



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

PROCEEDING OF THE 15TH ANNUAL GENERAL MEETING HELD ON THE DAY OF SATURDAY, 30TH SEPTEMBER, 2024 THROUGH VC/OVAM AT 12:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

PROCEEDINGS OF MEETING:-

PRESENT THOUGH VC/ OAVM

1. Shri Gopal Devrajbhai Khichadia (Managing Director)
2. Shri Rameshbhai Devrajbhai Khichadia- (Non-Executive Director)
3. Shri Kantilal Manilal Gedia (Whole Time Director)
4. MR.VINODBHAI HIRPARA (Ind. Non Exe. Director)
5. MRS. DARSHANA PATEL (Ind. Non Exe. Director)
6. MR. VIJAYBHAI TANK (Ind. Non Exe. Director)
7. Jaydeepbhai Kanjibhai Pansuriya (CFO)
8. Ms. Hiral Shantilal Gudhka (CS)

Apart from board of directors, total 44 (Forty four) Shareholders were present at the meeting.

QUORUM

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

CHAIRMAN

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

Compliance officer Hiral Shantilal Gudhka 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, 2024, 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 Devrajbhai Khichadia.

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

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 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. GOPALBHAI DEVRAJBHAI KHICHADIA (DIN: 00127947), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE- APPOINTMENT:

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



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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 Mr. GOPALBHAI DEVRAJBHAI KHICHADIA (DIN: 00127947), 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) TO RE APPOINT MR. GOPALBHAI DEVRAJBHAI KHICHADIA AS MANAGING DIRECTOR AND IN THIS REGARD TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION.

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

“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 26TH September, 2024 up to 25TH September, 2029, 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.”

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 26TH September, 2024 up to 25TH September, 2029, 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



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necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

5. REGULARISATION OF ADDITIONAL DIRECTOR MRS. DARSHNABEN H. PATEL (DIN: 10724962), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“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 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 and approval of the Board of Directors for appointment of MRS. DARSHNABEN H. PATEL (DIN: 10724962), as an Additional Director in the capacity of an Independent Director of the Company w.e.f. **04.09.2024**, who has submitted a declaration that she 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 15TH 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 **04.09.2024** till **03.09.2029**.”

“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.”

6. REGULARISATION OF ADDITIONAL DIRECTOR MR. VINODBHAI NARSHIBHAI HIRPARA (DIN: 10764334), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“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 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 and approval of the Board of Directors for appointment of MR. VINODBHAI NARSHIBHAI HIRPARA (DIN: 10764334), as an Additional Director in the capacity of an Independent Director of the Company w.e.f. **04.09.2024**, 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 15TH 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 **04.09.2024** till **03.09.2029**.”

“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.”



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7. REGULARISATION OF ADDITIONAL DIRECTOR Mr. VIJAYBHAI PRANLAL TANK (DIN: 10764335), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**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 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 and approval of the Board of Directors for appointment of **Mr. VIJAYBHAI PRANLAL TANK (DIN: 10764335)**, as an Additional Director in the capacity of an Independent Director of the Company w.e.f. **04.09.2024**, 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 15TH 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 **04.09.2024** till **03.09.2029**.”

“**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.”

VOTE OF THANKS:

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

DATE : 30.09.2024

PLACE : RAJKOT

FOR, CAPTAIN PIPES LIMITED

Digitally signed by Khichadia Rameshbhai Devrajbhai
DIN: CaIN_Q=Personal_T=7776,
OID.2.4.41464026450638746066d10b3c6b
23963,
Phone=+917030537de10e7544ebd20095c5d89
e291b3a474baaaf831cc2a2af8f52c31,
Person=Oid=260009, Ou=Cajurat
SERIALNUMBER=223234a508ce7ade588330
3cd10480585776aaf8a6a10ee09d8c6d5814
2, CN=Khichadia Rameshbhai Devrajbhai
Reason: I am the author of this document
Location: your signing location here
Date: 2024.09.30 13:29:36+05'30'
Front PDF Editor Version: 11.2.2

RAMESHBHAI DEVRAJBHAI KHICHADIA

CHAIRMAN

DIN: 00087859