of the council a person must satisfy the following requirements namely:-

- a) *he or the entity represented by him must have been an associate members of the Council for at least two years.*
- b) *He or the entity represented by him must have, to his or its credits during the three financial years immediately preceding average exports in respect of the product of not less than the amount mentioned below:-*
 - i. **MSME: 25 lakhs**
 - ii. **Others: 75 lakhs**

1. See also article 8.3. infra.

Item No. 2 : Alteration in the Article 4.2 of the Articles of Association

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to the provision of the Companies Act, 1956, if any, provision of Article 4.2 of the Articles of Association of the Council be modified and amended in the following manner:

Article 4.2. ELIGIBILITY OF ORDINARY MEMBERS

A candidate for election to any position in the Council must satisfy the following conditions, namely;

- a) he or the entity represented by him, must have, to his or its credit during the one financial year immediately preceding exports of the products of not less than the amount mentioned below:*

- i. MSME : 50 lakhs*
- ii. Others : 1 crores*

Item No. 3 : Alteration in the Article 27.5 of the Articles of Association

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to the provision of the Companies Act, 1956, if any, provision of Article 27.5 of the Articles of Association of the Council be modified and amended in the following manner:

Article 27.5 RETIREMENT OF ELECTED MEMBERS

- i. The term of every elected member to COA shall be 3 years (year counted from AGM to AGM).*
- ii. At the Annual General Meeting, the members of the committee who retire each year shall be those who have completed their term of 3 years, in accordance to clause (i) above.*
- iii. The retiring members shall be eligible for re-election, provided that no person shall hold the post for more than two terms (6 years) continuously.*

Item No. 4 : To give representation to toy sector in the Committee of Administration of SGEPC

The work relating to export promotion of toy sector was transferred from ESC to SGEPC, by Ministry of Commerce & Industry during the year 2001. However there is no representative of toy sector in the Committee of Administration of the council till date. The sentiments of Toy sector and their participation in EPC must be reflected in their seat in COA.

By order of the Committee of Administration



Tarun Dewan
Executive Director

Date: 27th April 2013

Place: New Delhi

NOTE:

1. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 is enclosed herewith.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE ACT

Item 1: Alteration of Article 3.3 of the Articles of Association of the council

The alteration in the stated article of the council been made to increase the eligibility criteria of becoming an Ordinary member of the Council with respect to the average export of the product being made by such members from existing Rs 5 lakhs to 25 lakhs (for MSME) and Rs 15 lakhs to Rs 75 lakhs (for others). Such change is proposed to bring the stipulated limit of becoming an ordinary member in conformity with overall increase in exports.

It is also proposed to delete "However all existing members would continue to be ordinary members irrespective of any of the above criteria" to remove the contradiction with articles 8.3, which provides for conversion of members from ordinary to associate, in case they fail to maintain the eligibility criteria defined in articles 3.3.

Item 2: Alteration of Article 4.2 of the Articles of Association of the Council

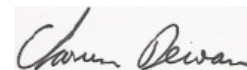
Consequent to the changes made in the Article 3.3 of the Articles of Association of the council, the alteration in the stated article of the council been made to increase the eligibility criteria for giving nomination for the member of the Committee with respect to the export of the product being made by such members from Rs 25 lakhs to Rs 50 lakhs (for MSME) and Rs 50 lakhs to Rs 1 crores (for others).

Item 3: Alteration of Article 27.5 of the Articles of Association of the Council

In view of the increase in number of members of COA from 9 to 12, the number of members elected each year will not be same. Hence it has become necessary to define the tenure of each elected member. There is need to define the tenure of the elected members and also the number of consecutive terms.

Members of COA recommend the resolutions for amendment in above Articles for your approval as Special Resolutions.

By order of the Committee of Administration



Tarun Dewan
Executive Director

Date: 27th April 2013
Place: New Delhi