Ref.: CAPEXIL/HO/Admin/66th AGM/97 27th September, 2024

 **NOTICE TO THE MEMBERS OF CAPEXIL**

NOTICE is hereby given that the 66thAnnual General Meeting of the Members of CAPEXIL will be held on Wednesday,16th October 2024 at 12.00 Noon at Banquet Rosewood Hall, The Park Hotel, 17, Park Street, Kolkata - 700016 to transact the following business:

#  ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Report of CAPEXIL for the year ended 31st March, 2024 and the Audited Balance Sheet as at 31st March, 2024 with the annexed Income and Expenditure Account for the year ended on that date together with Auditors Report thereon.
2. To appoint a member of Committee of Administration of the Council in place of Mr. Ganesan Ashokan (DIN No 00154400) of Miscellaneous Products Panel, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a member of Committee of Administration of the Council in place of Mr. Pradeep Kumar Kheruka (DIN No 00016909) of Glass and Glassware 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 Mr. Chittaranjan Bhattacharjee (DIN No 00873938) of Paints, Printing Inks and Allied Products 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 Mr. K Vaidyalingam (DIN No 00838925) of Rubber Products Panel, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Mr. Pradeep Gupta (DIN No 00117896), as a member of Committee of Administration of the Council of Paper, Paper Board and Paper Products Panel in place of Mr. Satish Malhotra (DIN 01031571) who retires by rotation and has not offered himself for re-appointment.

**SPECIAL BUSINESS**

1. To appoint Mr. Bhavanji Haribhai Patel (DIN: 01690183) as a member of the Committee of Administration (CoA) of the Council of Plywood & Allied Products Panel and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

***“RESOLVED THAT*** *pursuant to section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and in accordance with the Articles of Association of the Council, Mr. Bhavanji Haribhai Patel (DIN: 01690183) after elected as Chairman of Plywood & Allied Products Panel through the e-voting process, be and is hereby appointed as a member of the CoA of the Council, liable to retire by rotation.”*

1. To appoint Mr. Sabyasachi Munshi (DIN: 00001350) as a member of the Committee of Administration (CoA) of the Council of Cement, Clinkers and Asbestos Cement Products Panel and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

*“****RESOLVED THAT*** *pursuant to section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and in accordance with the Articles of Association of the Council, Mr. Sabyasachi Munshi (holding DIN: 00001350), after elected un-opposed as Chairman of Cement, Clinkers and Asbestos Cement Products Panel through the e-voting process, be and is hereby appointed as a member of the CoA of the Council, liable to retire by rotation.”*

1. To appoint Mr. Sajiv K Menon (DIN: 00168228) as a member of the Committee of Administration (CoA) of the Council of Ossein and Gelatine Panel and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

*“****RESOLVED THAT*** *pursuant to section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and in accordance with the Articles of Association of the Council, Mr. Sajiv K Menon (holding DIN: 00168228), after elected unopposed as Chairman of Ossein and Gelatine Panel through the e-voting process, be and is hereby appointed as a member of the CoA of the Council, liable to retire by rotation.”*

1. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

***“RESOLVED THAT*** *pursuant to the provisions of Section 152 of the Companies Act, 2013 and relevant rules framed thereunder, not to fill the vacancy caused by Retirement of Panel Chairman of Bulk Minerals & Ores Panel as not received any Nomination for the said Panel.*

 ***“RESOLVED THAT****the vacancy for a member of CoA of CAPEXIL for Bulk Minerals & Ores Panel shall be filled up only after a valid Nomination is received for the same;*

***RESOLVED FURTHER THAT*** *the COA of the Council be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”*

1. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

***“RESOLVED THAT*** *pursuant to the provisions of Section 152 of the Companies Act, 2013 and relevant rules framed thereunder, not to fill the vacancy caused by Retirement of Panel Chairman of Auto Tyres and Tubes Panel as not received any valid Nomination for the said Panel.*

***“RESOLVED THAT****the vacancy for a member of CoA of CAPEXIL for Auto Tyres and Tubes Panel shall be filled up only after a valid Nomination is received for the same;*

 ***RESOLVED FURTHER THAT*** *the COA of the Council be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”*

1. 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, and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

***“RESOLVED THAT****the vacancy for a member of CoA of CAPEXIL for Manufactured products of Carbon Graphite, Explosives & Accessories Panel shall be filled up only after a valid Nomination is received for the same;*

***RESOLVED FURTHER THAT*** *the COA of the Council be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”*

1. Adoption of New set of Articles of Association

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

*”****RESOLVED THAT*** *in pursuant to the provisions of Section 14 of the Companies Act, 2013 (the ‘Act”), read with rules made thereunder and any other applicable provisions, including any modification(s) thereto or re- enactment(s) thereof for the time being in force, and subject to approvals, permissions and sanction from the Registrar of Companies, Kolkata, and approval of other authority if any, the consent of the members of the company be and is hereby accorded to substitute the existing Articles of Association of the company with a new set of Articles of Association (AOA) as recommended by Ministry of Commerce & Industry vide its letter dated 25th July 2024 and* recommended by Committee of Administration*.*

***RESOLVED FURTHER THAT*** *Sh. Ramesh Kumar Mittal, President and Sh. Harpal Singh, Secretary, of the company be and is hereby severally authorized to do all such acts, deeds matters and things as may be necessary or incidental or deem necessary at any stage in this regard to give effect to the foregoing resolution including filling of all the necessary e-forms with the office of the Registrar of Companies.”*

 By order of the Committee of Administration

 

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 Harpal Singh

 SECRETARY | CAPEXIL

 Place : New Delhi

 Dated : 27th September, 2024

 Registered Office:

 CAPEXIL

 CIN - U36900WB1958NPL023786

 Vanijya Bhavan,

 International Trade Facilitation Centre,

 1/1, Wood Street, 3rd floor,

 Kolkata – 700 016

# Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. Attendance Slip, proxy form and the route map of the venue of the meeting are annexed hereto.
3. A member entitled to attend and vote at the General Meeting (“meeting”) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself /herself and the proxies need not be a member of the Council.
4. 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 authorizing their representative to attend and vote on their behalf at the Meeting.
5. 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.
6. As per the Companies Act, 2013 and rules made thereunder, the Notice of Annual General Meeting along with the Attendance Slip are also being sent by electronic mode to all the members whose email IDs are registered with Council.. Members are also requested to register/update their email addresses, with the Council.
7. Members may please note that the Notice of the Annual General Meeting and the Annual Report for the FY 2021-22 will also be available on the Council’s website www.capexil.org.
8. Mr. Malay Mukeshbhai Shah, Practicing Company Secretary (Membership No - F10867) 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.
9. 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.
10. Quorum for an Annual General Meeting shall be as per the provision of section 103 of the Companies Act, 2013

**General Instruction:**

1. The e-voting period commences on October 13, 2024 (9.00 a.m.) and ends on October 15, 2024 (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.
2. E-voting facility shall not be available at the venue of AGM for the better compliances of *para 2.92 of Foreign Trade Policy 2015-20* and to maintain a fair and transparent process of election. However, poll facility is available for aforesaid resolutions/items.
3. 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](http://www.capexil.org/) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com/) within 2 (two) days of passing of the resolutions at the AGM of the Council.

**Steps for e-voting:**

The instruction for Members voting electronically are as under :

1. The voting period begins on  October 13, 2024 (9.00 a.m.) and ends on October 15, 2024 (5.00 p.m.).The e-voting module shall be disabled by CDSL for voting thereafter.
2. The Members should log on to the e-voting website:- [www.evotingindia.com](http://www.evotingindia.com/).
3. Click on Members.
4. Now enter your Member Code/User ID provided by CDSL.
5. Next enter the image verification as displayed and click on Login.
6. Now put the Sequence number 1 provided by CDSL in PAN Field.
7. Now put Sequence Number 2  provided by CDSL  in Bank details field.
8. After entering these details appropriately, click on “SUBMIT” tab.
9. Members will then directly reach the Company selection screen.
10. For Members, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the relevant EVSN for the **Capexil** on which you choose to vote.
12. On the voting page, you will see ““LIST OF THE MEMBERS TO BE VOTED ON” and against the same the option for radio button for voting. Select the required members as desired. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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](http://www.evotingindia.com/)

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

**Item No 7**

**Appointment of Mr. Bhavanji Haribhai Patel (DIN: 01690183) as a member of the Committee of Administration of the Council.**

He has been elected as Chairman of the Plywood & Allied Products Panel after conducting a election through e-voting and he is eligible to become a member of CoA. Mr. Bhavanji Haribhai Patel is Partner of M/s. Patel Wood Syndicate

Further, according to Section 152(2) of the Companies Act, 2013, every director shall be appointed by a company in general meeting. Therefore, the CoA submits the resolution set out at item no.7 for the consideration of Members of the Council, after Mr. Bhavanji Haribhai Patel having been elected as Chairman of Plywood & Allied Products Panel and recommends it to be passed as an ordinary resolution.

Except Mr. Bhavanji Haribhai Patel (DIN: 01690183) (being an appointee), none of the members of the CoA of the Council or their respective relatives is in any way concerned or interested in the resolution set out at Item No. 7 of this notice.

**Item No 8**

**Appointment of Mr. Sabyasachi Munshi (DIN: 00001350) as a member of the Committee of Administration of the Council.**

He has been elected Un-opposed as Chairman of the Cement, Clinkers and Asbestos Cement Products Panel after conducting a election through e-voting and he is eligible to become a member of CoA. Mr. Sabyasachi Munshi is Director of M/s. Railtrack Concrete Products Private Limited

Further, according to Section 152(2) of the Companies Act, 2013, every director shall be appointed by a company in general meeting. Therefore, the CoA submits the resolution set out at item no.8 for the consideration of Members of the Council, after Mr. Sabyasachi Munshi having been elected un-opposed as Chairman of Cement, Clinkers and Asbestos Cement Products Panel and recommends it to be passed as an ordinary resolution.

Except Mr. Sabyasachi Munshi (DIN: 00001350) (being an appointee), none of the members of the CoA of the Council or their respective relatives is in any way concerned or interested in the resolution set out at Item No. 8 of this notice.

 **Item No 9**

**Appointment of Mr. Sajiv K Menon (DIN: 00168228) as a member of the Committee of Administration of the Council.**

He has been elected Un-opposed as Chairman of the Ossein and Gelatine Panel after conducting a election through e-voting and he is eligible to become a member of CoA. Mr. Sajiv K Menonis Managing Director of M/s. Nitta Gelatin India Limited

Further, according to Section 152(2) of the Companies Act, 2013, every director shall be appointed by a company in general meeting. Therefore, the CoA submits the resolution set out at item no.9 for the consideration of Members of the Council, after Mr. Sanjiv K Menon having been elected un-opposed as Chairman of Ossein and Gelatine Panel and recommends it to be passed as an ordinary resolution.

Except Mr. Sanjiv K Menon (DIN: 00168228) (being an appointee), none of the members of the CoA of the Council or their respective relatives is in any way concerned or interested in the resolution set out at Item No. 9 of this notice.

**Item No 10**

As per Section 152 of the Companies Act, 2013, the Members of the Council shall expressly resolve not to fill the vacancy caused by Retirement of Panel Chairman of Bulk Minerals & Ores Panel as not received any Nomination for the said Panel. the vacancy for a member of CoA of CAPEXIL for Bulk Minerals & Ores Panel shall be filled up only after a valid Nomination is received for the same;

**Item No 11**

As per Section 152 of the Companies Act, 2013, the Members of the Council shall expressly resolve not to fill the vacancy caused by Retirement of Panel Chairman of Auto Tyres and Tubes Panel as not received any valid Nomination for the said Panel. the vacancy for a member of CoA of CAPEXIL for Bulk Minerals & Ores Panel shall be filled up only after a valid Nomination is received for the same;

**Item No 12**

The Council has not received any valid nomination for Manufactured Products of Carbon Graphite, Explosives & Accessories Panel. It is proposed to seek members’ approval to fill such vacancy only after a valid Nomination is received for the same.

**Item No.13**

Ministry of Commerce & Industry has notified Model Articles of Association on 25th July 2024 for adoption by EPCs and advised to adopt the same within 3 months. The Committee of Administration has also recommended for adoption in its meeting held on 12th September 2024. Accordingly, the Model AOA are placed for adoption at the Annual General Meeting.

The New set of Articles will be available on the council’s website [www.capexil.org](http://www.capexil.org) along with the Notice of

66th Annual General Meeting.

None of the Committee members of CAPEXIL and their relatives is concerned or interested in this Resolution.

By order of the Committee of Administration



Harpal Singh

SECRETARY | CAPEXIL

 Place : New Delhi

 Dated : 27th September, 2024

 Registered Office:

 CAPEXIL

 CIN - U36900WB1958NPL023786

 Vanijya Bhavan,

 International Trade Facilitation Centre,

 Kolkata – 700 016