



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

Date: JANUARY 27, 2023

To,
Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Reg: Captain Pipes Limited (Scrip Code: 538817/Scrip ID: CAPPIPES)
Sub: Notice of Extra-Ordinary General Meeting of the Company

This is with reference to the above captioned subject line and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Extra-Ordinary General Meeting (EOGM/ EGM) to be held on Thursday, 23rd February, 2023 at 11:00 A.M. at the Registered Office of the Company SURVEY NO-257, PLOT NO. 23 TO 28, N.H. NO. 8-B, SHAPAR (VERAVAL), RAJKOT-360002, Gujarat, India to transact the businesses as mentioned in the Notice of EGM.

This is for your records and information.

Thanking you.

Yours truly

FOR, CAPTAIN PIPES LIMITED

KANTILAL SERIALNUMBER=7b9469
36e4155c08d858b9d623f
MANILAL 35584d3b75ab4cc207e7bf
a70e3bf2229019.
GEDIYA CN=KANTILAL MANILAL
GEDIYA, L=RAJKOT.

MR. KANTIBHAI M GEDIA
(WHOLETIME DIRECTOR)
DIN: 00127949

Encl: As above



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NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS (EOGM/EGM) OF CAPTAIN PIPES LIMITED WILL BE HELD ON THURSDAY, 23rd FEBRUARY, 2023 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT SURVEY NO-257, PLOT NO. 23 TO 28, N.H. NO. 8-B, SHAPAR (VERAVAL), RAJKOT-360002, GUJARAT, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ITEM NO. 1 - INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

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 13, 61 and 64 and other applicable provisions, and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent and approval of Members of the Company be and is hereby accorded to alter the Authorised Share Capital of Company from Rs. 6,00,00,000/- (Rupees Six Crore only), divided into 6000000 (Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 16,00,00,000/- (Rupees sixteen Crore only), divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

“RESOLVED FURTHER THAT, pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

“V. The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crore only), divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

“RESOLVED FURTHER THAT, any of the Directors of the Company be and is hereby authorised to sign and execute all the necessary documents, as may be required and to do all such things and acts as may be necessary for giving effect to the said resolution and file this resolution with the concerned authorities on behalf of the Company.”

ITEM NO. 2 - SUB-DIVISION/SPLIT OF EQUITY SHARES OF THE COMPANY FROM FACE VALUE OF RS. 10/- EACH TO FACE VALUE OF RE. 1/- EACH

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **“Ordinary Resolution”**:

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and Rules framed thereunder including the statutory modifications thereto and re-enactments thereof for the time being in force and the provisions of Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, circulars, notifications etc. issued thereunder, subject to such approvals and consents from appropriate authorities, the consent of the Members of the Company be and is hereby accorded for sub-division of each equity share of face value of Rs. 10/- (Rupees Ten Only) into 10 (Ten) equity shares of face value of Re. 1/- (Rupee One Only) each fully paid up.”

“RESOLVED FURTHER THAT pursuant to the split/sub-division of equity shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company existing on the record date to be fixed by the Board of Directors shall stand subdivided into equity shares of face value of Re. 1/- (Rupee One only) each fully paid up as given below, without altering the aggregate amount of such capital and shall rank pari passu in all respects with the existing fully paid equity share of 10/- each of the company:

Particulars	Pre-Split/ Sub-division			Post-Split/ Sub-division		
	No. of Shares	Face Value (Rs.)	Total Share Capital (in Rs.)	No. of Shares*	Face Value (Rs.)	Total Share Capital (in Rs.)
Authorized Share Capital	6000000	10	6,00,00,000	160000000	1	16,00,00,000
Paid-up Share Capital	4648560	10	4,64,85,600	46485600	1	4,64,85,600

*Authorised share Capital will be increased to Rs. 16,00,00,000/- from Rs. 6,00,00,000/- subject to shareholder’s approval and necessary filings with the Authorities and their approvals.



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“RESOLVED FURTHER THAT upon the split/sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of Rs. 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date(there is no physical shares in company) and the Board be and is hereby authorised to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to sub-divided Equity Shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended), Articles of Association and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares of the face value of Re. 1/- (Rupee One only) each, fully paid up, shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the split/sub-division of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto.”

ITEM NO. 3: ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification (s) or enactment (s) thereof, for the time being in force), subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing clause V of the Memorandum of Association of the Company with the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crore only), divided into 16,00,00,000 (Sixteen Crore) Equity Shares of Re. 1/- (Rupee One) each.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take such steps as may be necessary and to execute all deeds, applications, documents and writings that may be required and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

ITEM NO. 4 – ISSUE OF BONUS SHARES

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 63 of the Companies Act, 2013 read with Rule 14 of Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 293 , 294 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable provisions of Article of Association of the Company and subject to such approvals, consent, permissions, conditions and sanctions as may be necessary from appropriate Authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions and modifications by the Board of Directors and subject to such permissions, sanctions and approvals as may be required in this regard; the consent of the members of the Company be and is hereby accorded for capitalization of such sum standing to the credit of the securities premium and/or free reserves of the Company, as may be considered necessary by the Board of Directors (hereinafter referred to as ‘the Board’, which expression shall be deemed to include a Committee of Directors and senior management officers of the Company duly constituted by the Board), for the purpose of issuance of fully paid-up bonus equity shares) (‘bonus shares’) to the Members of the Company in the proportion of 2 (Two) Bonus Shares for



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every 1 (One) Equity Shares (nominal value of equity share shall be adjusted post sub-division) held as on such date as may be fixed by the Board for this purpose ('record date') AND THAT the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member."

Further it is to be stated that the company has 5,10,000 (Five Lakh Ten Thousand) outstanding Warrants convertible into Equity Shares. The said warrant holders shall also be eligible for the bonus issue of equity shares subject to the post conversion of the warrant into Equity Shares. The Company shall also kept a reserve of Rs.1,02,00,000/- (Rupees one Crore Two Lakhs only) for the purpose of bonus issue of equity shares to the warrant holders post conversion into equity shares by capitalisation of Securities Premium account and/or reserves & surplus.

"RESOLVED FURTHER THAT:

- a) the bonus issue of shares will be made in the ratio of 2:1 i.e. 2 (Two) fully paid up Equity Shares for every 1 (One) Equity Shares held to the shareholders on such date (Record Date) as may be determined by the Board of Directors after approval of this resolution by shareholders in General Meeting.
- b) the bonus equity shares so allotted shall rank paripassu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;
- c) the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;
- d) Share certificate shall be issued to those to whom the Bonus Shares are allotted within the time prescribed in the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. With regard to the shares held in dematerialized form, the bonus shares will be credited to the respective demat A/c of the holders;
- e) No member shall be entitled to a fraction of an Equity Shares as a result of implementation of this resolution & no certificate or coupon or cash shall be issued for fraction of equity shares.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines. "

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for the purpose of giving effect to this resolution, the Board of Director of the Company be and is hereby authorised to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Stock Exchange, SEBI, Superintendent of Stamps, NSDL, CDSL, RTA or any other authority.'

"RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary."

"RESOLVED FURTHER THAT the new Equity Shares will be credited in electronic form to the Demat accounts of the shareholders who hold the existing equity shares in electronic form, and for others who do not have valid Demat account, the new Equity Shares or issue new Equity Share Certificates, as the case may be, in accordance with the applicable provisions of the SEBI Regulations within the period prescribed."



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“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, Board be and is hereby authorized to delegate such powers and/or authority to any one or more of the, Managing Director, Chief Financial Officer, Company Secretary or any other person / official to make listing and/or trading application to the Stock Exchanges and to deal with Depositories and any other authorities as may be required for the aforesaid shares and to sign and execute all necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in the aforesaid matters and to do such other acts and deeds required to give effect to the aforesaid resolutions.”

Registered Office:

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Tel: 2827 - 252411,
E-mail: compliance@captainpipes.com
Website: www.captainpipes.com

By order of the Board of Directors

Sd/-

Gopal D Khichadia
Managing Director
(DIN: 00127947)

Date: 27.01.2023

Place: Rajkot

NOTES:

1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.

2) A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.

3) Corporate Members intending to send their authorized representatives to attend and vote at the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

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 4 of the EGM Notice, to be transacted at the Meeting is annexed hereto.

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.



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The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

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 **27-01-2023** whose E-mail addresses are registered with the Company or Depository Participants (DP).

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on **20.02.2023** at **09:00 A.M.** and ends on **22.02.2023** at **05:00 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. **17.02.2023**, 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 **17.02.2023**.

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 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. 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.jspVisit 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.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



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	<p>NSDL Mobile App is available on</p> <p> App Store Google Play </p> <p> </p>
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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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 an 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 e-voting 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

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 22 55 33

B) Login Method for e-Voting 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?

- 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.



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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.nsd.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.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.



CAPTAIN PIPES LTD.

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Dist. Rajkot (Gujarat) INDIA. Phone : +91 2827-252410, Mobile : +91 99090 29066
website : www.captainpipes.com | e-mail : info@captainpipes.com
CIN. : L25191GJ2010PLC059094

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.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (NSDL Official) at evoting@nsdl.co.in

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), and AADHAR (self-attested scanned copy of Aadhar Card) by email to (compliance@captainpipes.com).
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.com). 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.



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**BY ORDER OF THE BOARD OF DIRECTORS
CAPTAIN PIPES LIMITED**

Sd/-

**GOPAL DEVRAJBHAI KHICHADIA
MANAGING DIRECTOR
(DIN: 00127947)**

**DATE: 27.01.2023
PLACE: RAJKOT**

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

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special business mentioned in the accompanying Notice.

ITEM NO. 1, 2 3 & 4 OF THE NOTICE:

The equity shares of the company are listed and actively traded on the BSE SME PLATFORM. Further, since incorporation of your company it has performed well both in terms of profit and business. With a view to enhance the liquidity of Equity Shares and to rationalise the capital structure, the Board of Directors of the Company at its Meeting held on **27TH January, 2023**, approved and recommended for consideration of Members the following:

1. Sub-division of one Equity Share of Face Value of Rs. 10/- (Rupees Ten only) into 10 Equity Shares of the face value of Re. 1/- (Rupee One only) (item no. 1 of the Notice).

There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division of equity shares. Additionally, such subdivision shall not be construed as reduction in share capital of the Company.

2. Issue of 2 (Two) Bonus Equity Shares for every 1 (One) fully paid-up equity shares by capitalizing such sums out of capital redemption reserve/ securities premium account and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate. (Item no. 3 of the Notice).

The Issued, Subscribed and Paid-up share capital of the Company shall be increased to a sum not exceeding Rs. 13,94,56,800/- (Rupees Thirteen Crore Ninety Four Lakh Fifty six Thousand Eight Hundred only) after capitalizing a sum not exceeding Rs. 9,29,71,200/- (Rupees Nine Crore Twenty Nine Lakh Seventy One Thousand Two Hundred only) from Securities Premium Account or any other permitted reserves/ surplus, as per the statutory auditor's certificate dated 24.01.2023 regarding balance of free reserve and securities premium account as on 30th September, 2022 in the books of accounts of company and the same is proposed to be applied in paying up in full not exceeding 9,29,71,200 Equity Shares of Rs.1/- each.

The bonus shares so allotted shall rank pari passu in all respect with the fully paid-up equity shares of the Company as existing on the record date.



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3. To accommodate the Sub-division and further issue of shares on account of Bonus, it is necessary to alter the capital clause of the Memorandum of Association of the Company, as mentioned in the item No. 1 & 3 of the Notice. Pursuant to provisions of Sections 13, 61 and 63 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements, the Members may by way of an ordinary resolution approve sub-division of equity shares, alteration of capital clause of Memorandum of Association, and capitalization of free reserves for the purpose of issue of bonus shares. (item no. 4 of the Notice).

A copy of the amended Memorandum of Association of the Company (MOA) would be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EOGM. Members seeking to inspect the MOA can send an email to compliance@captainpipes.com.

The Record Date for the aforesaid sub-division of equity shares and issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained.

Pursuant to proviso to Regulation 294 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018, it is proposed to keep reservation for bonus shares for 5,10,000 (Five Lakh Ten Thousand) outstanding Warrants convertible into Equity Shares . Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

Accordingly, the Company will take the requisite steps for implementing the aforesaid corporate actions on or before 27th February, 2023.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

The Board of Directors recommends passing of all the Ordinary Resolutions set out in the Notice.

Registered Office:

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Website: www.captainpipes.com

**BY ORDER OF THE BOARD OF DIRECTORS
CAPTAIN PIPES LIMITED**

Sd/-

**GOPAL DEVRAJBHAI KHICHADIA
MANAGING DIRECTOR
(DIN: 00127947)**

**DATE: 27.01.2023
PLACE: RAJKOT**

ATTENDANCE SLIP CAPTAIN PIPES LIMITED
SURVEY NO-257, PLOT NO. 23 TO 28, N.H. NO. 8-B, SHAPAR (VERAVAL), RAJKOT-360002, GUJARAT INDIA.
CIN: L25191GJ2010PLC059094
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EXTRA ORDINARY GENERAL MEETING

Shareholder's Folio No. / DP ID-Client ID : _____
Name of the attending Shareholder/Proxy : _____
Address of the Shareholder(s) : _____
: _____
: _____
No. of Shares held : _____

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held on Thursday, 23rd February, 2023 at 11:00 A.M. at Survey No-257, Plot No. 23 To 28, N.H. No. 8-B, Shapar (Veraval), Rajkot-360002, Gujarat India.

Signature of the Attending Shareholder/Proxy: _____

Notes:

1. You are requested to sign and hand over this at the entrance. If you intend to appoint a proxy to attend the meeting instead of yourself, the proxy must be deposited at Regd. Office at Survey No-257, Plot No. 23 To 28, N.H. No. 8-B, Shapar (Veraval), Rajkot-360002, Gujarat India not less than 48 hours before the time for holding the meeting.
2. If you are attending the meeting in person or by proxy, you/your proxy for reference at the meeting may please bring your copy of the notice.

CAPTAIN PIPES LIMITED
(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)
SURVEY NO-257, PLOT NO. 23 TO 28, N.H. NO. 8-B, SHAPAR (VERAVAL), RAJKOT-360002, GUJARAT, INDIA.
CIN: L25191GJ2010PLC059094
Tel: 2827 - 252411, E-mail: compliance@captainpipes.com, Website: www.captainpipes.com

FORM NO. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): _____ Folio No/ Client Id: _____
Registered address: _____ DP ID: _____
_____ E-mail Id: _____

I/We, _____ being the member(s) of shares of the above named Company, hereby appoint

1. Name: _____	2. Name: _____	3. Name: _____
Address: _____	Address: _____	Address: _____
E-mail Id: _____	E-mail Id: _____	E-mail Id: _____
Signature:....., or failing him	Signature:....., or failing him	Signature:

As my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the Extra Ordinary General Meeting to be held on **Thursday, 23rd February, 2023 at 11:00 A.M.** at the Registered Office of the Company at Survey No-257, Plot No. 23 To 28, N.H. No. 8-B, Shapar (Veraval), Rajkot-360002, Gujarat, India and at any adjournment thereof in respect of such resolutions as indicated below:

SR. NO.	RESOLUTION	Vote (optional see Note 2)	
		For	Against
1	Sub-Division/Split Of Equity Shares Of The Company From Face Value Of Rs 10/- Each To Face Value Of Re. 1/- Each.		
2	Increase In Authorised Share Capital Of The Company		
3	Issue of Bonus Shares		
4	Alteration of Capital Clause of Memorandum of Association of the Company		

Affix revenue stamp

Signed this day of 2023

Signature of shareholder

Signature of 1st Proxy holder(s)

Signature of Proxy 2nd holder(s)

Notes:

1. Proxy need not be a member.
2. Alterations, if any made in the form of proxy should be initialled;
3. Proxy must be deposited at the Registered Office of the Company not later than 48 hours before the time for holding the meeting.
4. In case of multiple proxies, proxy later in time shall be accepted.
5. A form of appointment naming a proxy and a list of individuals who would be willing to act as Proxies will be made available on receipt of request in writing to the Company.
6. *It is optional to put a '✓' in the appropriate column in front of the resolutions indicated in the table above. If you leave the 'For' or 'Against' column blank against any or all resolution(s), your proxy will be entitled to vote in the manner he / she thinks appropriate.