

NOTICE

CAPEXIL

1/1 Wood Street, ITFC, Kolkata-700016.

CIN : U36900WB1958NPL023786

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“the Rules”), and other applicable laws and regulations that the resolutions appended is proposed to be passed by way of postal ballot through e-voting.

The Explanatory Statement pertaining to the Resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice through e-voting for your consideration.

In the event the resolution as set out in the notice is assented to by the requisite majority by means of E-voting, they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot through e-voting shall be considered as the date of passing of the said resolutions.

The CoA of the Council has appointed Mr. Tarun K. Singh, a Practicing Company Secretary (FCS: 6344 & CP No.:14862) as the Scrutinizer for conducting the postal ballot through e-voting process thereto in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder in a fair and transparent manner.

Members are requested to read the instructions in the Notes under the section 'Steps for Voting through electronic means' in this Notice for better information.

The Scrutinizer will submit his report to the Chairman or any member of CoA or Executive Director of the Council on or before April 18, 2017. The result of postal ballot through e-voting shall be declared on or before April 18, 2017 at the Council’s registered office. The result shall be displayed at the Council’s registered office and would also be displayed on the Council’s website www.capexil.org/www.capexil.com.

SPECIAL BUSINESS

Item no. 1 – Adoption of Articles of Association of the Council.

To consider and, if thought fit, to pass the following resolution as a Special Resolution by means of postal ballot through e-voting:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Council be and is hereby accorded to the adoption of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Council.

RESOLVED FURTHER THAT the Chairman and/or Executive Director of the Council be and is hereby severally authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the CoA of CAPEXIL
Sd/-

T. K. Bhattacharyya
Executive Director

Place: Kolkata
Date: 14th March, 2017

Notes:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 stating all the material facts and the reasons for the proposal is annexed herewith.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed through E-voting.
3. Mr. Tarun K. Singh, Practising Company Secretary (FCS: 6344 & CP No.:14862) has been appointed as Scrutinizer for conducting the E-voting in accordance with the law in a fair and transparent manner.
4. The Council has engaged Central Depository Services (India) Limited (“CDSL”) to offer E-voting facility to all its eligible members to enable them to cast their votes electronically. This Postal ballot notice is being sent to all the eligible members at their email id, whose names appear in the Register of Members/Records of the Council as on the close of working hours on 9th March 2017 i.e. “the cut-off date”.
5. The e-voting shall be open from 9.00 am of 15th March, 2017 to 5.00 p.m. of 15th April, 2017.
6. Members should carefully follow the instructions for E-voting printed in this notice. A Member can log in any number of times till the vote is cast on the resolution or till the end of the Voting Period, whichever is earlier.
7. The Scrutinizer will submit his report of the votes polled through E-voting, to the Chairman or Executive Director of the Council. The Chairman will, or in his absence, Executive Director will announce the results of Postal Ballot (e-Voting) on or before April 18, 2017 and the resolutions will be taken as passed effectively on the date of announcement of the results by the Chairman or Executive Director as the case may be. The Scrutinizer's decision on the validity of the votes cast through E-voting shall be final. The Results of the E-voting will be displayed at the Registered Office and on the website of the Council.

EVSN Number	User ID/Member ID	Password
170314002		

Steps for Voting through electronic means:

1. Every member eligible to vote will receive the **USER ID** and **PASSWORD** for the purpose of e-voting directly from “**CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED**” (CDSL) by **email**.
2. The Members should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders/ Members.
4. Enter your User ID
5. Next enter the Image Verification as displayed and Click on Login.
6. Enter your password
7. After entering these details appropriately, click on “SUBMIT” tab.
8. Select the EVSN of “**CAPEXIL**” on which you choose to vote.
9. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

10. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
11. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, 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. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
14. In case you have any queries or issues regarding e-voting, write an email to helpdesk.evoting@cdslindia.com or contact 18002005533 (toll free).
15. 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>

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No.1:

The Articles of Association of the Council as currently in force were adopted when the Council was incorporated under the Companies Act, 1956 and further amendments were carried out from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, it is proposed to amend / replace the existing Articles of Association with Articles aligned with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from applicable Table of “Schedule I” of the Companies Act, 2013 which sets out the model Articles of Association for a Company, limited by guarantee not having a share capital.

While some of the Articles of existing Articles of Association of the Council required alteration or deletions, certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition in its entirety.

The proposed draft of Articles of Association is available on the Council’s website at www.capexil.com/www.capexil.org for perusal by the members.

None of the members of CoA/Key Managerial Personnel of the Council/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.1 of the Notice.

The CoA recommends the Special Resolution set out at item No.1 of the Notice for approval by the Members.

All documents referred to in the accompanying Postal Ballot Notice and Statement pursuant Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Council during working hours on all working days from date of emailing of the notice, up to last date of e-voting i.e. Saturday, 15th April, 2017.

By Order of the CoA of CAPEXIL
Sd/-
T. K. Bhattacharyya
Executive Director

Place: Kolkata
Date: 14th March, 2017