

## **NOTICE:**

**Notice** is hereby given that the 7<sup>th</sup> annual general meeting of the members of **Captain Pipes Limited** will be held on 13<sup>th</sup> August, 2016 at registered office of the company at Survey No-257, Plot No. 23 To 28, N.H. No. 8-B, Shapar - Veraval, Dist. Rajkot – 360002 (Gujarat) at 9.30 A.M. to transact the following business:

### **A) ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2016 and the Profit and Loss Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kantilal Manilal Gedia, (DIN: 00127949) who retires by rotation in compliance with the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To confirm the appointment of auditor Pursuant to the provisions of Section 139(8) of the Companies Act, 2013.

Pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/S SVK & ASSOCIATES**, Chartered Accountants, Ahmedabad were appointed as Statutory Auditors of the Company by board at its meeting held on 18.05.2016 to fill the casual vacancy caused by the resignation of M/S. P.H.PATEL & ASSOCIATES, Chartered Accountants, Rajkot upto the upcoming Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the period ended 31st March, 2016 on such remuneration as may be fixed by the Board of Directors in consultation with them.

#### **4. Reappointment Of Statutory Auditors**

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

“RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under M/S SVK & ASSOCIATES, Chartered Accountants, Ahmadabad (Firm Registration No 118564W), Chartered Accountants, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion this Annual General Meeting till the conclusion of the 11<sup>th</sup> Annual General Meeting (Subject to ratification of appointment by the shareholders at every AGM held after this AGM), on a remuneration to be decided by the Board of Directors of company.”

The Board recommends the resolution. None of the Directors has any interest or concern in this resolution.

### **B) SPECIAL BUSINESS**

#### **1 TO ENHANCE THE BORROWING LIMITS OF THE BOARD OF THE DIRECTORS OF THE COMPANY:**

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

“RESOLVED THAT in supersession of all the earlier resolution(s) and pursuant to the provisions to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing, from time to time, any sum or sums of money on such terms and conditions with or without security as the Board Of Directors may think fit, which together with the moneys already

borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in ordinary course of business) and being borrowed by the Board at any time shall not exceed in the aggregate at any time **Rs. 40 Crores (Rupees Forty Crores Only)** irrespective of the fact that such aggregate amount of borrowings outstanding at any time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose."

"RESOLVED FURTHER that the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings, as may be required."

RESOLVED FURTHER THAT the Board be and is hereby authorized to fulfill all such formalities and to do all such acts as may be required in relation to the afore stated resolution.

## 2 TO APPROVAL FOR SELL, LEASE OR OTHERWISE DISPOSAL OF UNDERTAKING OF THE COMPANY

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

"RESOLVED THAT pursuant to the provision of Section 180(1)(a) and other applicable provision, if any, of the Companies Act, 2013(including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for Mortgaging, Hypothecating, Charging and pledging and/or creating a floating charge and/or also to create lien, charges and all other encumbrances of whatsoever nature, on all or any of the Company's assets and properties whether immovable, movable, current assets or stock in trade and the whole or substantially the whole of all or any of the undertakings of the Company, where so ever situated, both present and future, in such form and in such manner as the Board may think fit and proper, in favor of any Financial Institutions/Banks/Bodies Corporate/other agencies/persons (hereinafter referred to as 'Lenders') for securing any financial facilities/Loans up to an aggregate amount not exceeding **Rs. 40 Crores (Rupees Forty Crores Only)** together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages commitment charges, premium on pre-payment, or on redemption, costs, charges, expenses and all other monies payable by the Company to the lenders or any of the them under the agreement/arrangements entered into/ to be entered in to by the Company in respect of the said financial facilities/loans as the case may be;

RESOLVED FURTHER THAT Board of Director of the Company be and is hereby authorized to finalize with the aforesaid parties or any of them, the documents for creating the Mortgages/ Hypothecations/ Charges/ Pledges and accepting or making any alterations, changes, variations to or in terms and conditions , to do all such acts, deeds matters and thing and to execute all such further and other documents and writings as it may consider necessary, for the purpose of giving effect to this resolution."

By Order of the Board

For Captain Pipes Limited

Date: 15/07/2016  
Place : Rajkot

Jeetkumar B. Raychura  
Company Secretary

**Notes:-**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/herself and such proxy/proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more 10%, of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 05/08/2016 to Saturday, 13/08/2016 (both days inclusive).
6. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, annexed to the Proxy Form. Members/ Proxies are requested to bring the attendance slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
7. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.
8. Members and Proxies attending the meeting are requested to bring the annual report to the meeting as extra copies will not be distributed.
9. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. Any member desirous to dematerialise his holding may do so through any of the depository participants. The ISIN of the equity shares of the Company is INE513R01018.
10. Members are requested to address all correspondence, including change in their addresses, to the Company or to the Registrar and Share Transfer Agent, (w.e.f. 1.05.2016) M/s. Bigshare Services Pvt. Ltd, E/2-3, Ansa Industrial Estate Saki Vihar Road, Sakinaka Andheri (East) Mumbai – 400072. E-mail: [jibu@bigshareonline.com](mailto:jibu@bigshareonline.com) Members whose shareholding are in electronic mode are requested to approach their respective depository participants for effecting change of address.
11. The Shareholders are requested to update the Contact address and e-mail address and are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.
12. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the Registrar and Share Transfer Agent for consolidation of their shareholding into a single folio.

13. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
14. Notice of this Annual General Meeting, Audited Financial Statements for 2015-16 along with Directors' Report and Auditors' Report are available on the website of the Company [www.captainpipes.com](http://www.captainpipes.com).
15. As per the Circulars issued by the Ministry of Corporate Affairs, Members are requested to provide their email address to the Company/ the Registrar and Transfer Agent or update the same with their depositories to enable the Company to send the documents in electronic form.
16. As a part of "Green Initiative in the Corporate Governance", the Ministry of Corporate has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors' Report, Directors' Report etc. to the members through e-mail. The shareholders holding shares in physical form are requested to register their email address with the Registrar & Share Transfer Agent by sending duly signed request letter quoting their Folio no. name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).
17. At the ensuing Annual General Meeting, Mr. Kantilal Manilal Gedia retires by rotation and seek re-appointment. Details pertaining to Mr. Kantilal Manilal Gedia required to be provided pursuant to the Listing Agreement read with SEBI (LODR) Regulations 2015 are furnished in the statement on corporate governance.
18. In pursuance of Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 and Companies Act, 2013 the amount of Dividends that remain unclaimed / unpaid for a period of seven (7) years from the date on which they were declared, is required to be transferred to the Investor Education and Protection Fund (IEPF). Shareholders, who have not encashed their Dividend warrants including Interim Dividend, if any, are requested to make their claims without any delay.-N.A.
19. Pursuant to the prohibition imposed vide Section 118 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.

#### **EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS (Pursuant to Section 102 of the Companies Act, 2013)**

##### **Item No. 1 To Enhance The Borrowing Limits Of The Board Of The Directors of the Company:**

The Board felt that there is necessity for increased borrowings powers to meet the future plans. Hence, the Board of Directors of the Company should be authorized to borrow moneys from bankers, financial institutions and other sources, as may be exceed the aggregate paid-up capital and its free reserves, provided however, the total amount of such borrowing shall not exceed the sum of Rs. 40 Crores (Rupees Forty Crores Only) at any time. This authority can only be exercised by the Board in accordance with the provisions of Section 180 (1)(c) of the Companies Act, 2013, which stipulates prior approval of the members for the same.

None of the directors is concerned or interested in this resolution.

##### **Item no. 2 To Approval For Sell, Lease Or Otherwise Disposal Of Undertaking Of The Company**

Looking into the future plans the Company may require additional funds from time to time. Hence, the Board of Directors of the Company should be authorized to borrow moneys from banks, Financial Institutions and any other sources. This may also require the Company to give securities for due repayment of loan amount and interest thereon to the Banks and Institutions as per their stipulated terms and conditions, In terms of Provisions of Section 180(1)(a) of the Companies Act, 2013 It is require to provide necessary powers to the board To Sell, Lease, Mortgage and/ or otherwise dispose off the whole of substantially the whole of the undertaking(s).

None of the directors is concerned or interested in this resolution.

#### Information on Directors Appointment/Re-appointment:

Mr. Kantilal Manilal Gedia, retire by rotation at the ensuing Annual General Meeting. He being eligible, offer himself for reappointment.

<b>Name of Director</b>	Mr. Kantilal Manilal Gedia
<b>Date of Birth</b>	1 <sup>st</sup> November, 1957
<b>Date of Appointment</b>	5 <sup>th</sup> January, 2010
<b>Qualification</b>	S.S.C.
<b>Expertise in specific functional areas</b>	Management
<b>List of Companies in which directorship is held as on 31.03.2016*</b>	Nil
<b>Chairman / Member of the committee of other companies</b>	N.A.

\* only public limited companies are considered



## ATTENDANCE SLIP

### 7<sup>TH</sup> ANNUAL GENERAL MEETING

I/We hereby record my/our presence at the 7<sup>TH</sup> Annual General Meeting of the Company at Survey No-257, Plot No. 23 To 28, N.H. No. 8-B, Shapar (Veraval) Dist. Rajkot – 360002 (Gujarat) on Saturday , 13th August, 2016, at 9:30 A.M.

Member's Folio/  
DP ID-Client ID No

Member's/Proxy's name  
in Block Letters

Member's/Proxy's  
Signature

### **Note:**

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is sent in the permitted mode to all members whose e mail is not registered or have requested for a hard copy.
4. Pursuant to the prohibition imposed vide Section 118 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.



# CAPTAIN PIPES LTD.



**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)  
:.....

Registered ..... address ..... :  
:.....

E-mail Id : .....

Folio ..... No/ ..... Client ..... Id, ..... DP ..... ID ..... :  
:.....

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

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

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

3. Name: ....., Address: .....  
E-mail Id:..... Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7<sup>TH</sup> Annual General Meeting of the Company at Survey No-257, Plot No. 23 To 28, N.H. No. 8-B, Shapar (Veraval) Dist. Rajkot – 360002 (Gujarat) on Saturday, 13th August, 2016, at 9:30 A.M. for all the resolutions as mentioned in AGM Notice.

Signed this..... day of.....2016

Signature of shareholder

Signature of Proxy holder(s)

### Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. Please complete all details of member(s) in the above box before submission.