



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: 06/04/2024

To,

Department of Corporate Services

BSE Limited,

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai-400 001

REF: CAPTAIN PIPES LIMITED (SCRIP CODE: 538817/SCRIP ID: CAPPINES)

SUB: SUBMISSION OUTCOME OF 14TH AGM

Dear Sir/Madam,

This is to inform you that, our 14TH Annual General Meeting held on 30/09/2023 inter-alia, has completed and as per exchange query we are sending –

1. Revised Outcome of 14TH AGM held on 30TH SEPTEMBER, 2023

Meeting start time: 12:00 P.M.

Meeting end time : 12:45 P.M.

Kindly take note of the above

FOR, CAPTAIN PIPES LIMITED

**GOPAL DEVRAJBHAI KHICHADIA
MANAGING DIRECTOR
DIN NO.: 00127947**



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PROCEEDING OF THE 14TH ANNUAL GENERAL MEETING HELD ON THE DAY OF SATURDAY, 30TH SEPTEMBER, 2023 THROUGH VC/OVAM AT 12:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

PROCEEDINGS OF MEETING:-

PRESENT THROUGH VC/ OAVM

1. Shri Gopal Devrajibhai Khichadia (Managing Director)
2. Shri Rameshbhai Devrajibhai Khichadia- (Non-Executive Director)
3. Shri Kantilal Manilal Gedia (Whole Time Director)
4. Shri Arvindbhai Bavanjibhai Ranpariya (Ind. Non Exe. Director)
5. Mrs. Prafullaben Vijay Tank (Ind. Non Exe. Director)
6. Mr. Ratilal V. Baldha (Ind. Non Exe. Director)
7. Shri Chandrakant Dhedia (CFO)
8. Ms. Shweta Rakeshsingh Chauhan (CS)

Total 30 (Thirty) Shareholders were present at the meeting.

Meeting start time: 12:00 P.M.

Meeting end time : 12:45 P.M.

QUORUM

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

CHAIRMAN

Mr. Ramesh Devrajibhai Khichadia was appointed as the chairman of the meeting. ‘

On behalf of compliance officer Ms. Sonam Vasa has taken the proceeding of 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 OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON:

Mr. Kantilal Manilal Gedia proposed the following resolution as an ordinary resolution which was seconded by Mr. Gopal Devrajibhai Khichadia.

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.



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“RESOLVED THAT the audited 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.”

2) TO APPOINT A DIRECTOR IN PLACE OF MR. KANTILAL MANILAL GEDIA (DIN: 00127949), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE- APPOINTMENT:

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

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

“RESOLVED THAT Mr. KANTILAL MANILAL GEDIA (DIN: 00127949), director of the company, who retires by rotation be and is hereby re-appointed as director of the company liable to retire by rotation”

SPECIAL BUSINESS TRANSACTED AT THE MEETING:-

3) INCREASE IN THE LIMITS OF INVESTMENTS/LOANS AND GUARANTEES UNDER SECTION 186 OF COMPANIES ACT, 2013

Mr. Kantilal Manilal Gedia proposed the following resolution as an ordinary resolution which was seconded by Mr. Gopal Devrajibhai Khichadia.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“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. 40 **Core (Rupees forty Core 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

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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 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.”

4) MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND CAPTAIN POLYPLAST LIMITED, GROUP COMPANY

Mr. Kantilal Manilal Gedia proposed the following resolution as an ordinary resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) /

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Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and **Captain Polyplast Limited**, group Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and **Captain Polyplast Limited**, for an aggregate value not exceeding **Rs. 47.00 crore during the financial year 2023-24** with an increase of 25% on the previous year limit year on year upto FY 2027-28, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

5) TO CONSIDER AND APPROVE FOR GIVING AUTHORIZATION 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

Mr. Kantilal Manilal Gedia proposed the following resolution as a special resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

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

"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

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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.40 Crores (Rupees Forty Crores Only).**”

“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.”

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 PIPES LIMITED

**RAMESHBHAI DEVRAJBHAI KHICHADIA
CHAIRMAN
DIN: 00087859**