



कैपेक्सिल

CAPEXIL

पुर्व प्रचलित रासायनिक पदार्थ तथा सम्बन्ध उत्पाद निर्यात संवर्धन परिषद्
'वानिज्य भवन' इन्टरनेशनल ट्रेड फेसिलिशन सेन्टर, १/१, उड स्ट्रीट, तीसरी मंजिल, कलकत्ता - ७०० ०१६
Formerly **Chemicals & Allied Products Export Promotion Council**



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

"Vanijya Bhavan", International Trade Facilitation Centre, 1/1, Wood Street, 3rd Floor, Kolkata-700 016
Tel : 033-2289-0524/25, 033-2289-1721/22/23/25, • Fax : 033-2289-1724, • Gram : CAPEXIL
E-mail : capexil@capexil.in, • Website : www.capexil.com

Dated: 27th November, 2015

NOTICE TO THE MEMBERS OF THE COUNCIL

NOTICE is hereby given that the **57th Annual General Meeting** of the Members of CAPEXIL will be held at **The Oberoi Grand, Kolkata** on **17th December 2015 at 11.00 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements as at 31st March, 2015 together with the Member of COAsø Report and Auditors' Report thereon.
2. To reconstitute the Committee of the CAPEXIL for the year 2015-16 pursuant to the Article 9 and 27 of the Articles of Association of the CAPEXIL.
3. To Re-appoint M/s. ADD & Associates (Firm Registration Number 308064E), Chartered Accountants,

To consider and, if thought fit, to pass with or without modification, the following resolution :

ōResolved that pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s ADD & ASSOCIATES (Firm Registration Number 308064E), Chartered Accountants, Kolkata, be and are hereby re-appointed as the Auditors of the Council, to hold office from the conclusion of this **57th Annual General Meeting until the conclusion of 62nd Annual General Meeting** (subject to ratification of the appointment by the Members at every Annual General Meeting) and their remuneration be fixed at Rs. 40,000/- excluding out of pocket expenses (if any).

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:-**

"**RESOLVED THAT** pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there in (including modification and re-enactment thereof) and subject to the Article 27 of the Articles of Association of the Council, the consent of the company be and is hereby accorded to the members of COA of the Council to increase in the number of members of Committee of Administration within the limit as specified in the Articles of Association of the Council from fifteen to twenty members (including nominated members and Regional Chairman).ō

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WESTERN REGION	• "Commerce Centre", 4th Floor, Block No. D-17, Tardeo Road, Mumbai - 400 034, • Tel : 2352-3410, 2352-0084 Cable : CAPEXIL, • Fax : 91-22-2351-6665, • E-mail : capexilm@vsnl.com/ capexilm@mtnl.net.in
SOUTHERN REGION	• "Rasheed Mansion", 408 (old no. 622), Anna Salai, Chennai - 600 006, • Tel : 91-044-2829-2310 2829-4713, • Cable : CAPEXIL, • Fax : 91-044-2829-5386, • E-mail : capexils@dataone.in
NORTHERN REGION	• "Vandana Building", 11, Tolstoy Marg, 4th Floor, Flat No. 4B, New Delhi - 110 001, Tel : 91-011-2335-6703, 2371-1479, 2375-2282, • Fax : 91-011-2331-4486, • Cable : CAPEXIL E-mail : capexiln@bol.net.in
EASTERN REGION	• "Vanijya Bhavan", International Trade Facilitation Centre, 1/1, Wood Street, 3rd Floor, Kolkata - 700 016 Tel : 033-2289-0524/25, 033-2289-1721/22/23/25, • Fax : 033-2289-0537/033-2289-1724 • Cable : CAPEXIL E-mail : rdeo@capexil.in/ ero@capexil.in

"RESOLVED FURTHER THAT Chairman of the Committee be and is hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the aforesaid resolution.ö

By Order of the Committee of Administration

Ramesh K. Mittal
Authorized Signatory

NOTES:

- 1. A member entitled to attend and vote at the Annual General Meeting (“meeting”) is entitled to appoint an authorized representative to attend and vote on a poll instead of 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.**
2. 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.
3. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to members like General Meeting Notices (including AGM), Audited Financial Statements, Directorsø Report, Auditorsø Report, etc. henceforth to the members in electronic form, to the e-mail address provided by them and made available to us. The physical copies of the annual report will also be available at our Head Office for inspection during office hours.
Members are also requested to register/update their email addresses, with the Council.
4. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose mail IDs are registered with the Council for communication purposes. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent along with other members in the permitted mode.
5. Electronic copy of the Notice of the 57th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Council for communication purposes. For members who have not registered their email address, physical copies of the Notice of 57th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent along with other members in the permitted mode.

6. Members may please note that the Notice of the 57th Annual General Meeting and the annual report for 2015 will also be available on the Company's website www.capexil.com 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.

7. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Council is pleased to provide members facility to exercise their right to vote at the 57th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services Limited (CDSL).

The process and instructions for e-Voting enclosed as attachment to the Notice.

II. 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 Downloads section of www.evoting.cdsl.com

III. If you already registered with CDSL for e-Voting then you can use your existing user ID and password/PIN for casting your vote.

IV. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communications(s)

V. The e-Voting period commences on 10th December, 2015 (9.00 a.m.) and ends on 12th December, 2015 (5.00 p.m.).


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. 4 of the accompanying Notice.

In respect of Item No. 4

In terms of Section 149 of Companies Act, 2013 read with Rule related to Appointment and Qualification of Directors, the Council may have maximum 15 members in the Committee of Administration. As per Article 27 of the Articles of Association of CAPEXIL the council may have 20 members in the council. This clause is inconsistent with the provision of the Companies Act, 2013. For regularization of the same and to increase the strength of the members in the Committee of Administration approval of the members is required.

The members of the COA recommend the Resolutions as set out at item No. 4 of the Notice for your approval.

By Order of the Committee of Administration

Ramesh K. Mittal
Authorized Signatory