



CAPTAIN TECHNOCAST LIMITED

CIN NO.: L27300GJ2010PLC061678

Manufacture of : Precision Casting, Investment (Lost Wax) Casting, of all Ferrous, Non Ferrous and Super Alloys...



ISO 9001:2015

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ID 9108627276

Date: 30.09.2022

To,

Department of Corporate Services

BSE Limited,

PhirozeJeejeebhoyTowers

Dalal Street

Mumbai-400 001

Ref: Captain Technocast Limited (Scrip Code: 540652/Scrip ID:CTCL)

Sub: submission of Outcome of 12th AGM

Dear Sir/Madam,

This is to inform you that, our 12TH Annual General Meeting held on 30.09.2022 inter-alia, has completed and we are sending –

1. Outcome of 12th AGM held on 30/09/2022.

FOR, CAPTAIN TECHNOCAST LIMITED

BHALU

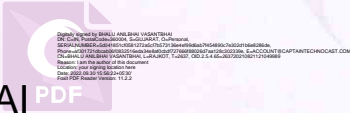
ANILBHAI

VASANTBHAI

MANAGING DIRECTOR

ANILBHAI VASANTBHAI BHALU

DIN NO.: 03159038





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PROCEEDING OF THE 12TH ANNUAL GENERAL MEETING HELD ON FRIDAY, 30TH SEPTEMBER, 2022 THROUGH VC/OVAM AT 03:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

PROCEEDINGS OF MEETING:-

PRESENT THROUGH VC/ OAVM

1. Shri Anilbhai Vasantbhai Bhalu (Managing Director)
2. Shri Rameshbhai Devrajbhai Khichadia- (Director)
3. Shri Shailesh Karshanbhai Bhut- (WTD)
4. Shri Gopal Devrajbhai Khichadia- (Director)
5. Mrs. Pravinaben Mansukhbhai Paghadal (Ind. Non Exe. Director)
6. Shri Jentilal Popatbhai Godhat (Ind. Non Exe. Director)
7. Ms. Urvi Kesariya (CS)
8. Mr. Prashant Bhatti (CFO)

Apart from board of directors 9 (Nine) Shareholders were present at the meeting.

QUORUM

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

CHAIRMAN

Mr. Anilbhai Vasantbhai Bhalu, Managing Director of the Company was appointed as the chairman of the 12th Annual General 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 (A) THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND (B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 AND THE REPORT OF AUDITORS THEREON:

Mr. Anilbhai Vasantbhai Bhalu proposed the following resolution as an ordinary resolution which was seconded by Mr. Shailesh Karshanbhai Bhut.

"RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

"RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

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



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2) TO APPOINT A DIRECTOR IN PLACE OF MR. RAMESHBHAI DEVRAJBHAI KHICHADIA (DIN: 00087859), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE- APPOINTMENT:

Mr. Anilbhai Vasantbhai Bhalu proposed the following resolution as an ordinary resolution which was seconded by Mr. Shailesh Karshanbhai Bhut

"RESOLVED THAT MR. RAMESHBHAI DEVRAJBHAI 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 as an ordinary resolution. None of the Directors has any interest or concern in this resolution.

3) TO DECLARE A DIVIDEND OF RS. 0.20/- PER EQUITY SHARE

Mr. Anilbhai Vasantbhai Bhalu proposed the following resolution as an ordinary resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

"RESOLVED THAT final dividend @ Rs. 0.20/- per equity share on the Company's Share Capital of Rs. 10,21,00,500/- absorbing thereby Rs. 20,42,010/- is declared and the said dividend be and is hereby approved and paid to the equity shareholders whose names stand in the register of members of the Company as on record date as declared by board after approval of members."

"RESOLVED FURTHER THAT Mr. Anilbhai V. Bhalu - Managing Director be and are hereby severally authorized to do such acts, deeds and things as may be considered necessary to give effect to the above resolution."

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

4) FORMATION OF EMPLOYEE LOAN POLICY

Mr. Anilbhai Vasantbhai Bhalu proposed the following resolution as an ordinary resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

"RESOLVED THAT pursuant to the provisions of Section 179(3)(f) read with any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), with the approval the Members be and is hereby accorded to frame employee loan policy to grant the loan to employees on such terms and conditions as mentioned in the employee loan policy drafted by the board of directors."

"RESOLVED FURTHER THAT Mr. ANILBHAI V. BHALU, Managing Director or Mr. SHAILESH K. BHUT Whole time director of the Company, be and is hereby authorized to take all necessary steps required for obtaining approvals, statutory, contractual or otherwise in relation to the above and to sign and submit such deeds, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same."

"RESOLVED FURTHER THAT Mr. ANILBHAI V. BHALU, Managing Director or Mr. SHAILESH K. BHUT Whole time director of the Company, be and is hereby authorized to file required Form and returns with the Registrar of Companies or any other statutory authority and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution including necessary entries in the Statutory registers of the company."

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

SPECIAL BUSINESS TRANSACTED AT THE MEETING:-

5) INCREASE IN THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013

Mr. Anilbhai Vasantbhai Bhalu 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 at the Annual General Meeting held on 11TH JULY, 2019 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. 40 Crore (Rupees Forty 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 as a special resolution. None of the Directors has any interest or concern in this resolution.

6) CREATION OF SECURITIES ON THE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF COMPANIES ACT, 2013

Mr. Anilbhai Vasantbhai Bhalu 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 as a special resolution. None of the Directors has any interest or concern in this resolution.

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

Mr. Anilbhai Vasantbhai Bhalu 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. **40 Crore (Rupees Forty 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 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 as a special resolution. None of the Directors has any interest or concern in this resolution.



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8) TO RE-APPOINT SHRI ANILBHAI VASANTBHAI BHALU AS A MANAGING DIRECTOR

Mr. Shailesh Karshanbhai Bhut 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 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 Anilbhai Vasantbhai Bhalu (DIN: 03159038)** 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 May 01, 2022 to April 30, 2027** 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.”

Salary exclusive of all allowances	Upto Rs. 6,00,000 per month. The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine
Annual bonus	Annual Bonus equal to the one month salary or as decided by the board of directors will be paid.
Other Perquisites	<ul style="list-style-type: none"> A. Contribution to Provident Fund and Superannuation Fund, Contribution to Gratuity Fund: are as per rules of the company. B. 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. C. Reimbursement OF Expenses: Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company
Retirement Benefits	<ul style="list-style-type: none"> 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 encashable of Leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.
Other benefits	<ul style="list-style-type: none"> A. The Managing Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment, and Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company. B. He 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.
Minimum Remuneration	<p>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.</p> <p>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 Managing 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.</p>

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary the remuneration of **MR. Anilbhai Vasantbhai Bhalu (DIN: 03159038)**, Managing Director, from time to time within 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.”



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"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize 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 authorized 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 as an ordinary resolution. None of the Directors has any interest or concern in this resolution except Mr. Anilbhai Vasantbhai Bhalu, Managing Director of the Company.

9) TO RE-APPOINT SHRI SHAILESH KARSHANBHAI BHUT AS A WHOLE TIME DIRECTOR

Mr. Anilbhai Vasantbhai Bhalu 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 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 Shailesh Karshanbhai Bhut (DIN: 03324485) as a Whole Time 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 May 01, 2022 to April 30, 2027** 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."

Salary exclusive of all allowances	Upto Rs. 6, 00,000 per month. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine
Annual bonus	Annual Bonus equal to the one month salary or as decided by the board of directors will be paid.
Other Perquisites	<p>A. Contribution to Provident Fund and Superannuation Fund, Contribution to Gratuity Fund: are as per rules of the company.</p> <p>B. 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.</p> <p>C. Reimbursement OF Expenses: Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company</p>
Retirement Benefits	<p>D. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules.</p> <p>E. 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.</p>
Other benefits	<p>F. The Whole Time Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment, and Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company.</p> <p>G. He 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.</p>
Minimum Remuneration	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.



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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 Managing 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 **MR. Shailesh Karshanbhai Bhut (DIN: 03324485)**, Whole Time Director, from time to time within the limits prescribed 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 as an ordinary resolution. None of the Directors has any interest or concern in this resolution except Mr. Shailesh Karshanbhai Bhut, Whole Time Director of the Company.

10) ALTERATION IN AOA OF THE COMPANY

Mr. Anilbhai Vasantbhai Bhalu proposed the following resolution as a special resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, with the approval of the Members, to alter Article of Association of Company by substituting point 1 of article II Share capital and variation of rights with the following point 1 as under

1. Share Capital

- i. **Authorised share capital:** The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of Memorandum of Association with power to Board of Directors to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges, or conditions may be, thought fit and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.
- ii. **Further issue of shares:** Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to
 - (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
 - (b) employees under any scheme of employees' stock option; or
 - (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules and SEBI guidelines.



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- iii. **Issue of securities:** The Company may issue Share warrants or debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution and subject to, and in accordance with, the provisions of the Act and the applicable rules/ regulations/ guidelines.

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Managing Director of the Company or any one of the Directors of the Company or the Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

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

11) APPOINTMENT OF STATUTORY AUDITOR

Mr. Anilbhai Vasantbhai Bhalu proposed the following resolution as an ordinary resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

A) To fill the casual vacancy:

"RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, **M/s. J C Ranpura & Co., Chartered Accountants, Rajkot, having FRN.: 108647W**, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. SVK & Associates, Chartered Accountants, Ahmedabad, having FRN.: 118564W."

"RESOLVED FURTHER THAT M/s. J C Ranpura & Co., Chartered Accountants, Rajkot, having FRN.: 108647W, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 13th August, 2022, until the conclusion of the ensuing 12th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed with the Board of Directors."

B) For a period of five years:

"RESOLVED THAT pursuant to the provisions of Section provisions of Section 139 & 142 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint **M/s. J C Ranpura & Co., Chartered Accountants, Rajkot, having FRN.: 108647W**, as the Statutory Auditors of the Company to conduct the statutory audit for a period of five years commencing from the conclusion of this 12th Annual General Meeting till the conclusion of 17th Annual General Meeting of the Company i.e. for F.Y. 2022-23 to 2026-27 at such remuneration and out-of-pocket expenses, as may be mutually agreed with the Board of Directors."

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

12) MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND CAPTAIN METCAST PRIVATE LIMITED, AN ASSOCIATE

Mr. Anilbhai Vasantbhai Bhalu proposed the following resolution as an ordinary resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

"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) / 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 Metcast Private Limited**, an Associate of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and **Captain Metcast Private Limited**, for an aggregate value not exceeding Rs. 5.00 crore during the financial year 2022-23, 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."

The Board recommends the resolution for approval of members as an ordinary resolution. None of the Directors has any interest or concern in this resolution except Mr. Anilbhai Vasantbhai Bhalu is a Director in the Associate Company i.e. Captain Metcast Private Limited.

13) MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND X2 ENGINEER- A PARTNERSHIP FIRM HAVING PARTNERS FROM PROMOTER GROUP

Mr. Anilbhai Vasantbhai Bhalu proposed the following resolution as an ordinary resolution which was seconded by Mr. Gopal Devrajbhai Khichadia.

"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



CAPTAIN TECHNOCAST LIMITED

CIN NO.: L27300GJ2010PLC061678

Manufacture of : Precision Casting, Investment (Lost Wax) Casting, of all Ferrous, Non Ferrous and Super Alloys...



from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / 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 **X2 ENGINEERS**, partnership firm having partners from promoter group of Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and **X2 ENGINEERS**, for an aggregate value not exceeding Rs.7.00 crore during the financial year 2022-23, 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."

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

VOTE OF THANKS:

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

DATE : 30/09/2022

PLACE : RAJKOT

FOR, CAPTAIN TECHNOCAST LIMITED

**BHALU
ANILBHAI
VASANTBHAI**

**ANILBHAI VASANTBHAI BHALU
CHAIRMAN
DIN NO.: 03159038**

Digitally signed by BHALU ANILBHAI VASANTBHAI
DN: C=IN, PostalCode=360004, S=GUJARAT, O=Personal,
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Reason: I am the author of this document
Location: your signing location here
Date: 2022.09.30 15:59:01 +05'30'
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