

## NOTICE

**NOTICE** is hereby given that the 64<sup>th</sup> Annual General Meeting of ECGC Limited will be held at 18:00 Hrs. on Monday, September 05, 2022 in Room No. 427, Vanijya Bhawan, New Delhi – 110011 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, 2022, Revenue Account and Profit & Loss Account for the Financial Year ended on that date and the reports of the Directors and Auditors thereon.

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

To declare dividend on equity shares for the Financial Year ended March 31, 2022.

#### 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.

### SPECIAL BUSINESS:

#### Item No. 4 – Incorporation of Article 4(1) under Article 4 of the Articles of Association

To consider and if thought fit, to pass the following resolution as a Special Resolution:



**"RESOLVED THAT** pursuant to the approval of the Government of India vide its letter No. K-11015/11/2022-E&MDA-DoC dated July 01, 2022 and provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the incorporation of Article 4(1) under Article 4 of the Articles of Association of the Company be and is hereby approved as given hereunder:

Article 4(1).- The Authorised Capital of the Company shall be as per capital clause of the Memorandum of Association of the Company with power to increase or reduce the capital and/ or the nominal value of the shares forming part thereof and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board or by the Company in the general meeting, as applicable, in conformity with the provisions of the Act, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations.

**FURTHER RESOLVED THAT** the Company Secretary of the Company be and is hereby authorised to do all such things, acts and deeds as may be considered necessary and expedient to give effect to the above resolution."

**Item No. 5 – Enhancement of Authorised Capital of the Company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the approval of the Government of India vide its letter No. K-11015/11/2022-E&MDA-DoC dated July 01, 2022 and provisions of Section 61 read with Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Authorised Capital of the Company





be and is hereby increased from ₹5,000 crore (Rupees five thousand crore) to ₹10,000 crore (Rupees ten thousand crore) divided into 100,00,00,000 (One hundred crore) Equity Shares of ₹100 (Rupees one hundred) each.

**FURTHER RESOLVED THAT** the Company Secretary of the Company be and is hereby authorised to do all such things, acts and deeds as may be considered necessary and expedient to give effect to the above resolution."

**Item No. 6 – Alteration of Clause V of the Memorandum of Association**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** Clause V of the Memorandum of Association of the Company be and is hereby altered as follows:

"The Capital of the Company is ₹10,000 crore (Rupees Ten thousand crore) divided into 100,00,00,000 (One Hundred Crore) Equity Shares of ₹100 (Rupees One Hundred) each."

**FURTHER RESOLVED THAT** the Company Secretary of the Company be and is hereby authorised to do all such things, acts and deeds as may be considered necessary and expedient to give effect to the above resolution."

**Item No. 7 – Alteration of Article 4 of the Articles of Association**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

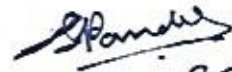
**"RESOLVED THAT** pursuant to the approval of the Government of India vide its letter No. K-11015/11/2022-E&MDA-DoC dated July 01, 2022 and provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, Article 4 of the Articles of Association of the Company be and is hereby altered as follows:



"The Capital of the Company is ₹10,000 crore (Rupees Ten thousand crore) divided into 100,00,00,000 (One Hundred crore) Equity Shares of ₹100 (Rupees One Hundred) each."

**FURTHER RESOLVED THAT** the Company Secretary of the Company be and is hereby authorised to do all such things, acts and deeds and execute all such documents, instruments and writings as may be considered necessary and expedient to give effect to the above resolution."

By order of the Board of Directors  
For ECGC Limited



30/08/2022

(Smita Pandit)  
Company Secretary

Date: August 30, 2022

Place: Mumbai

Registered Office:

Express Towers, 10<sup>th</sup> Floor,

Nariman Point,

Mumbai – 400021.

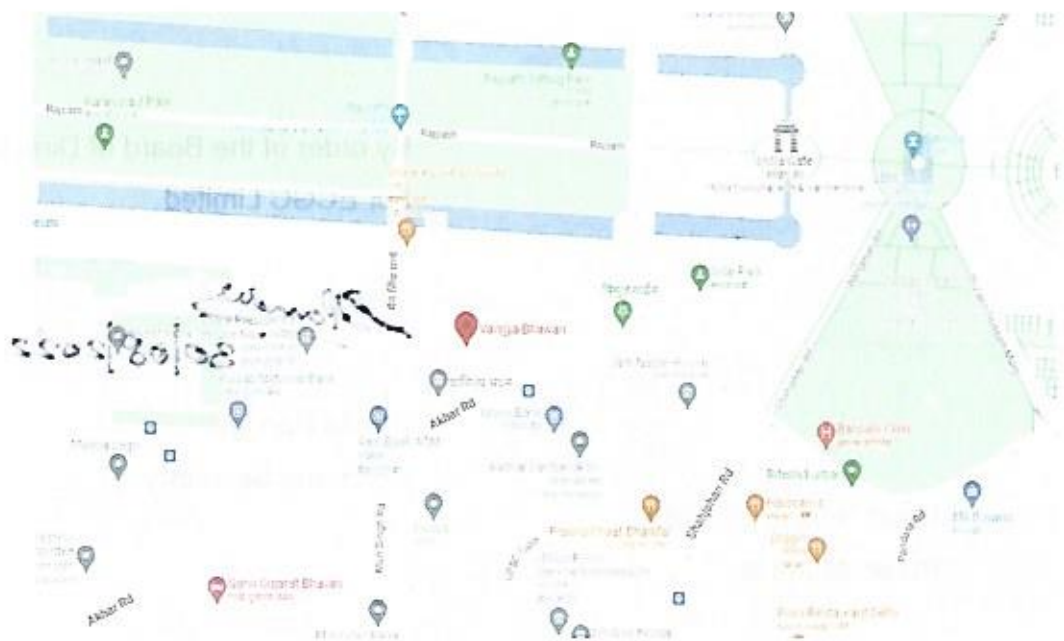
**Notes:**

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, IN RESPECT OF THE SPECIAL BUSINESS MENTIONED UNDER THE ITEM NOS. 4 TO 7 ABOVE, IS ANNEXED HERETO.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF



AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE VALID, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.

### ROUTE MAP TO MEETING VENUE



Source: Google Maps





**EXPLANATORY STATEMENT ATTACHED TO AND FORMING PART OF  
THE 64<sup>TH</sup> ANNUAL GENERAL MEETING NOTICE**

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the Special Business under Item Nos. 4 to 7 of the accompanying Notice dated August 30, 2022.

**1. ISSUE:**

1.1 To seek approval from the Members of the Company to the proposed amendments to the Memorandum of Association (MOA) and Articles of Association (AOA) of the Company.

1.2 This Explanatory Statement attached to and forming part of the 64<sup>th</sup> Annual General Meeting Notice sets out material facts for the following items relating to Special Business-

- **Item No.4:** Alteration of Article 4 of the Articles of Association with addition of Sub-Article 4(1).
- **Item No.5:** Enhancement of Authorised Capital of the Company.
- **Item No. 6:** Alteration of Clause V of the Memorandum of Association.
- **Item No. 7:** Alteration of Article 4 of the Articles of Association.

**2. BACKGROUND:**

2.1 The Authorised Capital of the Company was raised from ₹1000 crore to ₹5000 crore with the approval of the Members of the Company at its 55<sup>th</sup> Annual General Meeting (AGM) held on July 08, 2013.

2.2 The government had directed the Company in October, 2018 to seek a third-party evaluation of all the schemes and to assess the requirement of



capital infusion in the Company to meet the projected expansion of its underwriting capacity, in order to enable support to the exports target of USD 1 Trillion by 2024. Accordingly, CRISIL conducted the evaluation and reported on February 08, 2021 that the value of business projected to grow from ₹5.62 lakh crore (FY 2020) to ₹23.61 lakh crore (FY 2026) and emphasised the need for capital infusion to the extent of ₹10,890 crore to cover the increased value of exports at a prudent level of risk to capital ratio. Consequently, the Department of Commerce vide letter No. K-11015/2/2021-E&MDA-DoC dated March 09, 2022 conveyed the approval of the Cabinet Committee on Economic Affairs (CCEA) for enhancement in authorized Capital to ₹10,000 crore from the existing ₹5,000 crore. In line with the approval received, the Board of Directors approved to increase the authorised capital of the Company from ₹5,000 crore to ₹10,000 crore at its meeting held on March 23, 2022 subject to the approval of the Members.

2.3 Pursuant to the provisions of Section 61 of the Act, the Company is required to have a provision in its Articles of Association authorizing the Company to increase its authorized share capital. In order to increase the Authorised Share Capital from the existing ₹5000 crore to ₹10000 crore, the incorporation of Article 4(1) under Article 4 of the Articles of Association of the Company enabling the Company to increase its authorized share capital is proposed for approval of the Members.

### 3. PROPOSAL:

3.1 It is proposed to seek approval of the Members for the following items of Special Business, as recommended by the Board of Directors at its Meeting held on March 23, 2022 and May 25, 2022:

S.No.	Particulars	Existing Clause/ Article	Proposed Clause/ Article
Item No.4	Addition of Sub-Article 4(1) of the AOA	-	The Authorised Capital of the Company shall be as per capital clause of the Memorandum of



			Association of the Company with power to increase or reduce the capital and/ or the nominal value of the shares forming part thereof and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board or by the Company in the general meeting, as applicable, in conformity with the provisions of the Act, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations.
Item No. 5	Enhancement of Authorised Capital of the Company.	Not Applicable	Not Applicable
Item No. 6	Alteration of Clause V of the Memorandum of Association.	The Capital of the Company is Rs. 5000 Crores	The Capital of the Company is ₹10,000 crore (Rupees Ten thousand crore) divided into 100,00,00,000 (One hundred







		(Rupees Five Thousand Crores) divided into 50,00,00,000 (Fifty Crores) Equity shares of Rs. 100 (Rupees Hundred) each.	<i>crore</i> ) Equity shares of ₹100 (Rupees One Hundred) each.
Item No. 7	Alteration of Article 4 of the Articles of Association	The Capital of the Company is Rs. 5000 Crores (Rupees Five Thousand Crores) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 100 (Rupees Hundred) each.	The Capital of the Company is ₹10,000 <i>crore</i> (Rupees Ten thousand <i>crore</i> ) divided into 100,00,00,000 (One hundred <i>crore</i> ) Equity Shares of ₹100 (Rupees One Hundred) each.


**4. RECOMMENDATION:**

4.1 The Department of Commerce, Ministry of Commerce & Industry vide letter File No. K-11015/11/2022-E&MDA-DoC dated July 01, 2022 conveyed the consent of the Competent Authority to alter the relevant clause/article of the MOA and AOA of the Company with the enhanced Authorised Capital of ₹10,000 crore.



4.2 Pursuant to Section 102(1) of the Act, it is provided that none of the Directors, Key Managerial Personnel (KMP) and relatives of the Directors and KMPs have any interest financial or otherwise in the proposed items of Special Business presented before the Members. The Members of the Company are requested to approve the Special Resolutions set out at Special Business Item No. 4, 5, 6 and 7 of this 64<sup>th</sup> AGM Notice as recommended by the Board.

By order of the Board of Directors



30/08/2022

(Smita Pandit)

Company Secretary

Date: August 30, 2022

Place: Mumbai

Registered Office:

Express Towers, 10<sup>th</sup> Floor,

Nariman Point,

Mumbai – 400021.

