

To,

Date: 27.05.2024

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: Annual Secretarial Compliance Report for the year ended 31st March, 2024

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD/1/27/2019 dated 8th February, 2019, please find enclosed Annual Secretarial Compliance Report issued by **Mr. Kishor S Dudhatra**, Practising Company Secretary for the year ended 31st March, 2024.

We request you to take the above on record and acknowledge.

Thanking you,

Yours faithfully

FOR CAPTAIN POLYPLAST LTD.

Khichadia
Rameshbhai
Devrajbhai

Digitaly signed by Khichadia Rameshbhai Devrajbhai
DN: cn=, o=Captain Polyplast Ltd., ou=, email=, c=IN
Reason: I am the author of the document
Date: 2024.05.27 11:12:58 AM
File: PDF Editor Version: 11.2.2

**RAMESH D. KHICHADIA
MANAGING DIRECTOR
(DIN:00087859)**

Encl: Annual Secretarial Compliance Report



To,
The Board of Directors,
CAPTAIN POLYPLAST LTD
CIN: L25209GJ1997PLC031985
RAJKOT, GUJ, INDIA

Date: 25.05.2024

SECRETARIAL COMPLIANCE REPORT OF CAPTAIN POLYPLAST LTD FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

I/We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by CAPTAIN POLYPLAST LTD, having its Registered Office at UL25 ROYAL COMPLEX BHUTKHANACHOWK DHEBAR ROAD RAJKOT GJ 360001 IN. Secretarial Review was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on my/our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I/we hereby report that the listed entity has, during the review period covering the financial year ended on 31ST MARCH , 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I/We KISHOR DUDHATRA - PRACTISING COMPANY SECRETARY have examined:

- (a) all the documents and records made available to us and explanation provided by CAPTAIN POLYPLAST LTD ,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended 31ST MARCH , 2024 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

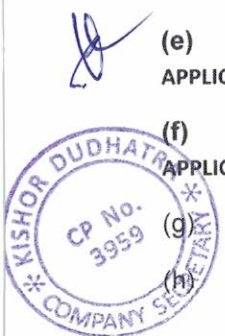
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **NOT APPLICABLE DURING THE PERIOD UNDER REVIEW**

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **NOT APPLICABLE DURING THE PERIOD UNDER REVIEW**

- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **NOT APPLICABLE DURING THE PERIOD UNDER REVIEW**

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (h) Any other regulations as applicable and circulars/ guidelines issued thereunder;





And based on the above examination, I/We hereby report that, during the Review Period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder,

Except in respect of matters specified below:

Sr No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Takenby	Type of Action	Details of violaton	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Requirements Pertaining To Quorum Of Board Meetings For December Quarter	Reg 17(2a) Of Sebi (Lodr) Regulations, 2015	Do Not Meet Requirement Of Quorum	Stock Exchange	Fine	Violation For December 2023 Quarter	Rs.20000/-	As Per Exchange Mail Fine Is Paid By Company	From Next Quarter Board Has Taken Due Care And Complied With This Regulation.	-

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Takenby	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 3(5) & 3(6) (Prohibition Of Insider Trading) Regulations, 2015	Reg 3(5) & 3(6) Of SEBI (PIT) Regulations, 2015	SDD Software Was Installed But Event Is Not Captured	Stock Exchange	ADVISORY	SDD Software Is Installed But Event Is Not Captured	-	During F.Y. 2023-24 Company Has Taken Steps To Maintain SDD As Per Requirement Of Regulation 3(5) & 3(6) SEBI (PIT) Regulations, 2015.	All Issues With Software Has Been Resolved And Data Has Been Entered As Per Requirement.	The Company Has Been Resolved And Data Has Been Entered As Per Requirement.

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	-
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	-	-
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	-	-
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		

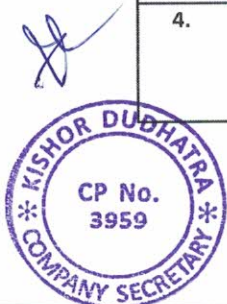




	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	-	-
	<p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	-	-
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	-	-

III. I/we hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	YES YES	-
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	YES NO YES	- documents/information are disseminated on website under separate section . But there were several cases when there was delay in dissemination .
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	-





5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA NA	Company has no any subsidiary company.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	YES NA	-
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	During the period under review in first two quarter there were some technical deficiency in the software , which were updated by company . As on year end company is complied with Regulation .
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	YES	As given in para l(a) of this report.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non-compliance observed

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.





4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

PLACE: AHMEDABAD
DATE: 25.05.2024

KISHOR DUDHATRA
PRACTISING COMPANY SECRETARY



PROPRIETOR
FCS NO.: 7236
CP NO.: 3959

UDIN.: F007236F000445641
PEER REVIEW NO: 1919/2022