



कैपेक्सिल CAPEXIL

(Sponsored by Ministry of Commerce & Industry Govt. of India)

(वाणिज्य एवं उद्योग मंत्रालय, भारत सरकार)

Registered & Head Office

Vanijya Bhavan, International Trade Facilitation Centre, 1/1, Wood Street, 3rd Floor, Kolkata-700 016

Tel : +91-33-2289-1721/22/23/25, Fax : +91-33-2289-1724

E-mail : capexil@capexil.in, Website : www.capexil.org, CIN: U36900WB1958NPLO23786

Ref.: CAPEXIL/HO/Admin/62nd AGM/ 100

NOTICE TO THE MEMBERS OF CAPEXIL

NOTICE is hereby given that the 62nd Annual General Meeting of the Members of CAPEXIL will be held on Tuesday, the 29th December, 2020 at 11.30 a.m. through Video-Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

AGENDA

ORDINARY BUSINESS

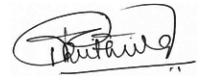
- 1) To receive, consider and adopt the Financial Statements as at 31st March, 2020 together with the Member of CoA's Report and Auditors' Report thereon.
- 2) To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the COA of the Council, M/s. Add & Associates, Chartered Accountants, be and is hereby appointed as the Statutory Auditors of the Company for a period of five consecutive years commencing from the conclusion of 62nd Annual General Meeting till the conclusion of the 67th Annual General Meeting held after this Annual General Meeting on such remuneration as shall be fixed by the COA of the Council.
- 3) To appoint a member of Committee of Administration of the Council in place of Shri Ramesh K. Mittal, of Books, Publication & Printing Panel who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint a member of Committee of Administration of the Council in place of Shri Pradeep Kumar Kheruka, of Glass & Glassware Panel who retires by rotation and being eligible, offers himself for re-appointment.
- 5) To appoint a member of Committee of Administration of the Council in place of Shri C. R. Bhattacharjee, of Paints, Printing Ink & Allied Products Panel, who retires by rotation and being eligible, offers himself for re-appointment.
- 6) To appoint a member of Committee of Administration of the Council in place of Late M. F. Vohra, of Rubber Products Panel.

SPECIAL BUSINESS

- 7) To appoint a member of Committee of Administration of the Council for Manufactured Products of Carbon Graphite, Explosives & Accessories Panel as the panel is vacant,

By order of the Committee of Administration



V.R. Chitalia
Director

Place: Mumbai

Dated: 12th December, 2020

Registered Office:

Vanijya Bhavan,

International Trade Facilitation Centre,

1/1, Wood Street, 3rd floor,

Kolkata - 700 016

I. Note:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/ 2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and the said MCA Circulars, the AGM of the Council is being held through VC /OAVM.
2. Generally, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM, physical attendance of Members is dispensed with and consequently, the facility for appointment of proxies is not applicable. Hence the route map, proxy forms and attendance slips are not annexed to this Notice.
3. In compliance with the applicable circulars, the Annual Report along with Notice convening the AGM will be send to all the Members of the CAPEXIL whose email addresses are registered with the Council. Hence the Council requests all the members who have not yet registered their email addresses or has not updated their email addresses with the Council to register the same.
4. The aforesaid Notice will also be available on the Council's website at www.capexil.org and on the website of CDSL at www.evotingindia.com.
5. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The procedure for e-voting on the day of AGM is same as the instruction mentioned for remote e-voting. Members who have voted through Remote e-voting will be eligible to attending the AGM. However, they will not be eligible to vote at AGM.
6. Ordinary Members of the Council appearing on the registrar of members of the Council as on 12th December 2020 i.e. the cut-off date may cast their vote electronically.
7. The venue of the meeting shall be deemed to be the Registered Office of the Council i.e. 1/1 Wood Street, 3rd floor, Vanijya Bhavan, International Trade Facilitation Centre, Kolkata-700016.

8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to address their questions in writing to the Director of the Council on or before December 26, 2020 through e-mail on wro@capexil.in, jdaccounts@capexil.in
10. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, Membership No., PAN, and Mobile Number at wro@capexil.in / jdaccounts@capexil.in from 24th December, 2020 (10:00 a.m. IST) to 26th December, 2020 (6:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Council reserves the right to restrict the number of speakers depending on the availability of time for the AGM. In the interest of time, each speaker is requested to express his / her views in 2 - 3 minutes.
11. However, members may post their comments/queries (not more than 150 characters) in the chat box available on the VC/OAVM interface. Message posted by the members will be dealt with accordingly.
12. Mr. Malay Shah, Practicing Company Secretary (FCS10867) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is csmalayshah@gmail.com.
13. The Results shall be declared within 48 hours after conclusion of the AGM of the Council. The Results declared along with the Scrutinizer's Report shall be placed on the Council's website www.capexil.org and on the website of CDSL www.evotingindia.com within 2 (two) days of passing of the resolutions at the AGM of the Council.
14. Ordinary Members (like Company/co-operative) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered e-mail address to csmalayshah@gmail.com with a copy marked to helpdesk.evoting@cdsl.com on or before 26th December, 2020 by 06:00 P.M.
15. If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating the meeting through VC/OAVM.
16. An Ordinary Member (or his authorized representative) shall alone be entitled to vote at the Annual General Meeting of the Council. An Associate Member is only entitled to attend the Annual General Meeting of the Council. Associate Member will not be entitled to cast vote.
17. Quorum for an Annual General Meeting shall be as per the provision of section 103 of the Companies Act, 2013.

II. Voting through Electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time members will avail of e-voting facility to cast their vote electronically through the e-voting services provided by Central Depository Services (India) Limited ("CDSL").

- a. The e-voting will commence on Saturday, December 26, 2020 (9:00 a.m. IST) and ends on Monday, December 28, 2020 (5:00 p.m. IST) when e-voting module shall be disabled by CDSL.
- b. The details of the process and manner for remote e-voting are explained herein below:-
 1. Members are requested to log on to the e-voting website www.evotingindia.com
 2. Please click on Members
 3. Please enter your User ID

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER (PAN)

4. Please enter the image verification (Captcha) as displayed and click on login
5. Please enter the "Sequence Number" in the "PAN" field
6. Please enter the "user id" in the "Bank Details" field
7. Please click on the "Submit" tab to get to the Council's selection screen

8. Please click on the EVSN which is to be created by CDSL on request of CAPEXIL, on which you chose to vote.
9. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Please select the option YES/NO as desired. The Option YES implies that you assent the Resolution and Option NO implies that you dissent to the Resolution.
10. In case you wish to view the entire Resolution details, please click on the "RESOLUTION FILELINK"
11. After selecting the resolution you have decided to vote on, please click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, please click on "OK", else to change your vote, please click on "CANCEL" and accordingly modify your vote.
12. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
13. Members can also take a print of the votes cast by clicking on "CLICK HERE TO PRINT" option on the voting page.
14. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

III. General Guidelines

- a. The Members who are members as on closure of the business hours on 23rd December, 2020 are requested to join the AGM through VC/OAVM mode, 30 minutes before the scheduled time of the commencement of the Meeting and not later than 15 minutes after the commencement of the meeting by following the procedure mentioned in the Notice.
- b. Members can participate in the AGM through smart phone/laptop/desktop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops/Desktops connected through broadband. Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Participating Members are requested to keep their device under 'Mute' mode, except for pre-registered speakers, when invited to speak at the Meeting.
- c. Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- d. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder, Contact details : 022- 23058738 or Mr. Mehboob Lakhani Contact details : 022-23058543 or Mr. Rakesh Dalvi, Contact details : 022-23058542.
- e. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, CDSL, (Manager) or send an e-mail to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No 7:

Appointment of CoA member for Manufactured Products of Carbon Graphite, Explosives & Accessories Panel as the panel is vacant after cessation of Shri Ramalingam Vijayakannan (DIN: 01876560) as COA Member for not attending CoA meetings on 18.09.2017 for more than 12 months. The Council is in process of appointing Panel Chairman.