



# 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](http://www.captainpipes.com) | e-mail : [info@captainpipes.com](mailto:info@captainpipes.com)  
CIN. : L25191GJ2010PLC059094

Date: AUGUST 20, 2019

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: Submission of Notice of 10<sup>TH</sup> Annual General Meeting under Regulation 30 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith the notice along with the e-voting instructions of the 10<sup>TH</sup> Annual General Meeting of the company to be held on 16.09.2019. The aforesaid notice have also been sent to all the eligible shareholders and are also available on the website of the company at [www.captainpipes.com](http://www.captainpipes.com)

This is for your records and information.

Thanking you.

Yours truly

FOR, CAPTAIN PIPES LIMITED

  
  
GOPAL DEVRAJBHAI KHICHADIA  
(MANAGING DIRECTOR)  
DIN:00127947

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CAPTAIN PIPES LIMITED WILL BE HELD ON 16<sup>TH</sup> SEPTEMBER , 2019 AT CAPTAIN POLYPLAST LIMITED - POLYMER DIVISION, CAPTAIN GATE , SURVEY NO. 257, PLOT NO. 16, SHAPAR (VERAVAL), DIST. RAJKOT – 360024 (GUJARAT) AT 09:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

## ORDINARY BUSINESS:

1. To Receive, Consider and Adopt the Audited Financial Statements for the Financial Year Ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Director Mr. Rameshbhai Devrajbhai Khichadia, 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:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 along with other applicable provisions, if any, and rule made there under (including any statutory modification or re-enactment thereof for the time being enforce) and Article of Association of Company and subject to approval of shareholders in general meeting, **Mr. Rameshbhai Devrajbhai Khichadia** (DIN: 00087859), Director of the Company be and is hereby Re-appointed as Director of the Company.”

The Board recommends the resolution for approval of members. None of the Directors has any interest or concern in this resolution except **Mr. Rameshbhai Devrajbhai Khichadia**.

3. To consider the ratification of appointment of M/s SVK & ASSOCIATES, Chartered Accountants, Ahmadabad (Firm Registration No 118564W) chartered accountants as statutory auditors of the Company

The Chairman informed that M/s SVK & ASSOCIATES, Chartered Accountants, Ahmadabad (Firm Registration No 118564W) were appointed by the shareholders at the 7<sup>th</sup> Annual General Meeting to hold office until the conclusion of the 11<sup>th</sup> Annual General Meeting subject to ratification by shareholders at each Annual General Meeting. He further informed that Company has obtained from the Auditors, a certificate as required under Section 139 of the Companies Act, 2013 to the effect that they are eligible to continue as statutory auditor of the Company.

## SPECIAL BUSINESS:

4. To re-appoint Mr. Kantilal Manilal Gedia as Whole Time Director and in this regard, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year) approval of the members be and is hereby accorded to re-appoint **Mr. Kantilal Manilal Gedia** (DIN: 00127949) as Whole Time Director of the Company, for a period of 5 (five) years, on expiry of his present term of office, i.e. with effect from 26<sup>TH</sup> September, 2019 up to 25<sup>TH</sup> September, 2024, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to **Mr. Kantilal Manilal Gedia**, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof;

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**5. To re-appoint Mr. Gopal Devrajbhai Khichadia as Managing Director and in this regard, to pass, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year) approval of the members be and is hereby accorded to re-appoint **Mr. Gopal Devrajbhai Khichadia** (DIN: 00127947) as Managing Director of the Company, for a period of 5 (five) years, on expiry of his present term of office, i.e. with effect from 26<sup>TH</sup> September, 2019 up to 25<sup>TH</sup> September, 2024, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to **Mr. Gopal Devrajbhai Khichadia**, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof;

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**6. To re-appoint Mr. Arvindbhai Bavanjibhai Ranpariya as Independent Director and in this regard, to pass, the following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Arvindbhai Bavanjibhai Ranpariya** (DIN: 00385251), who was appointed as an Independent Director and who holds office as an Independent Director up to September 25, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. from 26<sup>TH</sup> September, 2019 up to 25<sup>TH</sup> September, 2024.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**7. To re-appoint Mr. Ratilal Veljibhai Baldha as Independent Director and in this regard, to pass, the following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Ratilal Veljibhai Baldha** (DIN: 06976370), who was appointed as an Independent Director and who holds office as an Independent Director up to September, 25 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. from 26<sup>TH</sup> September, 2019 up to 25<sup>TH</sup> September, 2024.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**8. To re-appoint Mrs. Prafullaben Vijay Tank as Independent Director and in this regard, to pass, the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mrs. Prafullaben Vijay Tank** (DIN: 06976715), who was appointed as an Independent Director and who holds office as an Independent Director up to September, 25 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. from 26<sup>TH</sup> September, 2019 up to 25<sup>TH</sup> September, 2024.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

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

Sd/-

**MR. GOPALBHAI KHICHADIA  
MANAGING DIRECTOR**

**DATE: 13/08/2019**

**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. 4 to 8 of the AGM Notice, to be transacted at the Meeting is annexed hereto.

5) The Register of Members and Share Transfer Books will remain closed from 09<sup>TH</sup> SEPTEMBER, 2019 to 16<sup>TH</sup> SEPTEMBER, 2019 (both days inclusive) for the purpose of the 10<sup>TH</sup> Annual General Meeting.

6) Members are requested to address all correspondence, including change in their addresses, to the Company or to the Registrar and Share Transfer Agent, M/s. Big share Services Pvt. Ltd, E/2-3, Ansa Industrial Estate Saki Vihar Road, Sakinaka Andheri (East) Mumbai – 400072. E- mail: jibu@bigshareonline.com Members whose shareholding are in electronic mode are requested to approach their respective depository participants for effecting change of address.

- 7) Statutory Registers and documents referred to in the Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days (Monday to Saturday) between 11:00 a.m. to 05:00 p.m. up to the date of the 10<sup>TH</sup> Annual General Meeting and will also be available for inspection at the meeting.
- 8) Disclosure pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on general Meetings, with respect to Directors seeking appointment/re-appointment at the Annual General Meeting is annexed to this notice.
- 9) The Annual Report of the company for the Financial Year 2018-19, circulated to the members of the Company, is also uploaded on the Company's website [www.captainpipes.com](http://www.captainpipes.com).
- 10) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the company or with the Depository Participant(s).
- Members holding shares in demat mode are requested to register their E-mail Id with their respective Depository Participants (DP). If there is any change in the E-mail Id Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in electronic form.
- 11) The Notice of AGM along with Annual Report for the year 2018-19 is being sent by electronic mode to all the Members whose E-mail addresses are registered with the Company or Depository Participants (DP), unless any member has requested for a physical copy of the same. Physical copy of the Notice of AGM along with Annual Report is being sent to those Members who have not registered their E-mail address with the Company or Depository Participants(s). The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 09/09/2019.
- 12) 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.
- 13) As per Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nomination are requested to send their request in Form No: SH-13 (which will be made available on request) to the Company or Registrar and Share Transfer Agent.
- 14) At the ensuing Annual General Meeting, Mr. Rameshbhai D. Khichadia (DIN: 00087859), retires by rotation and seek re-appointment. Details pertaining to Mr. Rameshbhai D. Khichadia required to be provided pursuant to the Listing Agreement read with SEBI (LODR) Regulations 2015 are furnished in the statement on corporate governance.
- 15) 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 en cashed their Dividend warrants including Interim Dividend, if any, are requested to make their claims without any delay.
- 16) 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.
- 17) Voting through Electronic means
- A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Listing Agreement read with Regulation 44 of SEBI (LODR) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 10<sup>TH</sup> Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited.

- B. The facility for voting through ballot paper shall be made available at the AGM 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.
- C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences on Friday 13/09/2019 (9:00 am) and ends on Sunday 15/09/2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 09/09/2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- E. The process and manner for remote e-voting are as under:
- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on Shareholders.
  - (iii) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xviii) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- F. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 09/09/2019.
- G. Any person, who acquires shares of the Company and become member of the Company after sending of the notice and holding shares as of the cut-off date i.e. 09/09/2019, may obtain the login ID and password by sending a request at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in).
- H. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com) or mail to CDSL at the following [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- I. CS Kishor Dudhatra, Company Secretary (Membership No. 7236) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- J. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- K. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- L. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.captainpipes.com> and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
18. As a part of “Green Initiative in the Corporate Governance”, the Ministry of Corporate affairs 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. In case of shares held in demat form; the shareholders may register their e-mail addresses with their DPs (Depository Participants).

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

Sd/-

**MR. GOPALBHAI KHICHADIA  
MANAGING DIRECTOR**

**DATE: 13/08/2019**

**PLACE: RAJKOT**

## 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)

## CAPTAIN PIPES LIMITED

SURVEY NO-257, PLOT NO. 23 TO 28, N.H. NO. 8-B, SHAPAR (VERAVAL), RAJKOT-360002, GUJARAT, INDIA.

CIN: L25191GJ2010PLC059094

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 CAPTAIN PIPES LIMITED, hereby appoint

1. Name: .....

Address: .....

E-mail Id: .....

Signature: .....

2. 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 Annual General Meeting of the Company to be held on 16<sup>TH</sup> SEPTEMBER, 2019 AT CAPTAIN POLYPLAST LIMITED - POLYMER DIVISION, CAPTAIN GATE , SURVEY NO. 257, PLOT NO. 16, SHAPAR (VERAVAL), DIST. RAJKOT – 360024 (GUJARAT) and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No	Resolution	Vote (optional see Note 2)	
		For	Against
1	Adoption of financial statement of the company for the financial year ended 31 <sup>st</sup> march, 2019 and the reports of the Board of Directors' and Auditors' thereon.		
2	To re-appoint Director Mr. Rameshbhai D. Khichadia, 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 consider the ratification of appointment of M/s SVK & ASSOCIATES, Chartered Accountants, Ahmedabad (Firm Registration No 118564W) chartered accountants as statutory auditors of the Company		
4	To re-appoint Mr. Kantilal M. Gedia as Whole Time Director for term of five years		
5	To re-appoint Mr. Gopal D. Khichadia as Managing Director for term of five years		
6	To re-appoint Mr. Arvindbhai B. Ranpariya as Independent Director for term of five years		
7	To re-appoint Mr. Ratilal V. Baldha as Independent Director for term of five years		
8	To re-appoint Mrs. Prafullaben V. Tank as Independent Director for term of five years		

Affix  
revenue  
stamp

Signed this ..... day of ..... 2019

Signature of shareholder

Signature of 1<sup>st</sup> Proxy holder(s)

Signature of Proxy 2<sup>nd</sup> holder(s)

## Notes:

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. \*It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



**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**  
**10<sup>TH</sup> ANNUAL GENERAL MEETING**

Please fill the attendance slip and hand it over at the entrance of the venue of the meeting

DP ID No.: .....  
Client Id No.: .....  
Regd. Folio No.: .....  
Name: .....  
Address: .....  
.....  
No. of Shares held: .....

I hereby record my presence at the Annual General Meeting of CAPTAIN PIPES LIMITED on **16<sup>TH</sup> SEPTEMBER, 2019 AT CAPTAIN POLYPLAST LIMITED - POLYMER DIVISION, CAPTAIN GATE , SURVEY NO. 257, PLOT NO. 16, SHAPAR (VERAVAL), DIST. RAJKOT – 360024 (GUJARAT).**

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**Signature of the Member/ proxy**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF  
RESOLUTION AT ITEM NO. 4 TO 8**

**ITEM NO 4 TO RE-APPOINT MR. GOPAL DEVRAJBHAI KHICHADIA AS MANAGING DIRECTOR FOR TERM OF FIVE YEARS**

The Board of Directors of the Company ("Board"), at its meeting held on 20th August 2019 has, subject to the approval of members, re-appointed Shri **Gopalbhai Devrajbhai Khichadia (DIN: 00127947)** as Chairman cum Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from 26<sup>th</sup> September, 2019 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek members' approval for the re-appointment of and remuneration payable to **Shri Gopalbhai Devrajbhai Khichadia** as Chairman cum Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment and remuneration payable to, Shri **Gopalbhai Devrajbhai Khichadia** are as under:

**I SALARY:** In the Scale of Rs. 2, 00,000 to Rs. 5, 00,000 per month.

**II. OTHER PERQUISITES**

- CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND, CONTRIBUTION TO GRATUITY FUND: are as per rules of the company.
- USE OF CAR AND TELEPHONE: Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. However, personal long distance calls and use of car for private purposes shall be borne by the Director.
- REIMBURSEMENT OF EXPENSES: Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.

**III. REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS**

Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013.

Shri **Gopalbhai Devrajbhai Khichadia** satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Details of Shri **Gopalbhai Devrajbhai Khichadia** are provided in the "Annexure" to the Notice.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri **Gopalbhai Devrajbhai Khichadia** under Section 190 of the Act.

Shri **Gopalbhai Devrajbhai Khichadia** is interested in the resolution set out at Item No.4 of the Notice. None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the members.

**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT.**

**I. GENERAL INFORMATION:**

**(i) Nature of Industry:** The Company is engaged in the manufacturing of ALL TYPE OF UPVC PIPES & FITTINGS at its plant at Captain Gate , Survey No-257, Plot No. 23 To 28 N.H. No. 8-B, Shapar (Veraval), Rajkot.

**(ii) Date or expected date of commencement of commercial production:** The Company is an existing Company and is into manufacturing operation since long.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. Not applicable.

(iv) **Financial performance based on given indicators** The performance of the Company during financial year ended on 31.03.2019 (the latest Audited Balance Sheet of the Company)

Particulars	Amount (Rs./Lakhs)
Total Revenue	5518.53
Net Profit/(Loss)before tax	39.27
Effective Capital	1527.55

(v) **Export performance and net foreign exchange collaborations: company has made export of its product worth Rs. 660.07 lacs.**

(vi) **Foreign investments or collaborators, if any:** None

## **II. INFORMATION ABOUT THE APPOINTEE :**

(a) **Background Details:** Mr. Gopalbhai Devrajbhai Khichadia, aged 44 years, is 9<sup>th</sup> pass. He is associated with the manufacturing of ALL TYPE OF UPVC PIPES & FITTINGS for more than 27 years. Past remuneration (last three years) Per Annum.

Particulars	*Salary
March 31, 2018	Rs. 22,61,764.00/- 293036
March 31, 2017	Rs. 17,46,034.00/- 241286
March 31, 2016	Rs. 17,46,034.00/- 241286

\*Salary is for whole year.

(c) **Job Profile and his Suitability:** Mr. Gopalbhai Devrajbhai Khichadia is the Managing Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.

(d) **Remuneration Proposed:** The proposed remuneration of Mr. Gopalbhai Devrajbhai Khichadia as Managing Director of the Company is as per annexed with notice of annual general meeting.

(e) **Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person:** Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.

(f) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.** Mr. Gopalbhai Devrajbhai Khichadia has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his Remuneration in the capacity of a Managing Director. He is holding 8.37 % of total paid up share capital of the company.

## **III. OTHER INFORMATION:**

(a) **Reasons of loss or inadequate profits** manufacturing of ALL TYPE OF UPVC PIPES & FITTINGS, which is the main business of the Company is cyclical in nature and is largely dependent on climatic factors, supply-demand position and government policies. Frequent change in government policies, raw material prices and healthy competition affect the profitability of company.

(b) **Steps taken or proposed for improvement** The Company have been taking all measures within its control to maximize efficiencies and optimize costs to lower the cost of production, realizing that it has little control over Government policies. The Company hopes to increase the production volumes, curtailing running cost, reduced manpower and reduced operational losses.

(c) **Expected increase in productivity and profit in measurable terms.** In the year 2019-2020, it is expected that the production and recovery will be better than the previous year. The fundamentals of the Company are sound and it has well balanced and diversified business and has the potential of not being just profitable but achieving significant growth. In view of the facts stated above, it is difficult to forecast the productivity and

profitability in measurable terms. However, the Company expects that the productivity and profitability may improve and would be comparable with the industry average.

**ITEM NO. 5 TO RE-APPOINT MR. KANTILAL MANILAL GEDIA AS WHOLE TIME DIRECTOR FOR TERM OF FIVE YEARS**

The Board of Directors of the Company ("Board"), at its meeting held on 20<sup>TH</sup> AUGUST, 2019 has, subject to the approval of members, re-appointed **Mr. Kantilal Manilal Gedia** (DIN: 00127949) as Whole time Director of the Company, for a period of 5 (five) years, on expiry of his present term of office, i.e. with effect from 26<sup>TH</sup> September, 2019 up to 25th September, 2024 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to **Mr. Kantilal Manilal Gedia** as whole time Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of, and remuneration payable to, **Mr. Kantilal Manilal Gedia** are as under:

- (A) Salary : In the Scale of Rs. 25,000 to Rs. 50,000 per month with discretion of the Board to revise with consent of the appointee from time to time.
- (B) Commission : N.A.
- (C) The Company shall contribute to the Provident Fund as per company's policy.
- (D) Other benefit and emoluments time to time as per the policy of employee decided by company.

Shri **Mr. Kantilal Manilal Gedia** is not disqualified from being appointed as Director in terms of Section 164 of the Act. Details of Shri **Mr Kantilal Manilal Gedia** are provided in the "Annexure" to the Notice.

Shri **Mr. Kantilal Manilal Gedia** is interested in the resolution set out at Item No.5 of the Notice. None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

**I. REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS**

Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013.

Shri **Mr. Kantilal Manilal Gedia** satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri **Mr. Kantilal Manilal Gedia** under Section 190 of the Act.

**II. INFORMATION ABOUT THE APPOINTEE :**

- (a) **Background Details: Mr. Kantilal Manilal Gedia**, aged 61 years, is 10<sup>th</sup> pass. He is associated with the manufacturing of ALL TYPE OF UPVC PIPES & FITTINGS for more than 31 years.  
Past remuneration (last three years) Per Annum.

Particulars	*Salary
March 31, 2018	Rs. 2,93,036/-
March 31, 2017	Rs. 2,41,286 /-
March 31, 2016	Rs. 2,41,286 /-

\*Salary is for whole year.

**(c) Job Profile and his Suitability:** Mr. Kantilal Manilal Gedia is the Whole Time Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.

**(d) Remuneration Proposed:** The proposed remuneration of Mr. Kantilal Manilal Gedia as Whole time Director of the Company is as per annexed with notice of annual general meeting.

**(e) Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person:** Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.

**(f) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.** Mr. Kantilal Manilal Gedia has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his Remuneration in the capacity of a Whole time Director. He is holding 2.40 % of total paid up share capital of the company.

Shri Kantilal Manilal Gedia is interested in the resolution set out at Item No.5 of the Notice. None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the members.

#### **ITEM NO. 6 & 7 & 8 : REAPPOINTMENT OF INDEPENDENT DIRECTORS**

**Mr. Arvindbhai Bavanjibhai Ranpariya** (DIN: 00385251), **Mr. Ratilal Veljibhai Baldha** (DIN: 06976370) & **Mrs. Prafullaben Vijay Tank** (DIN: 06976715) were appointed as Non-Executive Independent Director of the Company on September 26, 2014 and their term is expiring on September 25, 2019 and the Board, on recommendation by Nomination and Remuneration Committee hereby proposes their appointment for a second term up to September 24, 2024 and the term is not liable for retirement by rotation. A brief resume of **Mr. Arvindbhai Bavanjibhai Ranpariya, Mr. Ratilal Veljibhai Baldha & Mrs. Prafullaben Vijay Tank** is attached herewith in the notice. **Mr. Arvindbhai Bavanjibhai Ranpariya, Mr. Ratilal Veljibhai Baldha & Mrs. Prafullaben Vijay Tank** have submitted a declaration to the Company to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, **Mr. Arvindbhai Bavanjibhai Ranpariya, Mr. Ratilal Veljibhai Baldha & Mrs. Prafullaben Vijay Tank** fulfil the conditions specified in the Act and the Rules framed there under for appointment as Non-Executive Independent Director and are independent of the management. They have submitted their declaration to the effect that they are not disqualified from being appointed as Director in terms of Section 164 of the Act.

**Mr. Arvindbhai Bavanjibhai Ranpariya, Mr. Ratilal Veljibhai Baldha & Mrs. Prafullaben Vijay Tank** are interested in the resolution set out at **Item No.6, 7, 8** respectively of the Notice. None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution except the appointee as per resolution no 6, 7 & 8.

The Board recommends the special Resolution set out at Item No.: 6, 7 & 8 of the Notice for approval by the members.

**INFORMATION ON DIRECTORS APPOINTMENT/RE-APPOINTMENT**

Mr. Rameshbhai D. Khichadia, retire by rotation at the ensuing Annual General Meeting. He being eligible, offer himself for reappointment.

1. **Mr. Gopalbhai Devrajbhai Khichadia- Managing Director,**
2. **Mr. Kantilal Manilal Gedia – Whole Time Director**
3. **Mr. Arvindbhai Bavanjibhai Ranpariya- independent director,**
4. **Mr. Ratilal Veljibhai Baldha - Independent Director &**
5. **Mrs. Prafullaben Vijay Tank - independent director**

<b>NAME OF DIRECTOR</b>	<b>MR. RAMESH D. KHICHADIA</b>	<b>MR. GOPALBHAI DEVRAJBHAI KHICHADIA</b>	<b>MR. KANTILAL MANILAL GEDIA</b>	<b>MR. ARVINDBHAI BAVANJIBHAI RANPARIYA</b>	<b>MR. RATILAL VELJIBHAI BALDHA</b>	<b>MRS. PRAFULLABEN VIJAY TANK</b>
<b>DIN</b>	00087859	00127947	00127949	00385251	06976370	06976715
<b>Date of Birth</b>	11/05/1966	15/01/1975	01/11/1957	22/11/1966	21/04/1968	28/03/1964
<b>Nature of directorship</b>	Non Executive Director	Managing Director	Whole Time Director	Independent Director	Independent Director	Independent Director
<b>No. of Shares held</b>	323000	348000	99600	-	-	-
<b>Date of Appointment</b>	05/01/2010	05/01/2010	05/01/2010	26/09/2014	26/09/2014	26/09/2014
<b>Qualification</b>	B. Tech (Agri. Engg.)	9 <sup>th</sup> Class	Secondary	Senior Secondary	B. Sc	B.A (Economics)
<b>Expertise in specific functional areas</b>	Management & Administrative	Marketing	Planning & Management	Business administration	Business administration & accounting	Management & Administrative
<b>List of Companies in which directorship is held as on 31.03.2019*</b>	1. Captain Polyplast Ltd. 2. Captain Pipes Ltd. 3. Captain Technocast Ltd.	1. Captain Polyplast Ltd. 2. Captain Pipes Ltd. 3. Captain Technocast Ltd.	Captain Pipes Ltd	Captain Pipes Ltd	Captain Pipes Ltd	Captain Pipes Ltd
<b>Chairman / Member of the committee of other companies</b>	1. Member of audit committee of Captain Polyplast Ltd. 2. Member of CSR committee of Captain Poylplast Ltd.	1. Member of CSR committee of Captain Poylplast Ltd. 2. Member of Nomination & Remuneration Committee of Captain Technocast Ltd.	-	-	-	-

\* Only public limited companies are considered