CAPEXIL

(CIN: U36900WB1958NPL023786)

(‘Vanijya Bhavan’, International Trade Facilitation Centre,

1/1 Wood Street, 3rd Floor, Kolkata - 700 016)

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of CAPEXIL will be held at the **Phoenix Hall** of **Hotel Hindustan International**, 235/1, AJC Bose Road, Kolkata- 700020, West Bengal, Indiaon **Tuesday the 29th August, 2017** at **1.00 p.m.** to transact the following business :

SPECIAL BUSINESS

1. To consider and, if thought fit, to pass with or without modification, the following resolution as anOrdinary Resolution :

The following resolution was adopted as an ordinary resolution.

“RESOLVED THAT in supersession of resolution passed in the 57th AGM of the council held on 15.12.2015 and pursuant to the provisions of Sections 149 &152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Shri B.H. Patel (DIN 01690183)**, be and is hereby appointed as a member of CoA of the Council to hold office from the conclusion of 57th Annual General Meeting to the conclusion of 60th Annual General Meeting or his panel due for election and he shall be liable to retire by rotation.”

1. To consider and, if thought fit, to pass with or without modification, the following resolution as anOrdinary Resolution :

The following resolution was adopted as an ordinary resolution.

“RESOLVED THAT in supersession of resolution passed in the EGM of the council held on 28.03.2016 and pursuant to the provisions of Sections 149 & 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **ShriSatishMalhotra (DIN: 01031571)**, be and is hereby appointed as a member of CoA of the Council to hold office from the conclusion of Extra Ordinary General Meeting held on 28.03.2016 to the conclusion of 60th Annual General Meeting or his panel due for election and he shall be liable to retire by rotation.”

1. To consider and, if thought fit, to pass with or without modification, the following resolution as anOrdinary Resolution :

The following resolution was adopted as an ordinary resolution.

“RESOLVED THAT in supersession of resolution passed in the EGM of the council held on 28.03.2016 and pursuant to the provisions of Sections 149 & 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Shri S.K. Ghosh (DIN: 00630363)**, be and is hereby appointed as a member of CoA of the Council to hold office from the conclusion of Extra Ordinary General Meeting held on 28.03.2016 to the conclusion of 60th Annual General Meeting or his panel due for election and he shall be liable to retire by rotation.”

1. To consider and, if thought fit, to pass with or without modification, the following resolution as anOrdinary Resolution :

The following resolution was adopted as an ordinary resolution.

“RESOLVED THAT in supersession of resolution passed in the EGM of the council held on 28.03.2016 and pursuant to the provisions of Sections 149 & 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Shri R. Vijayakannan (DIN: 01876560),** be and is hereby appointed as a member of CoA of the Council to hold office from the conclusion of Extra Ordinary General Meeting held on 28.03.2016 to the conclusion of 60th Annual General Meeting or his panel due for election and he shall be liable to retire by rotation.”

1. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :

The following resolution was adopted as an ordinary resolution.

“RESOLVED THAT in supersession of resolution passed in the EGM of the council held on 28.03.2016 and pursuant to the provisions of Sections 149 & 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Shri M. Ravinder Reddy (DIN: 02332339),** be and is hereby appointed as a member of CoA of the Council to hold office from the conclusion of Extra Ordinary General Meeting held on 28.03.2016 to the conclusion of 60th Annual General Meeting or his panel due for election and he shall be liable to retire by rotation.”

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|  | By Order of the Committee of Administration |
| Place: Kolkata | Sd/-(Taposh Kumar Bhattacharyya) |
| Dated: 10th August, 2017 | Executive Director |

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. **A member entitled to attend Extraordinary General Meeting (“meeting”) is entitled to appoint an authorized representative to attend himself /herself and the authorized representative need not be a member of the Council. The instrument appointing the authorized representative, in order to be effective, shall be deposited at the Head Office of the Company not less than forty-eight hours before the commencement of the Meeting.**
3. 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.
4. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
5. As per the Companies Act, 2013 and rules made thereunder the Notices of Extraordinary General Meeting along with the Attendance Slip is being sent by the electronic mode to all the members whose email registered with Council unless a members has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notices of Extraordinary General Meeting along with the Attendance Slip is being sent by the permitted mode.

Members are also requested to register/update their email addresses, with the Council.

1. Members may please note that the Notice of the Extraordinary General Meeting will also be available on the Council’s website www.capexil.com/www.capexil.org for their download. The physical copies of the aforesaid documents will also be available at the Council’s Head Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

**STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Statement sets out all the material facts relating to the Special Business mentioned under Item Nos. 1 to 5 of the accompanying Notice.

**In respect of Item No. 1 to 5**

In terms of clause 27.7 of the new Articles of Association one third of the elected members of the Company shall automatically retire on completion of three years of their term but shall be eligible for re-election.

Appointments of some of panel chairmen need to be modified for maintaining the proper rational of members retire by rotation. This was a transitional requirement due to change in the necessary Articles of Association.

No member of CoA or Key Managerial personnel or their relative, except the members to whom the resolution relates, is interested or concerned in the resolution.

The members of the CoA recommend the Resolutions as set out at item Nos. 1 to 5 of the Notice for your approval.

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|  | By Order of the Committee of Administration |
| Place: Kolkata | Sd/-(Taposh Kumar Bhattacharyya) |
| Dated: 10th August, 2017 | Executive Director |

**General Instruction:**

The e-voting facility is available at the link https://www.evotingindia.com/.

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

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| **Commencement of e-voting** | **Ending of e-voting** |
| **Friday, August 25, 2017** | **Monday, August 28, 2017** |

**Steps for e-voting**

1. Open the internet browser and type the following URL: https://www.evotingindia.com/
2. Click on Members Login
3. If you already registered with CDSL for e-Voting then you can use your existing user ID and password/PIN for casting your vote.
4. If you are logging for the first time, please enter the User ID and password provided in this document.
5. The **Password Change Menu** will appear on your screen. Change to a new Password of your choice as per instructions given on the site. Please take utmost care to keep your password confidential.
6. Once the e-voting home page opens, click on e-voting > Active Voting cycles.
7. Select the EVSN of Capexil. Once you enter the number, the cast vote page will open. Now you are ready for e-voting. Separate EVSN will be issued to the members for casting the vote for election of Vice- Chairman and for the Panel Chairman.
8. Cast your vote by selecting your favoured option and click submit. Also click confirm when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified.
9. In case of any queries, you may refer the frequently asked questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the link: <https://www.evotingindia.com/Help.jsp>

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|  | By Order of the Committee of Administration |
| Place: Kolkata | Sd/-(Taposh Kumar Bhattacharyya) |
| Dated: 10th August, 2017 | Executive Director |