



NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF CAPTAIN PIPES LIMITED WILL BE HELD ON THURSDAY, 23RD JANUARY, 2025 AT 5:00 P.M. THROUGH VIDEO CONFERENCING /OTHER AUDIO VISUAL MEANS . For this purpose, the Company's Registered Office shall be deemed as the venue for the Meeting, and the proceedings of the EGM shall be deemed to occur thereat, to transact the following business:

1. Issuance of Equity Shares of the Company to certain identified persons on Preferential Basis::

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

“RESOLVED THAT pursuant to Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI (ICDR) Regulations”**), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (**“SEBI”**), BSE Limited, where the shares of the Company are listed or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, the provisions of the Foreign Exchange Management Act, 1999 (**the “FEMA”**) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or reenactment(s) thereof for the time being in force) and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, up to 12500000 (One Crore Twenty Five Lakh) Equity Shares of face value of Rs. 1 (Rupees One) at a price of Rs. 16.50/- (Rupees Sixteen and Fifty Paise) per Equity Share (including a premium of Rs. 15.50/- (Rupees Fifteen and Fifty Paise) per Equity Share), aggregating up to Rs. 20,62,50,000/- (Rupees Twenty Crore Sixty Two lakh fifty Thousand Only) to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members.

Sr.no	Name of Proposed Allottee(s)	Category	No. of Equity Shares to be allotted
1	Securocrop Securities India Pvt Ltd	Non promoter	15,00,000
2	Vivek Lalitkumar Goyal	Non promoter	7,52,000
3	Chirag Kamlesh Pithdia	Non promoter	6,00,000
4	Instant Finserve Private Limited	Non promoter	5,00,000
5	Anita Jaideep Sampat	Non promoter	5,00,000
6	Manisha Gupta	Non promoter	3,25,000
7	HKG Money Tech Private Limited	Non promoter	3,25,000
8	Ankur Bhupendra Shah	Non promoter	3,00,000
9	Maheshkumar Manilal Shah	Non promoter	3,00,000
10	Sanjay Mervyn Sherman	Non promoter	3,00,000
11	Ishita Mota	Non promoter	3,00,000
12	Jitendra Rasiklal Sanghavi	Non promoter	3,00,000
13	Siddhartha Daga	Non promoter	2,00,000
14	Krishna S Rathi	Non promoter	2,00,000
15	Nishit Jasani (HUF)	Non promoter	1,80,000
16	Himani H Shah	Non promoter	1,50,000
17	Neel Thushar Thakker	Non promoter	1,50,000
18	Hiral Dinesh Nagda	Non promoter	1,50,000
19	Pooja Mertia	Non promoter	1,50,000
20	Chetan Kumar	Non promoter	1,50,000
21	Choksi Manjula M	Non promoter	1,50,000
22	Ghisulal Kisan Kumar	Non promoter	1,50,000
23	Mukesh Manharlal Parekh	Non promoter	1,50,000
24	Praveen Govindji Maru HUF	Non promoter	1,50,000
25	Kunal. Sukhani	Non promoter	1,50,000
26	Arihant Futures And Commodities Limited	Non promoter	1,50,000
27	Brijesh Jitendra Parekh	Non promoter	1,50,000
28	Shaileshbhai Jayantilal Shah	Non promoter	1,50,000
29	Krutika Hitesh Parekh	Non promoter	1,50,000



CAPTAIN PIPES LTD.

Regd. Office & Works : Survey No. 257, Plot No. 23 to 28, N.H. No. 27, SHAPAR (Veraval)
Dist. Rajkot (Gujarat) INDIA. Phone : +91 2827-252410, Mobile : +91 99090 29066
website : www.captainpipes.com | e-mail : info@captainpipes.com
CIN. : L25191GJ2010PLC059094

30	Murugan Balakrishnan	Non promoter	1,45,000
31	Altra Tek Finishing Private Limited	Non promoter	1,45,000
32	Nikita Dheeraj Berry	Non promoter	1,20,000
33	Pravin Bhimrao Jadhav	Non promoter	1,20,000
34	Sunder Pokardas Vazirani	Non promoter	1,00,000
35	Ashish Gupta	Non promoter	1,00,000
36	Pramod Suryakant Mehta	Non promoter	1,00,000
37	Rah Fortune	Non promoter	1,00,000
38	Rushika Rathi	Non promoter	1,00,000
39	Vallabh Rathi	Non promoter	1,00,000
40	Sai Defence System Pvt Ltd	Non promoter	1,00,000
41	Sweta Bankim Jain	Non promoter	1,00,000
42	Mrudula Padmakar Murodiya	Non promoter	1,00,000
43	Nivedita	Non promoter	1,00,000
44	Govind Rathi HUF	Non promoter	1,00,000
45	Rakesh Harlalka (HUF)	Non promoter	1,00,000
46	Prakash Sarda	Non promoter	1,00,000
47	Shraddha S Gampawar	Non promoter	1,00,000
48	Prashant Sheena Basrur	Non promoter	1,00,000
49	Chanchal Mehta	Non promoter	1,00,000
50	Saurabh Agarwal And Sons (HUF)	Non promoter	90,000
51	Harnish Dharmendra Karia	Non promoter	90,000
52	Nakshata Jigar Shah	Non promoter	90,000
53	Shishir Pravinlal Shroff	Non promoter	90,000
54	Dipal Laxmichand Shah	Non promoter	90,000
55	Sunil Kumar Agarwal and Sons HUF	Non promoter	90,000
56	Harshil Prakash Bohra	Non promoter	70,000
57	Lata Dilip Kothari	Non promoter	70,000
58	Vijay Keshavji Maru	Non promoter	60,000
59	Kavita Shivkant Chavan	Non promoter	60,000
60	Sandip R Kawade	Non promoter	60,000
61	Sandhini Manish Peshkar	Non promoter	60,000
62	Neetaben Mansukhlal Gada	Non promoter	60,000
63	Bhavya Bharat Beed HUF	Non promoter	60,000
64	Vishwas Sudhakar Chaknalwar	Non promoter	60,000
65	Mamta Agarwal	Non promoter	60,000
66	Jaimin Yogesh Mehta	Non promoter	60,000
67	Natasha Nahar	Non promoter	60,000
68	Suresh Kumar Agarwal	Non promoter	60,000
69	Atul Dafria	Non promoter	58,000
70	Gaurav Omprakash Samota	Non promoter	58,000
71	Sagar Bhupatray Vasa	Non promoter	58,000
72	Primeup Capital Connect Services Pvt Ltd	Non promoter	58,000
73	Sourabh Jain H	Non promoter	58,000
74	Vipul Chunilal Malde	Non promoter	58,000
	TOTAL		1,25,00,000

“RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as Tuesday, December 24, 2024 being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Thursday, January 23, 2025.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the following terms and conditions

- i. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- ii. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- iii. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- iv. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- v. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- vi. The Company shall re-compute the price of the Equity Shares issued on in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such proposed allottee to the Company in accordance with the provisions of SEBI ICDR Regulations.
- vii. The pre-preferential shareholding of proposed allottees of the Company shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations, if any; and



viii. The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**BY ORDER OF THE BOARD
FOR, CAPTAIN PIPES LIMITED**

**MR. GOPALBHAI D. KHICHADIA
MANAGING DIRECTOR
DIN: 00127947**

**DATE: 31/12/2024
PLACE: RAJKOT**



NOTES:

1) The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars"), permitted convening the Extra Ordinary General Meeting ("EGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. 4) An Explanatory Statement pursuant to Section 102(1) of the Companies act, 2013, relating to the Business as set out at item nos. 1 to 2 of the EGM Notice, to be transacted at the Meeting is annexed hereto.

2) The EGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the route map, proxy form and Attendance Slip are not annexed to this Notice.

3) The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, setting out material facts relating to the Resolutions proposed to be passed is annexed hereto.

4) Institutional Corporate Shareholders are required to send a scanned copy of its Board or Governing Body resolution/Authorization etc. authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution authorization shall be sent to scrutinizer by email through its registered email address to ksdudhatra@yahoo.com with a copy marked to compliance@captainpipes.com

5) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL.

6) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://captainPipes.com/announcements.html>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. The Notice of EGM is being sent by electronic mode to all the shareholders dated 27.12.2024 whose E-mail addresses are registered with the Company or Depository Participants (DP).

7) EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

8) The Company has appointed Ms. Kishor Dudhatra, Company Secretary in Practice (FCS-7236 and COP No: 3959), to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer has communicated her willingness for such appointment and will be available for the same. The Scrutinizer will submit his report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny and the result of the voting by e-voting process will be announced by the Chairman, or such person as authorized, within 2 (two) working days from the conclusion of the e-voting period. The Scrutinizer's decision on the validity of the e-voting shall be final and binding

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on 20th January, 2025 at 9:00 A.M. and ends on 22nd January, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 17.01.2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17.01.2025.





How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ksdudhatra@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.



3. 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 download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Ketankumar Patel) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (compliance@captainPipes.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (compliance@captainPipes.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (compliance@captainPipes.in) before 10 days of EGM. The same will be replied by the company suitably.
6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

**BY ORDER OF THE BOARD
FOR, CAPTAIN PIPES LIMITED**

**MR. GOPALBHAI D. KHICHADIA
MANAGING DIRECTOR
DIN: 00127947**

**DATE: 31/12/2024
PLACE: RAJKOT**



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act") AND CHAPTER V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

ITEM NO. 1

The Board has explored various options and proposed to raise fund by way of issue of Equity Shares on preferential basis, for the purpose as detailed below. The board of directors of the Company ("Board") in their meeting held on Tuesday, December 31, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue of up to up to 12500000 (One Crore Twenty Five Lakh) Equity Shares of face value of Rs. 1 (Rupees One) at a price of Rs. 16.50/- (Rupees Sixteen and Fifty Paise) per Equity Share (including a premium of Rs. 15.50/- (Rupees Fifteen and Fifty Paise) per Equity Share), aggregating up to Rs. 20,62,50,000/- (Rupees Twenty Crore Sixty Two lakh fifty Thousand Only) to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

LIST OF PROPOSED ALLOTTEES

Sr.no	Name of Proposed Allottee(s)	Category	No. of Equity Shares to be allotted
1	Securocrop Securities India Pvt Ltd	Non promoter	15,00,000
2	Vivek Lalitkumar Goyal	Non promoter	7,52,000
3	Chirag Kamlesh Pithdia	Non promoter	6,00,000
4	Instant Finserve Private Limited	Non promoter	5,00,000
5	Anita Jaideep Sampat	Non promoter	5,00,000
6	Manisha Gupta	Non promoter	3,25,000
7	HKG Money Tech Private Limited	Non promoter	3,25,000
8	Ankur Bhupendra Shah	Non promoter	3,00,000
9	Maheshkumar Manilal Shah	Non promoter	3,00,000
10	Sanjay Mervyn Sherman	Non promoter	3,00,000
11	Ishita Mota	Non promoter	3,00,000
12	Jitendra Rasiklal Sanghavi	Non promoter	3,00,000
13	Siddhartha Daga	Non promoter	2,00,000
14	Krishna S Rathi	Non promoter	2,00,000
15	Nishit Jasani (HUF)	Non promoter	1,80,000
16	Himani H Shah	Non promoter	1,50,000
17	Neel Thushar Thakker	Non promoter	1,50,000
18	Hiral Dinesh Nagda	Non promoter	1,50,000
19	Pooja Mertia	Non promoter	1,50,000
20	Chetan Kumar	Non promoter	1,50,000
21	Choksi Manjula M	Non promoter	1,50,000
22	Ghisulal Kisan Kumar	Non promoter	1,50,000
23	Mukesh Manharlal Parekh	Non promoter	1,50,000
24	Praveen Govindji Maru HUF	Non promoter	1,50,000
25	Kunal. Sukhani	Non promoter	1,50,000
26	Arihant Futures And Commodities Limited	Non promoter	1,50,000
27	Brijesh Jitendra Parekh	Non promoter	1,50,000
28	Shaileshbhai Jayantilal Shah	Non promoter	1,50,000
29	Krutika Hitesh Parekh	Non promoter	1,50,000
30	Murugan Balakrishnan	Non promoter	1,45,000
31	Altra Tek Finishing Private Limited	Non promoter	1,45,000
32	Nikita Dheeraj Berry	Non promoter	1,20,000
33	Pravin Bhimrao Jadhav	Non promoter	1,20,000
34	Sunder Pokardas Vazirani	Non promoter	1,00,000
35	Ashish Gupta	Non promoter	1,00,000
36	Pramod Suryakant Mehta	Non promoter	1,00,000
37	Rah Fortune	Non promoter	1,00,000
38	Rushika Rathi	Non promoter	1,00,000
39	Vallabh Rathi	Non promoter	1,00,000
40	Sai Defence System Pvt Ltd	Non promoter	1,00,000
41	Sweta Bankim Jain	Non promoter	1,00,000
42	Mrudula Padmakar Murodiya	Non promoter	1,00,000
43	Nivedita	Non promoter	1,00,000
44	Govind Rathi HUF	Non promoter	1,00,000
45	Rakesh Harlalka (HUF)	Non promoter	1,00,000
46	Prakash Sarda	Non promoter	1,00,000
47	Shraddha S Gampawar	Non promoter	1,00,000
48	Prashant Sheena Basrur	Non promoter	1,00,000
49	Chanchal Mehta	Non promoter	1,00,000
50	Saurabh Agarwal And Sons (HUF)	Non promoter	90,000



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51	Harnish Dharmendra Karia	Non promoter	90,000
52	Nakshata Jigar Shah	Non promoter	90,000
53	Shishir Pravinlal Shroff	Non promoter	90,000
54	Dipal Laxmichand Shah	Non promoter	90,000
55	Sunil Kumar Agarwal and Sons HUF	Non promoter	90,000
56	Harshil Prakash Bohra	Non promoter	70,000
57	Lata Dilip Kothari	Non promoter	70,000
58	Vijay Keshavji Maru	Non promoter	60,000
59	Kavita Shivkant Chavan	Non promoter	60,000
60	Sandip R Kawade	Non promoter	60,000
61	Sandhini Manish Peshkar	Non promoter	60,000
62	Neetaben Mansukhlal Gada	Non promoter	60,000
63	Bhavya Bharat Beed HUF	Non promoter	60,000
64	Vishwas Sudhakar Chaknalwar	Non promoter	60,000
65	Mamta Agarwal	Non promoter	60,000
66	Jaimin Yogesh Mehta	Non promoter	60,000
67	Natasha Nahar	Non promoter	60,000
68	Suresh Kumar Agarwal	Non promoter	60,000
69	Atul Dafria	Non promoter	58,000
70	Gaurav Omprakash Samota	Non promoter	58,000
71	Sagar Bhupatray Vasa	Non promoter	58,000
72	Primeup Capital Connect Services Pvt Ltd	Non promoter	58,000
73	Sourabh Jain H	Non promoter	58,000
74	Vipul Chunilal Malde	Non promoter	58,000
	TOTAL		1,25,00,000

In terms of Section 62 (read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The issue and allotment of Equity Shares shall be on the terms and conditions, as mentioned below:

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- The Company shall re-compute the price of the Equity Shares issued on in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such investor/allottee to the Company in accordance with the provisions of SEBI ICDR Regulations.
- The pre-preferential shareholding, of proposed allottees of the Company shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and
- The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

i. The objects of the preferential issue:

The proceeds of the preferential issue will be utilized for general corporate purpose, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

ii. Utilization of Issue Proceeds:

Given that the funds to be received against equity shares to be issued will be used for the above objects.

iii. Interim Use of issue proceeds:

Our Company, in accordance with the decision of the Board of Directors of the Company from time to time, will have flexibility to deploy the Issue Proceeds for the Objects described above.

iv. The total number of shares to be issued:

The Board, pursuant to its resolution dated December, 31, 2024, has approved the proposed preferential issue of up to 12500000 (One Crore Twenty Five Lakh) Equity Shares of face value of Rs. 1 (Rupees One) at a price of Rs.



16.50/- (Rupees Sixteen and Fifty Paise) per Equity Share (including a premium of Rs. 15.50/- (Rupees Fifteen and Fifty Paise) per Equity Share), aggregating up to Rs. 20,62,50,000/- (Rupees Twenty Crore Sixty Two lakh fifty Thousand Only)

v. Amount which the Company intends to raise by way of such securities

Amount to be raised by issue of issue of Equity Shares is up to Rs. 20,62,50,000/- (Rupees Twenty Crore Sixty Two lakh fifty Thousand Only)

vi. The price or price band at which the allotment is proposed:

Issue Price per Equity Share is Rs. 16.50/- (Rupees Sixteen and Fifty Paise) including a premium of Rs. 15.50/- (Rupees Fifteen and Fifty Paise)

vii. Basis on which the price has been arrived at:

The equity shares of Company are listed on BSE Limited and are frequently traded in accordance with the ICDR Regulations. As In terms of the applicable provisions of ICDR Regulations the price at which equity shares shall be allotted shall not be less than higher of the following:

This preferential issue does not result in allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

(a) the 90 TRADING DAYS volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;; i.e. Rs. 16.26/- per share or

(b) the 10 TRADING DAYS volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date .i.e. Rs. 16.45/- per share or

(C) value as per valuation of registered valuer -Valuation Report in this regard is availed from CS ABHISHEK CHHAJED (IBBI Registered Valuer) is Rs. 16/-

The issue price of the equity shares to be allotted on preferential basis is Rs.16.50/- per share which is not lower than the floor price determined in the manner set out above.

The equity shares are issued at Rs.16.50/-as the price calculated based on the formula as per SEBI ICDR guidelines works at Rs. 16/- . A certificate to that effect has been issued by PCS.

viii. The relevant date on the basis of which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of Equity Shares is Tuesday, December 24, 2024 being the 30 days prior to the date of Extraordinary General Meeting i.e. Thursday, January 23, 2025.

ix. The name of the proposed allottee, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control

Sl. No.	Name of Subscriber	Category / Class of Subscriber	Pre Issue holding (in number & in %)	Number of shares proposed to be allotted	Post Issue holding (in number)	Post Issue holding (in %)	Ultimate Beneficial Owners of proposed allottee
1	Securocrop Securities India Pvt Ltd	Body Corporate		15,00,000	15,00,000	0.94	Dinesh Pareekh (35.4%)
2	Vivek Lalitkumar Goyal	Individual – non promoter		7,52,000	7,52,000	0.47	
3	Chirag Kamlesh Pithdia	Individual – non promoter		6,00,000	6,00,000	0.37	
4	Instant Finserve Private Limited	Individual – non promoter		5,00,000	5,00,000	0.31	Lathi Vipul Dileep (34.74%)
5	Anita Jaideep Sampat	Individual – non promoter		5,00,000	5,00,000	0.31	
6	Manisha Gupta	Individual – non promoter		3,25,000	3,25,000	0.20	
7	HKG Money Tech Private Limited	Body Corporate	100725 shares 0.068%	3,25,000	4,25,725	0.20	Yatin B Shah (46.5%)
8	Ankur Bhupendra Shah	Individual – non promoter		3,00,000	3,00,000	0.19	
9	Maheshkumar Manilal Shah	Individual – non promoter		3,00,000	3,00,000	0.19	
10	Sanjay Mervyn Sherman	Individual – non promoter		3,00,000	3,00,000	0.19	



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11	Ishita Mota	Individual – non promoter		3,00,000	3,00,000	0.19	
12	Jitendra Rasiklal Sanghavi	Individual – non promoter		3,00,000	3,00,000	0.19	
13	Siddhartha Daga	Individual – non promoter		2,00,000	2,00,000	0.12	
14	Krishna S Rathi	Individual – non promoter		2,00,000	2,00,000	0.12	
15	Nishit Jasani (HUF)	HUF- non promoter		1,80,000	1,80,000	0.11	
16	Himani H Shah	Individual – non promoter		1,50,000	1,50,000	0.09	
17	Neel Thushar Thakker	Individual – non promoter		1,50,000	1,50,000	0.09	
18	Hiral Dinesh Nagda	Individual – non promoter		1,50,000	1,50,000	0.09	
19	Pooja Mertia	Individual – non promoter		1,50,000	1,50,000	0.09	
20	Chetan Kumar	Individual – non promoter		1,50,000	1,50,000	0.09	
21	Choksi Manjula M	Individual – non promoter		1,50,000	1,50,000	0.09	
22	Ghisulal Kisan Kumar	Individual – non promoter		1,50,000	1,50,000	0.09	
23	Mukesh Manharlal Parekh	Individual – non promoter		1,50,000	1,50,000	0.09	
24	Praveen Govindji Maru HUF	HUF- non promoter		1,50,000	1,50,000	0.09	
25	Kunal. Sukhani	Individual – non promoter		1,50,000	1,50,000	0.09	
26	Arihant Futures And Commodities Limited	Body Corporate		1,50,000	1,50,000	0.09	Ashok Kumar Jain (32.21%)Kiran Jain (22.71%)
27	Brijesh Jitendra Parekh	Individual – non promoter		1,50,000	1,50,000	0.09	
28	Shaileshbhai Jayantilal Shah	Individual – non promoter		1,50,000	1,50,000	0.09	
29	Krutika Hitesh Parekh	Individual – non promoter		1,50,000	1,50,000	0.09	
30	Murugan Balakrishnan	Individual – non promoter		1,45,000	1,45,000	0.09	
31	Altra Tek Finishing Private Limited	Body Corporate		1,45,000	1,45,000	0.09	Kunal Madhu More (50%)Sudesh Vishnu Gaikwad (50%)
32	Nikita Dheeraj Berry	Individual – non promoter		1,20,000	1,20,000	0.07	
33	Pravin Bhimrao Jadhav	Individual – non promoter		1,20,000	1,20,000	0.07	
34	Sunder Pokardas Vazirani	Individual – non promoter		1,00,000	1,00,000	0.06	
35	Ashish Gupta	Individual – non promoter		1,00,000	1,00,000	0.06	
36	Pramod Suryakant Mehta	Individual – non promoter		1,00,000	1,00,000	0.06	
37	Rah Fortune	Individual – non promoter		1,00,000	1,00,000	0.06	
38	Rushika Rathi	Individual – non promoter		1,00,000	1,00,000	0.06	
39	Vallabh Rathi	Individual – non promoter		1,00,000	1,00,000	0.06	
40	Sai Defence System Pvt Ltd	Body Corporate		1,00,000	1,00,000	0.06	Pushpa Ashok Shaw (96%)
41	Sweta Bankim Jain	Individual – non promoter		1,00,000	1,00,000	0.06	
42	Mrudula Padmakar Murodiya	Individual – non promoter		1,00,000	1,00,000	0.06	
43	Nivedita	Individual – non promoter		1,00,000	1,00,000	0.06	
44	Govind Rathi HUF	HUF- non promoter		1,00,000	1,00,000	0.06	



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45	Rakesh Harlalka (HUF)	HUF- non promoter		1,00,000	1,00,000	0.06	
46	Prakash Sarda	Individual – non promoter	2000 shares 0.013%	1,00,000	1,02,000	0.06	
47	Shraddha S Gampawar	Individual – non promoter		1,00,000	1,00,000	0.06	
48	Prashant Sheena Basrur	Individual – non promoter		1,00,000	1,00,000	0.06	
49	Chanchal Mehta	Individual – non promoter		1,00,000	1,00,000	0.06	
50	Saurabh Agarwal And Sons (HUF)	HUF- non promoter		90,000	90,000	0.06	
51	Harnish Dharmendra Karia	Individual – non promoter		90,000	90,000	0.06	
52	Nakshata Jigar Shah	Individual – non promoter		90,000	90,000	0.06	
53	Shishir Pravinlal Shroff	Individual – non promoter		90,000	90,000	0.06	
54	Dipal Laxmichand Shah	Individual – non promoter		90,000	90,000	0.06	
55	Sunil Kumar Agarwal and Sons HUF	HUF- non promoter		90,000	90,000	0.06	
56	Harshil Prakash Bohra	Individual – non promoter		70,000	70,000	0.04	
57	Lata Dilip Kothari	Individual – non promoter		70,000	70,000	0.04	
58	Vijay Keshavji Maru	Individual – non promoter		60,000	60,000	0.04	
59	Kavita Shivkant Chavan	Individual – non promoter		60,000	60,000	0.04	
60	Sandip R Kawade	Individual – non promoter		60,000	60,000	0.04	
61	Sandhini Manish Peshkar	Individual – non promoter		60,000	60,000	0.04	
62	Neetaben Mansukhlal Gada	Individual – non promoter		60,000	60,000	0.04	
63	Bhavya Bharat Beed HUF	HUF- non promoter		60,000	60,000	0.04	
64	Vishwas Sudhakar Chaknalwar	Individual – non promoter		60,000	60,000	0.04	
65	Mamta Agarwal	Individual – non promoter		60,000	60,000	0.04	
66	Jaimin Yogesh Mehta	Individual – non promoter		60,000	60,000	0.04	
67	Natasha Nahar	Individual – non promoter		60,000	60,000	0.04	
68	Suresh Kumar Agarwal	Individual – non promoter		60,000	60,000	0.04	
69	Atul Dafria	Individual – non promoter		58,000	58,000	0.04	
70	Gaurav Omprakash Samota	Individual – non promoter		58,000	58,000	0.04	
71	Sagar Bhupatray Vasa	Individual – non promoter		58,000	58,000	0.04	
72	Primeup Capital Connect Services Pvt Ltd	Body Corporate		58,000	58,000	0.04	Surendra Gandhi (25%) Shreya Gandhi (25%) Shubham Gandhi (25%) Surekha Gandhi (25%)
73	Sourabh Jain H	Individual – non promoter		58,000	58,000	0.04	
74	Vipul Chunilal Malde	Individual – non promoter		58,000	58,000	0.04	
				12500000			



x. **Intention of Promoters, directors or key managerial personnel to subscribe to the offer:** none of the promoter, directors and key managerial personnel are intending to participate/subscribe to the proposed issue. Except as mentioned above, promoters or directors of the Company have not and they will not contribute as part of the offer or separately in furtherance of objects.

xi. **The proposed time within which the allotment shall be completed:** Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

xii. **The pre-issue and post-issue shareholding pattern of the Company:**

Category of Shareholders	Pre-issue *		Post-Allotment #	
	No. of Equity Shares	%	No. of Equity Shares	%
Promoter & Promoter Group				
1. Indian				
a. Individuals / HUF	65608800	44.42	65608800	40.95
b. Bodies Corporate	33331327	22.57	33331327	20.81
Total Promoter/ Promoter Group (A)	98940127	66.98	98940127	61.76
Public Shareholders				
a. Non-Institutions	48766673	33.02	61266673	38.24
Total Public Shareholding (B)	48766673	33.02	61266673	38.24
TOTAL (A+B)	147706800	100	160206800	100

*pre issue shareholding pattern as on 30.09.2024

xii. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price: NA.

xiii. Change in control, if any, in the Company that would occur consequent to the preferential offer: There shall be no change in management or control of the Company pursuant to the issue of the equity shares after conversion from the warrants.

ixv. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable

xv. Lock in period: The proposed allotment of the Shares shall be subject to a lock-in as per the requirements of SEBI (ICDR) Regulations.

xvi. Valuation Report and Issue Price certificate: Valuation Report issued by the Registered valuer valuing the equity share of the company and the certificate from Practising Company Secretary certifying that the issue of shares in accordance with requirements of SEBI (ICDR) Regulations are being made available on the website of the company at <https://captainpipes.com/other-certificate.html>.

xvii. Undertaking as to re-computation of price and lock-in of equity shares and warrants: undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

xviii. undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

ixx. **Listing:**

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued and allotted on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, including voting rights and dividend or any other corporate actions..

xx. The current and proposed status of the allottee(s) post the preferential issue as per reg 163(1) j of SEBI ICDR.

Sr.no	Name of Allottees	Current status of allottees	Proposed status of the allottee
1	Securocrop Securities India Pvt Ltd	NA	NON PROMOTER
2	Vivek Lalitkumar Goyal	NA	NON PROMOTER
3	Chirag Kamlesh Pithdia	NA	NON PROMOTER
4	Instant Finserve Private Limited	NA	NON PROMOTER
5	Anita Jaideep Sampat	NA	NON PROMOTER
6	Manisha Gupta	NA	NON PROMOTER
7	HKG Money Tech Private Limited	NON PROMOTER	NON PROMOTER
8	Ankur Bhupendra Shah	NA	NON PROMOTER
9	Maheshkumar Manilal Shah	NA	NON PROMOTER
10	Sanjay Mervyn Sherman	NA	NON PROMOTER
11	Ishita Mota	NA	NON PROMOTER
12	Jitendra Rasiklal Sanghavi	NA	NON PROMOTER
13	Siddhartha Daga	NA	NON PROMOTER
14	Krishna S Rathi	NA	NON PROMOTER
15	Nishit Jasani (HUF)	NA	NON PROMOTER



CAPTAIN PIPES LTD.

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website : www.captainpipes.com | e-mail : info@captainpipes.com
CIN. : L25191GJ2010PLC059094

16	Himani H Shah	NA	NON PROMOTER
17	Neel Thushar Thakker	NA	NON PROMOTER
18	Hiral Dinesh Nagda	NA	NON PROMOTER
19	Pooja Mertia	NA	NON PROMOTER
20	Chetan Kumar	NA	NON PROMOTER
21	Choksi Manjula M	NA	NON PROMOTER
22	Ghisulal Kisan Kumar	NA	NON PROMOTER
23	Mukesh Manharlal Parekh	NA	NON PROMOTER
24	Praveen Govindji Maru HUF	NA	NON PROMOTER
25	Kunal. Sukhani	NA	NON PROMOTER
26	Arihant Futures And Commodities Limited	NA	NON PROMOTER
27	Brijesh Jitendra Parekh	NA	NON PROMOTER
28	Shaileshbhai Jayantilal Shah	NA	NON PROMOTER
29	Krutika Hitesh Parekh	NA	NON PROMOTER
30	Murugan Balakrishnan	NA	NON PROMOTER
31	Altra Tek Finishing Private Limited	NA	NON PROMOTER
32	Nikita Dheeraj Berry	NA	NON PROMOTER
33	Pravin Bhimrao Jadhav	NA	NON PROMOTER
34	Sunder Pokardas Vazirani	NA	NON PROMOTER
35	Ashish Gupta	NA	NON PROMOTER
36	Pramod Suryakant Mehta	NA	NON PROMOTER
37	Rah Fortune	NA	NON PROMOTER
38	Rushika Rathi	NA	NON PROMOTER
39	Vallabh Rathi	NA	NON PROMOTER
40	Sai Defence System Pvt Ltd	NA	NON PROMOTER
41	Sweta Bankim Jain	NA	NON PROMOTER
42	Mrudula Padmakar Murodiya	NA	NON PROMOTER
43	Nivedita	NA	NON PROMOTER
44	Govind Rathi HUF	NA	NON PROMOTER
45	Rakesh Harlalka (HUF)	NA	NON PROMOTER
46	Prakash Sarda	NON PROMOTER	NON PROMOTER
47	Shraddha S Gampawar	NA	NON PROMOTER
48	Prashant Sheena Basrur	NA	NON PROMOTER
49	Chanchal Mehta	NA	NON PROMOTER
50	Saurabh Agarwal And Sons (HUF)	NA	NON PROMOTER
51	Harnish Dharmendra Karia	NA	NON PROMOTER
52	Nakshata Jigar Shah	NA	NON PROMOTER
53	Shishir Pravinlal Shroff	NA	NON PROMOTER
54	Dipal Laxmichand Shah	NA	NON PROMOTER
55	Sunil Kumar Agarwal and Sons HUF	NA	NON PROMOTER
56	Harshil Prakash Bohra	NA	NON PROMOTER
57	Lata Dilip Kothari	NA	NON PROMOTER
58	Vijay Keshavji Maru	NA	NON PROMOTER
59	Kavita Shivkant Chavan	NA	NON PROMOTER
60	Sandip R Kawade	NA	NON PROMOTER
61	Sandhini Manish Peshkar	NA	NON PROMOTER
62	Neetaben Mansukhlal Gada	NA	NON PROMOTER
63	Bhavya Bharat Beed HUF	NA	NON PROMOTER
64	Vishwas Sudhakar Chaknalwar	NA	NON PROMOTER
65	Mamta Agarwal	NA	NON PROMOTER
66	Jaimin Yogesh Mehta	NA	NON PROMOTER
67	Natasha Nahar	NA	NON PROMOTER
68	Suresh Kumar Agarwal	NA	NON PROMOTER
69	Atul Dafria	NA	NON PROMOTER
70	Gaurav Omprakash Samota	NA	NON PROMOTER
71	Sagar Bhupatray Vasa	NA	NON PROMOTER
72	Primeup Capital Connect Services Pvt Ltd	NA	NON PROMOTER
73	Sourabh Jain H	NA	NON PROMOTER
74	Vipul Chunilal Malde	NA	NON PROMOTER

xxi. Lock-In Period:

The Equity Shares shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations. The pre preferential holding of the proposed allottees, if any, shall be locked in, under Regulation 167(6) of the SEBI (ICDR) Regulations.

xxii. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (ninety) trading days, the price computation and lock-in extensions, required pursuant to regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. However, the Company undertakes to re-compute the price of the Equity Shares in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR)



Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

xxiii. Disclosure specified in Schedule VI of SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower
Neither the Company nor its Promoters or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations

xxiv. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the Equity Shares, and the Equity Shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

xxv. Valuation report from a Registered valuer :

CS ABHISHEK CHHAJED, bearing the registration **RV Registration No – IBBI/RV/03/2020/13674** with SEBI, has issued the valuation report dated December, 31 2024 for the proposed issue. The copy of the report has been uploaded on the Company's website, link for which is <https://captainpipes.com/other-certificate.html>

xxiv. Practicing Company Secretary's Certificate:

Practicing Company Secretary, Mr. Kishor Dudhatra having Membership No. 7236 and Certificate of Practise No. 3959 has issued a certificate dated December, 31 2024 confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The copy of the certificate shall be placed in the meeting and Company's website link for the Certificate is <https://captainpipes.com/other-certificate.html>

xxv. Principal terms of assets charged as securities: NA

xxvi. Other Disclosures/Undertaking:

- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
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- The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date
- The Company is in compliance with the conditions for continuous listing;
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. Accordingly, consent of the members is being sought for passing the Special Resolution as set out at Item No. 1 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

**BY ORDER OF THE BOARD
FOR, CAPTAIN PIPES LIMITED**

**MR. GOPALBHAI D. KHICHADIA
MANAGING DIRECTOR
DIN: 00127947**

**DATE: 31/12/2024
PLACE: RAJKOT**