

**CAPEXIL**

(CIN: U36900WB1958NPL023786)

(-Vanijya Bhavan International Trade Facilitation Centre,  
1/1 Wood Street, 3<sup>rd</sup> Floor, Kolkata - 700 016)

**NOTICE**

Notice is hereby given that the 1<sup>st</sup> Extra Ordinary General Meeting (2015-16) of the Members of CAPEXIL will be held at **The Park Hotel**, 17, Park Street, Kolkata-700016, India on Monday the **28th March, 2016** at **12.00 noon** to transact the following business :

**SPECIAL BUSINESS**

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 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), **Elected Chairman from the Paper, Paper Board and Paper Products Panel**, be and is hereby appointed as a member of CoA of the Council to hold office from the conclusion of 1<sup>st</sup> Extraordinary General Meeting (2015-16) to the conclusion of 59<sup>th</sup> Annual General Meeting and he has been elected through the e-voting process as per para 2.92 of Handbook of procedure of *Foreign Trade Policy 2015-20*.”

2. 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 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), **Elected Chairman from the Ceramics & Allied Products Including Refractories Products Panel**, be and is hereby appointed as a member of CoA of the Council to hold office from the conclusion of 1<sup>st</sup> Extraordinary General Meeting (2015-16) to the conclusion of 59<sup>th</sup> Annual General Meeting and he has been elected through the due process as per para 2.92 of Handbook of procedure of *Foreign Trade Policy 2015-20*."

3. 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 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), **Elected Chairman from the Mfrd. Products of Carbon Graphite, Explosives and Accessories Panel**, be and is hereby appointed as a member of CoA of the Council to hold office from the conclusion of 1<sup>st</sup> Extraordinary General Meeting (2015-16) to the conclusion of 59<sup>th</sup> Annual General Meeting and he has been elected through the due process as per para 2.92 of Handbook of procedure of *Foreign Trade Policy 2015-20*."

4. 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 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), **Elected**

**Chairman from the Cement, Cement Clinkers & Asbestos Cement Products Panel**, be and is hereby appointed as a member of CoA of the Council to hold office from the conclusion of 1<sup>st</sup> Extraordinary General Meeting (2015-16) to the conclusion of 59<sup>th</sup> Annual General Meeting and he has been elected through the due process as per para 2.92 of Handbook of procedure of *Foreign Trade Policy 2015-20*."

5. 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 pursuant to the provisions of article 27 of AoA of the Council and para 2.92 of Handbook of procedure of *Foreign Trade Policy 2015-20*, **elected member of the committee** be and is hereby appointed as a Vice- Chairman of the Council to hold office from the conclusion of 1<sup>st</sup> Extraordinary General Meeting (2015-16) to the conclusion of 59<sup>th</sup> Annual General Meeting and he has been elected through the due process as per para 2.92 of Handbook of procedure of *Foreign Trade Policy 2015-20*."

	By Order of the Committee of Administration
	
Place: Kolkata	(Taposh Bhattacharyya)
Dated: March 11, 2016	(Secretary)

**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 at the Extraordinary General Meeting ("meeting") is entitled to appoint an authorized representative to attend instead of himself /herself and the authorized representative need not be a member of the Council.**

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.

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

6. Members may please note that the Notice of the Extraordinary General Meeting will also be available on the Council's website [www.capexil.com](http://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. 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 4**

The Members of CoA of the Council after consideration of *para 2.92 of FTP (2015-20)* decided to elect the chairman of all the panels through e-voting. The election for five panels was scheduled to be conducted during the AGM held on 17.12.2015. Election in four panels out of five panels could not be held due to non-receipt of nomination of members from these panels. For the better representation of the members of these panels, members of the CoA decided in its 6<sup>th</sup> meeting of CoA (2014-15) held on 17.12.2016 that re-election shall be held for the following four panels i.e. (i) Paper, Paper Board and Paper Products Panel; (ii) Ceramics & Allied Products Including Refractories Products Panel; (iii) Mfrd. Products of Carbon Graphite, Explosives and Accessories; and (iv) Cement, Cement Clinkers & Asbestos Cement Products Panel.

The members of CoA also ensured that the election shall be conducted as per the provisions of the *para 2.92 of Foreign Trade Policy 2015-20 and other rules and regulations applicable for the time being in force.*

No member of CoA or Key Managerial personnel or their relative, except the elected 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 4 of the Notice for your approval.


### **In respect of Item No. 5**

The Members of CoA of the Council after consideration of *para 2.92 of Foreign Trade Policy 2015-20* decided to elect Vice- chairman of the Council through due process. The Election Authority has received nomination from the members of the Committee of Administration for the post of Vice-Chairman.

The members of CoA also ensured that the election shall be conducted as per the provision of the *para 2.92 of Foreign Trade Policy 2015-20 and other rules and regulation applicable for the time being in force.*


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

The members of the CoA recommend the Resolution as set out at item No. 5 of the Notice for your approval.

	By Order of the Committee of Administration
	
Place: Kolkata	Taposh Bhattacharyya)
Dated: March 11, 2016	(Secretary)

**General Instruction:**

- a. The e-voting period commences on March 21, 2016 (9.00 a.m.) and ends on March 27, 2016 (5.00 p.m.). The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the members, the members shall not be allowed to change it subsequently.
- b. Voting facility shall not be available at the venue of EGM for the better compliances of *para 2.92 of Foreign Trade Policy 2015-20* and to maintain the fair and transparent process of election. The voting facility will be closed on March 27, 2016 (5.00 p.m.).
- c. Shri Sanjeev Nandwani, Addl. DGFT, Kolkata has been appointed as Returning Officer for conducting the process of election in a fair and transparent manner.
- d. The Returning officer/Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of two witnesses, not in the employment of the company and make the Report of the votes cast in favour of or against, if any forthwith to the Chairman of the Company.
- e. The result declared along with the Returning Officer's Report/Scrutinizer's Report shall be placed on the Council's website [www.capexil.com](http://www.capexil.com) and on the CDSL's website within two days of the passing resolution at the Extraordinary General Meeting of the Council on March 28, 2016.

	By Order of the Committee of Administration
	
Place: Kolkata	(Taposh Bhattacharyya)
Dated: March 11, 2016	(Secretary)

**(ONLY FOR PAPER PANEL)**

Dear Member,

Subject: Instruction for e-voting

Pursuant to the provision of section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rule, 2014 and new amended Companies (Management & Administration) Amendment Rule, 2015 the company is pleased to offer e-voting facility to eligible members to cast their vote electronically on election of panel chairman set forth in the Notice convening the Extraordinary General Meeting to be held on Monday, March 28, 2016 at 12 noon. The Council has engaged the services of Central Depositories Services Limited (CDSL) to provide the e-voting facilities.

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:


Commencement of e-voting	Ending of e-voting
Monday, March 21, 2016	Sunday, March 27, 2016

Steps for e-voting

- i. 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.
- ii. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders/ Members.
- iv. Enter your User ID as **<Userid>**
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. Enter your password **<password>**
- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Select the EVSN of “**CAPEXIL**” on which you choose to vote.



- ix. 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.
- x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xiv. In case you have any queries or issues regarding e-voting, write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact 18002005533 (toll free).
- xv. 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>

	By Order of the Committee of Administration
	
Place: Kolkata	(Taposh Bhattacharyya)
Dated: March 11, 2016	(Secretary)

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(CIN: U36900WB1958NPL023786)

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

**ATTENDANCE SLIP**

**EXTRAORDINARY GENERAL MEETING – MARCH 28, 2016**

Membership No.

Name of Panel Representing

I certify that I am a member/ representative of a member of the Council.

I hereby record my presence at the Extraordinary General Meeting of the Council held at **The Park Hotel**, 17, Park Street, Kolkata-700016, on March 28, 2016 at **12.00 noon**.

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Name of the member/ representative  
(in BLOCK letters)

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*Signature of the member/ representative*

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.*

**Route Map to the venue of the EGM:**

**The Park Hotel, 17, Park Street, Kolkata-700016 , India.**

