केपेक्सिल
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 - 700016
Tel: +91-33-2289-1721/22/23/25, Fax: +91-33-2289-1724
E-mail: capexil@capexil.in, Website : www.capexil.org, CIN: U36900WB1958NPL023786

Ref.: CAPEXIL/HO/Admin/67th AGM/90 10th December, 2025

NOTICE TO THE MEMBERS OF CAPEXIL

NOTICE is hereby given that the 67thAnnual General Meeting of the Members of CAPEXIL will be held on Friday, 26th December 2025 at 2.00 P M at The LaLiT Great Eastern Kolkata, 1,2,3 Old Court House Street Dalhousie Square Kolkata 700069 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement as at 31st March, 2025 together with the COA's Report and Auditors Report thereon.

2. Appointment of Statutory Auditors of the Company

   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. Mookherjee, Biswas & Pathak, 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 67th Annual General Meeting till the conclusion of the 72nd 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 Mr. Nilesh Mahadev Jetpariya (DIN: 00656825) as a member of the Committee of Administration of the Council of Ceramics & Allied Products Including Refractories Panel in place of Mr. Samir Kumar Ghosh who retires by rotation and has not offered himself for reappointment.
4. To appoint Mr. Dinesh Goyal (DIN: 01978714) as a member of the Committee of Administration of the Council of Books, Publication and Printing Panel in place of Mr. Ramesh K Mittal who retires by rotation and has not offered himself for reappointment.

5. To appoint Mr. E N Thambi Durai as a member of the Committee of Administration of the Council of Animal By Products Panel in place of Mr. S. Venkatesh Kumar who retires by rotation and has not offered himself for reappointment.

SPECIAL BUSINESS

6. To appoint Mr. P. Prasanth (DIN: 00556213) as a member of the Committee of Administration (CoA) of the Council of Automobile Tyres and Tubes 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. P. Prasanth (DIN: 00556213), after elected un-opposed as Chairman of Automobile Tyres and Tubes 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."

7. To appoint Mr. R. Vijayakannan (DIN: 01876560) as a member of the Committee of Administration (CoA) of the Council of Mfrd. Products of Carbon Graphite, Explosives & Accessories 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. R. Vijayakannan (holding DIN: 01876560), after elected un-opposed as Chairman of Mfrd. Products of Carbon Graphite, Explosives & Accessories 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."

8. To appoint Mr. Samir Goenka (DIN: 00574955) as a member of the Committee of Administration (CoA) of the Council of Processed Minerals Including Upgraded Ilmenite Ore 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:

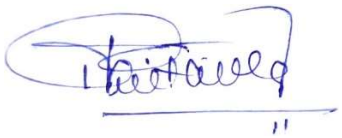
   "RESOLVED THAT pursuant to section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and in accordance with the Articles of Association of the Council, Mr. Samir Goenka (DIN: 00574955), after elected un-opposed as Chairman of Processed Minerals Including Upgraded Ilmenite Ore 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."

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

   "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."

By order of the Committee of Administration



V R Chitalia
SR. DIRECTOR | CAPEXIL

Place : MUMBAI
Dated : 10th December, 2025

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 2024-25 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. Quorum for an Annual General Meeting shall be as per the provision of section 103 of the Companies Act, 2013

General Instruction:

a. The e-voting period commences on December 23, 2025 (9.00 a.m.) and ends on December 25, 2025 (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. 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.

c. 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.

Steps for e-voting:

The instruction for Members voting electronically are as under :

1. The voting period begins on December 23, 2025 (9.00 a.m.) and ends on December 25, 2025 (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.
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

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

Item No 6

Appointment of Mr. P. Prasanth (DIN: 00556213) as a member of the Committee of Administration of the Council.

He has been elected Un-opposed as Chairman of the Automobile Tyres and Tubes Panel.

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.6 for the consideration of Members of the Council and recommends it to be passed as an ordinary resolution.

Except Mr. P. Prasanth (DIN: 00556213) (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. 6 of this notice.

Item No 7

Appointment of Mr. R. Vijayakannan (DIN: 01876560) as a member of the Committee of Administration of the Council.

He has been elected Un-opposed as Chairman of the Mfrd. Products of Carbon Graphite, Explosives & Accessories Panel.

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 and recommends it to be passed as an ordinary resolution.

Except Mr. R. Vijayakannan (DIN: 01876560) (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. Samir Goenka (DIN: 00574955) as a member of the Committee of Administration of the Council.

He has been elected Un-opposed as Chairman of the Processed Minerals Including Upgraded Ilmenite Ore Panel

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 and recommends it to be passed as an ordinary resolution.

Except Mr. Samir Goenka (DIN: 00574955) (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

The Council has not received any valid nomination for Bulk Minerals and Ores Panel. It is proposed to seek members' approval to fill such vacancy only after a valid Nomination is received for the same.

By order of the Committee of Administration

V R Chitalia
SR. DIRECTOR | CAPEXIL
Place : MUMBAI
Dated : 10th December, 2025

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