

## NOTICE

**NOTICE** is hereby given that the 67<sup>th</sup> Annual General Meeting of the Members of ECGC Limited (hereinafter referred to as 'the Company') will be held at 11:00 Hrs. on Tuesday, September 09, 2025 through Video Conference (VC)/ Other Audio-Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS:

#### **Item No. 1 – Adoption of financial statements**

To consider and adopt the Audited Financial Statements including Balance Sheet of the Company as at March 31, 2025, Revenue Account and Profit & Loss Account for the Financial Year ended on that date and the reports of the Directors and Auditors thereon.

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Balance Sheet as at March 31, 2025 and the Revenue Account and Profit & Loss Account for the year ended March 31, 2025 of the Company together with the Statutory Auditors' Report that includes directions of the Comptroller and Auditor General of India (CAG), the comments of the CAG thereon and the Directors' Report to the Members be and the same are hereby received and adopted.”

#### **Item No. 2 – Declaration of dividend**

To declare dividend on equity shares for the Financial Year ended March 31, 2025.

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:





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**“RESOLVED THAT** a final dividend of ₹10 (Rupees Ten only) on every fully paid-up Equity Share of ₹100/- each on total paid-up Share Capital of ₹4,338 crore (Rupees Four thousand three hundred and thirty-eight crore only) be and is hereby declared.

**FURTHER RESOLVED THAT** the total amount of dividend on Equity Shares for the Financial Year 2024-25 amounting to ₹433,80,00,000 (Rupees Four hundred thirty-three crore and eighty lakh only) be and is hereby approved.”

**Item No. 3 – Appointment of Statutory Auditors**

To approve/ delegate the powers to the Board of Directors to fix remuneration of the Head Office Joint Statutory Auditors, Regional Offices Statutory Auditors and Branch Offices Statutory Auditors to be appointed by the Comptroller & Auditor General of India under Section 139(5) read with Section 142 of the Companies Act, 2013 for the Financial Year 2025-26.

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Board of Directors be and is hereby authorised to fix and approve, pursuant to the provisions of Section 142 of the Companies Act, 2013 as may be amended from time to time, the remuneration of the Joint Statutory Auditors to be appointed by the Comptroller and Auditor General of India under Section 139(5) of the Companies Act, 2013 for the Head Office, Regional Offices and Branch Offices of the Company for the Financial Year 2025-26 and that the Joint Statutory Auditors shall hold office till the conclusion of the 68<sup>th</sup> Annual General Meeting.”

**SPECIAL BUSINESS:**

**Item No. 4 – Appointment of Shri Sristiraj Ambastha (DIN 10375617) as the Chairman-cum-Managing Director of ECGC Limited**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:




“**RESOLVED THAT** pursuant to Section 152 and other relevant provisions of the Companies Act, 2013, the proposal for appointment of Shri Sristiraj Ambastha (DIN 10375617) as Chairman-cum-Managing Director of the Company w.e.f. December 16, 2024 as per Department of Commerce, Ministry of Commerce & Industry Office Order No. A-12022/45/2014-E-IV(Pt) dated December 09, 2024 be and is hereby approved.”

**Item No. 5 – Appointment of Shri Subir Kumar Das (DIN 10871349) as a Whole-Time Director of ECGC Limited.**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 152 and other relevant provisions of the Companies Act, 2013, the proposal for appointment of Shri Subir Kumar Das (DIN 10871349) as a Whole-Time Director of the Company w.e.f. January 13, 2025 as per Department of Commerce, Ministry of Commerce & Industry Order File No. 6/6/2011-EMDA-PartFile dated January 13, 2025 be and is hereby approved.”

**By order of the Board of Directors  
For ECGC Limited**



02/09/2025

**(Smita Pandit)  
Company Secretary**

Date: September 02, 2025

Place: Mumbai

Registered Office:

ECGC Bhawan,

CTS No. 393, 393/1- 45, M.V. Road,

Andheri (East),

Mumbai – 400069.







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**Notes:**

1. Pursuant to the applicable provisions of the Companies Act, 2013 (Act) and the Ministry of Corporate Affairs General Circular No. 09/2024, 09/2023, 14/2020, 17/2020 and 20/2020, dated September 19, 2024, September 25, 2023, April 08, 2020, April 13, 2020 and May 05, 2020 respectively, that permit companies to hold the Annual General Meeting (AGM) through Video Conference (VC)/ Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue, the AGM of the Company shall be held through VC/OAVM.
2. Since the AGM will be held through VC/OAVM, the requirement for appointment of proxy stands dispensed with; hence, proxy form is not annexed to the Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
4. Web-Link and log-in details to attend the 67<sup>th</sup> AGM are available in the e-mail. For security reasons, Members are requested not to share the web link/ meeting ID and password with any other person and take utmost care to safeguard the login credentials.
5. In accordance with the MCA Circulars *ibid*, the Company shall be providing VC/OAVM facility to the Members for participating in the Meeting. Members are encouraged to join the Meeting through laptop/desktop with good internet speed to avoid any disturbance during the Meeting.
6. In compliance with the relevant MCA Circulars, Notice of the AGM along with the Annual Report of the Company for the Financial Year 2024-25 shall be sent only through electronic mode at the email addresses of the Members registered with the Company. Members may note that the copy of the Notice and Annual Report 2024-25 shall also be available on the Company's website [www.ecgc.in](http://www.ecgc.in).



7. Since the AGM will be held through VC/ OAVM, Route Map to the venue of the Meeting is not annexed to this Notice.
8. Members desiring inspection of 'Register of contracts or arrangements in which Directors are interested' during the AGM shall send their request in writing to the Company at [cs@ecgc.in](mailto:cs@ecgc.in) on or before September 05, 2025. The register maintained under Section 189 of the Act, shall be available electronically for inspection by the Members during the AGM.
9. Members seeking any information/ clarification with regard to the accounts or any matter to be dealt at this AGM, are requested to write at [cs@ecgc.in](mailto:cs@ecgc.in) on or before September 05, 2025.
10. The Members who would like to express their views/ have queries may register themselves as a speaker, by sending their request from their registered email address mentioning their name, email ID and mobile number at [cs@ecgc.in](mailto:cs@ecgc.in) on or before September 05, 2025.

**Instructions for Shareholders for joining the meeting:**

- i. Joining from Laptop or Computer (having access to webcam)  
Step 1: Webex Meeting link for joining the 67<sup>th</sup> AGM is available in the Notice email dated September 02, 2025. Click on the Webex link and open in Chrome/Microsoft edge. This will direct you to a page where you can choose to either join the meeting on the web or download the Webex desktop app.  
Step 2: Click on Join on the web instead, if desktop app is not desired.  
Step 3: Enter the Meeting number and Password as provided in the Notice email dated September 02, 2025 and type your name. Click on 'join now'.  
Step 4: Mute/ unmute the audio and video as desired.
- ii. Joining from Mobile Phone  
Step 1: Download Webex Mobile App from the Application Store (e.g. Google Play Store, iOS App Store, as applicable.)



Step 2: Webex Meeting link for joining the 67<sup>th</sup> AGM is available in the Notice email dated September 02, 2025. Select the Webex link and open in Chrome/Microsoft edge.

Step 3: Enter the Meeting number and Password as provided in the Notice email dated September 02, 2025 and type your name. Select on join now.

Step 4: Mute/Unmute the audio and video as desired.

It is highly recommended to keep the audio on mute at all times except when the name is announced by the Chairman/ Company Secretary to speak.

For any technical assistance, you may contact the technical team by writing to [cs@ecgc.in](mailto:cs@ecgc.in) or by calling on 022-66590626/537/456.

**By order of the Board of Directors  
For ECGC Limited**

*Smita Pandit*  
02/09/2025

**(Smita Pandit)  
Company Secretary**

Date: September 02, 2025

Place: Mumbai

Registered Office:

ECGC Bhawan,

CTS No. 393, 393/1-45, M.V. Road,

Andheri (East),

Mumbai – 400069.





**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 4 – Appointment of Shri Sristiraj Ambastha (DIN 10375617) as the Chairman-cum-Managing Director of ECGC Limited**

The Board of Directors took on record the appointment of Shri Sristiraj Ambastha (DIN 10375617), Chairman-cum-Managing Director (Additional Charge), ECGC Limited as Chairman-cum-Managing Director of the Company vide the Department of Commerce, Ministry of Commerce & Industry Office Order No. A-12022/45/2014/E-IV(Pt) dated December 09, 2024. Shri Ambastha took charge of the post of the CMD on December 16, 2024.

The profile and specific areas of expertise of Shri Sristiraj Ambastha are placed at annexure to this Notice. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Shri Sristiraj Ambastha, to whom the resolution relates, are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

**Item No. 5 – Appointment of Shri Subir Kumar Das (DIN 10871349) as a Whole-Time Director of ECGC Limited**

The Board of Directors took on record the appointment of Shri Subir Kumar Das (DIN 10871349), Executive Director (Policy Matters), ECGC Limited as a Whole-Time Director of the Company vide the Department of Commerce, Ministry of Commerce & Industry Order File No. 6/6/2011-EMDA-PartFile dated January 13, 2025 with immediate effect i.e. January 13, 2025.

The profile and specific areas of expertise of Shri Subir Kumar Das are placed at annexure to this Notice. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Shri Subir Kumar Das, to whom the resolution relates, are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.





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## Annexure

Particulars of Director	Shri Sristiraj Ambastha	Shri Subir Kumar Das
DIN	10375617	10871349
Date of Appointment	16.12.2024	13.01.2025
Date of Birth	17.05.1969	13.05.1966
Age	56 years	59 years
Qualification	Master Degree in Political Science, MBA (Marketing), PG Diploma in HRM	M.Sc., MBA (Finance)
Expertise in specific functional areas	28 years of experience in Export Credit Insurance at various levels. Prior to this appointment, he was Executive Director of the Company since September 01, 2023	30 years of experience in Export Credit Insurance at various levels. Prior to this appointment, he was Executive Director of the Company since November 01, 2023
Directorship held in other public companies (excluding foreign companies and Section 8 companies)	Nil	Nil
Membership/Chairmanship of Committees of other public companies	Nil	Nil
Number of shares held in the Company	One (as a nominee of the President of India in his capacity as CMD of the Company)	Nil
Relationship, if any, with other Directors, Managers and Key Managerial Personnel	Nil	Nil
Details of remuneration drawn during the FY 2024-25	₹78,38,305	₹79,11,222
	Details are provided in the Corporate Governance Section of the Annual Report 2024-25.	
Number of Board Meetings held and attended during the FY 2024-25	7/7	2/2
	Details are provided in the Corporate Governance Section of the Annual Report 2024-25.	

