



CAPTAIN POLYPLAST LTD.

REGD.OFFICE : UL-25, Royal Complex, Bhutkhana Chowk, Dhebar Road,
Rajkot-360 002 (Guj.) India. Tele : +91-9909035390, +91-9909035391
H.O. & WORKS : Survey No. 267, Plot No. 10A, 10B & 11, N.H. No. 27, SHAPAR (Veraval),
Dist. Rajkot-360 024 (Gujarat) India. Telefax : +91-2827-253006, 252056
web : www.captainpolyplast.com | e-mail : info@captainpolyplast.com
CIN NO. : L25209GJ1997PLC031985

Date: 06/04/2024

To,

Department of Corporate Services

BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Ref: Captain Polyplast Limited (Scrip Code: 536974/Scrip ID:CPL)

Sub: submission of Outcome of 26TH AGM

Dear Sir/Madam,

This is to inform you that our 26TH Annual General Meeting held on 30.09.2023 inter-alia, has completed and as per exchange query we are sending –

1. Revised Outcome of AGM held on 30/09/2023.

Meeting start time : 4:00 pm

Meeting End Time : 4:20 pm

FOR, CAPTAIN POLYPLAST LIMITED

**RAMESH D. KHICHADIA
MANAGING DIRECTOR
DIN NO.: 0087859**



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PROCEEDING OF THE 26TH ANNUAL GENERAL MEETING HELD ON SATURDAY, 30TH SEPTEMBER, 2023 THROUGH VC/OVAM AT 04:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

PROCEEDINGS OF MEETING:- PRESENT THROUGH VC/ OAVM

1. Shri Gopal Devrajbhai Khichadia (Director)
2. Shri Rameshbhai Devrajbhai Khichadia- (Managing Director)
3. Shri Ritesh Rameshbhai Khichadia- (WTD)
4. Shri Laljibhai Gordhanbhai Vekariya (Ind. Non Exe. Director)
5. Shri Prabhulal Nathabhai Rabadia (Ind. Non Exe. Director)
6. Mrs. Anjana Pravinbhai Paghadar (Ind. Non Exe. Director)
7. Mr. Kaushik V. Mori (CFO)
8. Ms. Khyati Sunil Mehta (CS)

Apart from board of directors 33 (Thirty Three) Shareholders were present at the meeting.

Meeting start time : 4:00 P.M.

Meeting end time: 4:20 P.M.

QUORUM

As sufficient quorum was present, chairman ordered to commence the business of the Meeting.

CHAIRMAN

Mr. Riteshbhai R. Khichadia was appointed as the chairman of the meeting.

NOTICE

With the consent of the Members present, the Notice convening the Meeting and Directors' Report & Accounts were taken as read.

ORDINARY BUSINESS TRANSACTED AT THE MEETING:-

1) To consider and Adopt The Audited Financial Statements (Including Consolidated Financial Statements) Of The Company For The Financial Year Ended March 31, 2023, The Reports Of The Directors And Auditors Thereon:

Mr. Ritesh Rameshbhai Khichadia proposed the following resolution as an ordinary resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

“RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

“RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended



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March 31, 2023 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

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

2) To appoint a Director in place of Mr. RAMESH D. KHICHADIA (DIN: 00087859), who Retires By Rotation and Being Eligible, Offers Himself for Re- Appointment:

Mr. Ritesh Rameshbhai Khichadia proposed the following resolution as an ordinary resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

“RESOLVED THAT Mr. RAMESH D. KHICHADIA (DIN: 00087859), director of the company, who retires by rotation be and is hereby re-appointed as director of the company liable to retire by rotation”

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

3) To consider appointment and remuneration of cost auditor:

Mr. Ritesh Rameshbhai Khichadia proposed the following resolution as an ordinary resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to **M/s M. C. Bambhroliya & Associates, Cost Accountants (Firm Registration No. 101692)**, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2024, amounting to Rs. 35000/-+ GST (Rupees Thirty Five Thousands only + GST) as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved.”

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

SPECIAL BUSINESS TRANSACTED AT THE MEETING:-

4) Regularization of Additional Director Mr. Lalji Gordhanbhai Vekariya (Din: 00109410) As an Independent Director of the Company:-

Mr. Ritesh Rameshbhai Khichadia proposed the following resolution as a Special resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and



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Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee, approval of the Board of Directors and with the approval of the members, Mr. LALJI GORDHANBHAI VEKARIYA (DIN : 00109410) is appointed as an Additional Director in the capacity of an Independent Director of the Company w.e.f. **September 4, 2023**, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and who holds office as such up to the date of ensuing 26TH Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from **September 4, 2023 till September 3, 2028.**"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

5) Increase in the Limits of Investments/Loans and Guarantees under Section 186 of Companies Act, 2013:-

Mr. Ritesh Rameshbhai Khichadia proposed the following resolution as a Special resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors in terms of the provisions of Section 186 of the Companies Act, 2013, and the Board including any Committee of Directors be and is hereby authorised subject to such other approvals, consent, sanctions as may be necessary including from banks and financial institutions, if any, any such other statutory approvals, if any, and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities for;

- a) giving any loan to any person or other body corporate
- b) giving any guarantee or providing security in connection with a loan to any other body corporate or person and /or
- c) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate upto an amount, the aggregate outstanding of which should not exceed at any given time Rs. 250 Crore (Rupees Two Hundred fifty Crore Only) which shall be over and above the limits as specified in section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/guarantees/securities given/provided to wholly owned subsidiary companies and /or joint venture companies and investments made in wholly owned subsidiary companies from time to time."

"RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board including



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any Committee of Directors, pursuant to Rule No. 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned and other Subsidiaries and /or joint venture / associate companies and investments made in wholly owned and other subsidiary companies of the Companies from time to time, for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

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

6) To Give Authority To Board Of Directors To Advance Any Loan, Give Any Guarantee Or To Provide Any Security To All Such Person Specified Under Section 185 Of The Companies Act, 2013:-

Mr. Ritesh Rameshbhai Khichadia proposed the following resolution as a Special resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

“**RESOLVED THAT** pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs.250 Crores (Rupees Two Hundred fifty Crore Only).”



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“RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.”

“RESOLVED FURTHER THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.”

“RESOLVED FURTHER THAT any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

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

7) Increase In The Borrowing Limits Of The Company Under Section 180(1)(C) Of Companies Act, 2013:-

Mr. Ritesh Rameshbhai Khichadia proposed the following resolution as a Special resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

“RESOLVED THAT in supersession of the Special Resolution passed in earlier the General Meeting and pursuant to Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, as it may consider fit, any sum or sums of money not exceeding Rs.250 Crores (Rupees Two Hundred fifty Crore Only) on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and are hereby authorized to arrange to fix the terms and conditions of all such borrowings from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to give effect to this resolution.”

The Board recommends the resolution for approval of members. None of the Directors has any interest or



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concern in this resolution.

8) Creation Of Securities On The Properties Of The Company Under Section 180(1)(A) Of Companies Act, 2013:-

Mr. Ritesh Rameshbhai Khichadia proposed the following resolution as a Special resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

“RESOLVED THAT in supersession of earlier resolutions passed in this regard, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors to mortgage, pledge, create charges or hypothecation and to provide securities as may be necessary on all movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s) or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) whether shareholders of the Company or not, to secure borrowing availed or to be availed by the Company or subsidiary(ies) or associates of Company, whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise by the Company, in foreign currency or in Indian rupees, within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to finalize with the Banks or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) all such deeds, contracts, instruments, agreements and any other documents for creating the aforesaid mortgages, pledge, charges and /or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the existing deeds, contracts, instruments, agreements documents and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/ or Directors and/or officers of the Company to give effect to this resolution.”

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

9) To Re-Appoint Shri Rameshbhai D. Khichadia (Din: 00087859) As A Managing Director:-

Mr. Ritesh Rameshbhai Khichadia proposed the following resolution as an ordinary resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.



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“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint **Shri Rameshbhai D. Khichadia (DIN: 00087859) as a Managing Director**, designated as Executive Director, for a period of 5 (five) years from the expiry of his present term of office, i.e., with **effect from August, 17 2023 to August, 16 2028** on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit.”

Broad particulars of the terms of appointment and remuneration payable to, **Mr. Rameshbhai Khichadia** are as under:

Salary exclusive of all allowances	In the scale of Rs. 6,50,000/- to Rs. 10,00,000/- per month. The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine
Retirement Benefits	A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules. B. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encash able of Leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.
Other benefits	A. The Whole time Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company. B. The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013. C. Other perquisites as per the terms and conditions mentioned in appointment letter
Minimum Remuneration in the event of loss or inadequacy of profits	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole-time Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary the remuneration of **Shri Rameshbhai D. Khichadia (DIN: 00087859)**, Managing Director, from time to time within



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the above prescribed limits and permitted under the Companies Act, 2013, as amended, during his term of office without being required to seek any fresh approval of the shareholders of the Company and the decision of the Nomination and Remuneration Committee shall be final and conclusive in that regard.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to finalise other terms of appointment and scope of work as may be in the overall interest of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to this resolution.”

The Board recommends the resolution for approval of members. None of the Directors has any interest or concern in this resolution except the Shri Rameshbhai D. Khichadia who is the managing director of the company.

VOTE OF THANKS:

There is being no other business, the Meeting was concluded with a vote of thanks to the Chair.

DATE : 30.09.2023

PLACE : RAJKOT

FOR, CAPTAIN POLYPLAST LIMITED

**RITESH RAMESHBHAI KHICHADIA
CHAIRMAN
DIN NO.: 07617630**