



# 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](http://www.captainpipes.com) | e-mail : [info@captainpipes.com](mailto:info@captainpipes.com)  
CIN. : L25191GJ2010PLC059094

Date: SEPTEMBER 07, 2022

To,

**Department of Corporate Services**

BSE Limited,

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai-400 001

**Reg: Captain Pipes Limited (Scrip Code: 538817/Scrip ID: CAPPIPES)**

**Sub: Submission of Notice of 13<sup>TH</sup> Annual General Meeting along with annual report for the year 2021-22 under Regulation 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith the notice of 13<sup>TH</sup> Annual General Meeting of the company along with the e-voting instructions, instructions for members for e-VOTING on the day of the AGM and instructions for members for attending the AGM through VC/OAVM to be held on 30.09.2022 at 10:30 A.M. and as per regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a copy of the annual report will also be sent to the shareholders along with the notice of the annual general meeting. The aforesaid notice and annual report are also available on the website of the company at [www.captainpipes.com](http://www.captainpipes.com)

This is for your records and information.

Thanking you.

Yours truly

**FOR, CAPTAIN PIPES LIMITED**

**KANTILAL  
MANILAL  
GEDIYA**

POSTAL CODE=360002,  
S=GUJARAT,  
SERIALNUMBER=7b946936e415  
5cfd8b858b9d623f35584db78ab  
4cc2076761a70e39f2229019,  
CN=KANTILAL MANILAL  
GEDIYA, L=RAJKOT, T=6185,  
OID.2.5.4.65=6185202010031520

**MR. KANTILAL MANILAL GEDIA  
(WHOLE TIME DIRECTOR)  
DIN: 00127949**

Quality with Experience & Technology



# 13<sup>th</sup> ANNUAL REPORT 2021-22





**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

MR. RAMESH D. KHICHADIA (CHAIRMAN)  
MR. GOPAL D. KHICHADIA (MANAGING DIRECTOR)  
MR. KANTILAL M. GEDIA (WHOLE TIME DIRECTOR)  
MR. CHANDRAKANT J. GADHIYA (CHIEF FINANCIAL OFFICER)  
MR. ARVINDBHAI B. RANPARIYA (INDEPENDENT DIRECTOR)  
MR. RATILAL V. BALDHA (INDEPENDENT DIRECTOR)  
MRS. PRAFULLABEN V. TANK (INDEPENDENT DIRECTOR)

**COMPANY SECRETARY & COMPLIANCE OFFICER**

MS. HIMAXI BOHRA (up to 14.07.2021)  
Mrs. KHUSHBU KALPIT SHAH (w.e.f. 19.10.2021)

**AUDITORS**

SVK & ASSOCIATES  
Chartered Accountants  
C-701/702 Titanium Square,  
Nr. BMW ShowRoom,  
Thaltej Cross Roads, S. G. Road,  
AHMEDABAD - 380 014  
(Gujarat - India) Tel. + 91 79 40 320 800  
Mobile: 98252 45520  
E-mail: svk@casvk.com  
svkandassociates@gmail.com

**PRINCIPAL BANKER**

HDFC BANK LTD.

SURVEY NO. 205, VERAVAL MAIN ROAD,  
SHAPAR -360 025  
GUJARAT

**REGISTERED OFFICE**

SURVEY NO-257, PLOT NO. 23 TO 28,  
N.H. NO. 8-B, SHAPAR - VERAVAL,  
DIST. RAJKOT - 360002.  
EMAIL: ACCOUNT@CAPTAINPIPES.IN  
WEBSITE: WWW.CAPTAINPIPES.COM

**PLANT**

SURVEY NO-257, PLOT NO. 23 TO 28,  
N.H. NO. 8-B, SHAPAR - VERAVAL,  
DIST. RAJKOT - 360002 (GUJARAT)

**BOOK CLOSURE**

Date: 24th September, 2022 to 30th September, 2022(both days inclusive)

**REGISTRARS AND TRANSFER AGENTS**

Big share Services Pvt Ltd E/2-3,  
Ansa Industrial Estate Saki Vihar Road,  
Sakinaka Andheri (East) Mumbai - 400072  
Phone: 022 - 4043 0200, Fax: 022 - 2847 5207  
Email: jibu@bigshareonline.com

**AUDIT COMMITTEE**

1 MR. RATILAL V. BALDHA - CHAIRMAN  
2 MR. RAMESH D. KHICHADIA - MEMBER  
3 MR. ARVINDBHAI B. RANPARIYA- MEMBER

**NOMINATION & REMUNERATION COMMITTEE**

1 MRS. PRAFULLABEN V. TANK - CHAIRMAN  
2 MR. RATILAL V. BALDHA - MEMBER  
3 MR. ARVINDBHAI B. RANPARIYA- MEMBER

**STAKEHOLDER RELATIONSHIP COMMITTEE**

1 MR. ARVINDBHAI B. RANPARIYA- CHAIRMAN  
2 MR. RATILAL V. BALDHA - MEMBER  
3 MR. GOPAL D. KHICHADIA- MEMBER

**13<sup>TH</sup> ANNUAL GENERAL MEETING**

Date: 30<sup>TH</sup> SEPTEMBER, 2022

Time: 10:30 A.M.

NOTICE

NOTICE IS HEREBY GIVEN THAT 13<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON FRIDAY 30<sup>TH</sup> SEPTEMBER, 2022 THROUGH VIDEO CONFERENCING AT 10:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS

**ORDINARY BUSINESS:**

1. To Receive, Consider and Adopt the Audited Financial Statements for the Financial Year Ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

“RESOLVED THAT 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 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.

“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”

3. To consider the APPOINTMENT OF STATUTORY AUDITOR TO FILL CASSUAL VACANCY :

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

“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. M/s. J C Ranpura & Co., Chartered Accountants, Rajkot , having FRN.: 108647W, be and are hereby appointed in the board of director’s meeting held on 13/08/2022 as Statutory Auditors of the Company to hold the office from 13/08/2022 , until the conclusion of the ensuing 13<sup>th</sup> 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.”

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

4. TO APPOINT STATUTORY AUDITOR FOR A PERIOD OF FIVE YEARS:

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

“RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (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 13<sup>th</sup> Annual General Meeting till the conclusion of 18<sup>th</sup> Annual General Meeting of the Company at such remuneration and out-of-pocket expenses, as may be mutually agreed with the Board of Directors.”

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

By order of the board  
For, CAPTAIN PIPES LIMITED

MR. GOPAL DEVRAJBHAI KHICHADIA  
MANAGING DIRECTOR  
DIN: 00127947

DATE: 02.09.2022  
PLACE: RAJKOT

**NOTES:**

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated December 14, 2021 (General Circular No. 21/2021) read with circulars dated January 13, 2021, May 5, 2020 April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio- Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- 2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes on e-voting.
- 3) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
- 5) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 6) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.captainpolyplast.com](http://www.captainpolyplast.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- 7) EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
- 8) The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 4 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are also annexed.
- 9) The Register of Members and Share Transfer Books will remain closed 24th September, 2022 to 30th September, 2022(both days inclusive) for the purpose of the 13<sup>th</sup> Annual General Meeting.
- 10) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,: a. For shares held in electronic form: to their Depository Participants (DPs) members are requested to address all correspondence, including change in their addresses, to the Company or to the Registrar and Share Transfer Agent, M/s. Big share Services Pvt. Ltd, E/2-3, Ansa Industrial Estate Saki Vihar Road, Sakinaka Andheri (East) Mumbai – 400072. E- mail: [jibu@bigshareonline.com](mailto:jibu@bigshareonline.com)
- 11) In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 12) Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):N.A.
- 13) Statutory Registers and documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (Monday to Saturday) between 11:00 a.m. to 05:00 p.m. up to the date of the 13<sup>th</sup> Annual General Meeting and will also be available for inspection at the meeting.
- 14) The Notice of AGM along with Annual Report for the financial year 2021-22, is available on the website of the Company at [www.captainpipes.com](http://www.captainpipes.com), and on the website of Stock Exchanges i.e. BSE Limited and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



- 15) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the company or with the Depository Participant(s). The Notice of AGM along with Annual Report for the year 2021-22 is being sent by electronic mode to all the Members whose E-mail addresses are registered with the Company or Depository Participants (DP), unless any member has requested for a physical copy of the same.
- 16) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23.09.2022.
- 17) Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
- 18) As per Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nomination are requested to send their request in Form No: SH-13 (which will be made available on request) to the Company or Registrar and Share Transfer Agent.

#### 19. INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND FOR JOINING THE ANNUAL GENERAL MEETING, ARE AS UNDER:

The remote e-voting period begins on **MONDAY 27TH SEPTEMBER, 2022 at 9:00 A.M.** and ends on **WEDNESDAY, 29TH SEPTEMBER, 2022 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **23.09.2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **23<sup>rd</sup> SEPTEMBER, 2022**.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





##### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ksdudhatra@yahoo.com](mailto:ksdudhatra@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id: [compliance@captainpolyplast.in](mailto:compliance@captainpolyplast.in)).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id: [compliance@captainpolyplast.in](mailto:compliance@captainpolyplast.in)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id: [compliance@captainpipes.com](mailto:compliance@captainpipes.com) ). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at



## Annual Report 2021-22

[compliance@captainpipes.com](mailto:compliance@captainpipes.com) between 27TH September, 2022, 9.00 A.M to 29TH September, 2022, 5.00 p.m). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM..

### Other Information:

- a) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
- b) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of NSDL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.
- c) Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e., FRIDAY, SEPTEMBER, 2022.

By order of the board  
For, CAPTAIN PIPES LIMITED

SD/-

MR. GOPAL DEVRAJBHAI KHICHADIA  
MANAGING DIRECTOR  
DIN: 00127947

DATE: 02/09/2022  
PLACE: RAJKOT

Details of the Directors seeking re-appointment at the 13<sup>TH</sup> Annual General Meeting of the company as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

NAME	MR. GOPAL DEVRAJBHAI KHICHADIA
DIN	00127947
Nature	EXECUTIVE DIRECTOR
Date of Birth	15.01.1975
Qualification	9 <sup>TH</sup> PASS
Date of Appointment	27.03.1997
Expertise in Specific functional Area	Marketing
No. of Shares held ON 31.03.2022	348000 Shares
List of other companies in which Directorship are held (other than Section 8 Company) *	Captain Polyplast Ltd.(Listed) Captain Technocast Ltd.(Listed) Captain Castech Limited(Unlisted)
Chairmanship or membership in other companies	Member of CSR Committee of Captain Polyplast Ltd. Member of Nomination and Remuneration Committee of Captain Technocast Ltd.

\* only public companies are considered.

**EXPLANATORY STATEMENT PURSUANT TO SECTION  
102 OF THE COMPANIES ACT, 2013 ("ACT")**

**RESOLUTION ITEM NO. 4**

M/s. SVK & Associates, Chartered Accountants, Ahmedabad has tender their resignation as the Statutory Auditors of the Company, expressing his pre-occupation for the other professional works carrying more effective utilisation of our professional time, after looking to the increasing business volume / geographic growth of the company / group & requisite resources available with the company / group for the same, resulting in a casual vacancy in the office of the Auditors of the Company w.e.f. 13th August, 2022, as per section 139(8) of the Companies, Act, 2013.

In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee and conformation received from M/s. J C Ranpura & Co., Chartered Accountants, Rajkot, having FRN: 108647W on their eligibility, the Board recommends to the members for the appointment of M/s. J C Ranpura & Co., Chartered Accountants, Rajkot, having FRN: 108647W, as the Statutory Auditors of the Company:

- a) to fill the casual vacancy caused by the resignation of M/s. SVK & Associates, Chartered Accountants, Ahmedabad and to hold the office of the Statutory Auditors up to the conclusion of this Annual General Meeting: and
- b) for a period of five years, from the conclusion of the 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company to be held in the year 2027.

In regards to appointment of Statutory Auditors referred to in item no. 5 of the Notice, the brief profile of the Auditors is as under:

M/S. J C RANPURA & CO., Chartered Accountants has experience over last several years and they have dedicated team of professionals capable of offering services across a range of disciplines.

M/S. J C RANPURA & CO., Chartered Accountants, is registered with the Institute of Chartered Accountants of India (Firm Registration No. 108647W) and has subjected themselves to peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The address of office of the Firm is at Star Avenue, First Floor, Dr. Radhakrishna Road, Opp. Rajkumar College, Rajkot-360001.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Directors recommend the resolution for approval by the members

**DIRECTORS' REPORT**

Dear Member,

Your Directors have pleasure in presenting the **13th** Annual Report along with the audited statements of accounts of your Company for the financial year ended 31st March, 2022.

**1. FINANCIAL RESULTS:**

The audited financial statements of the Company as on March 31, 2022 are prepared in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and provisions of the Companies Act, 2013 ("Act").

The Financial highlight is depicted below:

(Rs. In Lakhs)

Particulars	Year Ended on 31.03.2022	Year Ended on 31.03.2021
Revenue from operations	8272.41	4046.03
Other Income	25.43	28.66
<b>Total Revenue</b>	<b>8297.84</b>	<b>4074.69</b>
Operating and Administrative expenses	7996.82	3803.21
<b>Operating Profit before finance costs, Depreciation and Tax</b>	<b>301.02</b>	<b>271.48</b>
Less: Depreciation and Amortization expenses	91.21	87.95
<b>Profit before finance costs, exceptional items, tax and Deff tax adjustable in/(recoverable from) future tariff</b>	<b>209.81</b>	<b>183.53</b>
Less: Finance Costs	113.63	139.05
Less: Exceptional Item	0	0
Add: Extra Ordinary Items	505.32	0
<b>Profit Before Tax (PBT)</b>	<b>601.30</b>	<b>44.48</b>
Provision for Tax (Including Deferred Tax)	88.13	16.76
<b>Profit after Tax</b>	<b>513.16</b>	<b>27.72</b>
Other Comprehensive Income	0	0

**2. PERFORMANCE HIGHLIGHTS**

- A.** During the year under review company has total revenue of Rs.8297.84 lakhs as against the previous year turnover of Rs. 4074.69 lakhs which shows increase of 103.63% in comparison with the previous year. Profit before tax increase by 1251.84% as compared to previous year. The net profit after tax of the company increased by 1751.23% with compared to previous year. such a great increase in profit is due to Extra Ordinary Income comprises of gain on sale of Equity Investments held in shares of its associate concern Captain Polyplast Ltd..

**B. OPERATING AND ADMINISTRATIVE EXPENSES**

The operating Expenses of Rs. 7996.82Lakhs during FY 2021-22, as compared to previous financial year 2020-21 incurred of Rs. 3803.21lakhs

**C. DEPRECIATION AND AMORTISATION EXPENSES**

The depreciation Expenses of Rs. 91.21 Lakhs during FY 2021-22, as compared to previous financial year incurred of Rs. 87.95 Lakhs.

**D. FINANCE COST**

The finance cost of Rs.113.63 Lakhs during FY 2021-22, as compared to previous financial year incurred of Rs. 139.05 Lakhs which shows decrease as compared to previous year.

**E. TOTAL PROFIT AFTER TAX FOR THE YEAR**

The net profit after tax of the company for f.y. 2021-22 is Rs.601.30 lakhs as compared to previous year f.y. 2020-21 of Rs. 44.48 lakhs shows increase by 1851.23% with compared to previous year. such a great increase in profit is due to Extra Ordinary Income comprises of gain on sale of Equity Investments held in shares of its associate concern Captain Polyplast Ltd.

**F. TRANSFER TO RESERVES**

The Board of Directors have decided to retain the entire amount of profit for financial year 2021-22 in the Statement of Profit & Loss as at March 31, 2022.

**3. SHARE CAPITAL**

The Paid-up Equity Share Capital of the Company as on March 31, 2022 was ₹4.58 crore comprising of 4158560 equity shares of ₹10/- each. During the year under review, your Company has neither issued any shares with differential voting rights nor has granted any stock options or sweat equity. The Company has paid Listing Fees for the financial year 2022-23, to Bombay Stock Exchange, where its equity shares are listed.

In accordance with the provisions of ICDR Regulations, the Board of Directors of the Company in its meeting held on March 20, 2022, has considered, approved and allotted on preferential basis 10,00,000 convertible Warrants at an issue price of Rs. 67/- per warrant in terms of the special resolution passed by the shareholders of the Company at the EGM held on MARCH 5, 2022. The Warrants shall be converted into equal number of equity shares of face value of Rs. 10/- each at any time before eighteen months from the date of allotment. The allotment is made to Promoter and Non Promoter group from whom upfront payment of 25 % of issue price of convertible warrants i.e Rs.16.75/- per warrant is received.

#### **4. COVID-19 IMPACT**

As ours is the agriculture sector essential nature of the industry and consequently the demand for our products to have limited impact of covid-19. During the second wave of the Pandemic, the country has faced with lot of difficulties due to higher infections. Your Company managed to navigate well through the difficult situation with support of its employees and the Management. There were no disruption to the Operations of the Company. However, the Board and the Management continues to closely monitor the situation as it evolves and do it's best to take all necessary measures, in the interests of all stakeholders of the Company.

#### **5. DIVIDENDS:**

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the Company's performance, has decided not to recommend any Dividend for the year under review.

#### **6. MATERIAL CHANGES AND COMMITMENTS:**

There are no material changes and commitments affecting the financial position of the Company between the end of financial year of the company and the date of this report.

#### **7. FIXED DEPOSITS:**

During the year under review, your Company has not accepted any fixed deposits within the meaning of Section 73 of the Companies Act, 2013, read with rules made there under.

#### **8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

##### **A. BOARD COMPOSITION**

- Mr. Gopal D. Khichadia (Managing Director),
  - Mr. Kantilal M. Gedia (Whole Time Director),
  - Mr. Chandrakant J. Gadhiya (Chief Financial Officer) and
  - MS. HIMAXI BOHRA (Company Secretary) (upto 14.07.2021)
  - Mrs. KHUSHBU KALPIT SHAH ( Company Secretary ) (w.e.f. 19.10.2021)
- are the Whole-time Key Managerial Personnel of the Company.

##### **B. DIRECTOR RETIRING BY ROTATION**

Pursuant to the requirements of the Companies Act, 2013 and Articles of Association of the Company, **Mr. GOPALBHAI DEVRAJBHAI KHICHADIA (DIN: 00127947)**, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends the re-appointment of **Mr. GOPALBHAI DEVRAJBHAI KHICHADIA** for your approval. Brief details of the Director, who is proposed to be re-appointed, as required under Regulation 36 of the SEBI Listing Regulations, are provided in the Notice of Annual General Meeting.

##### **C. INDEPENDENT DIRECTORS AND THEIR MEETING:**

Your Company has received annual declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence provided in Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b) & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances, which may affect their status as Independent Director during the year. Also, your Company has received annual declarations from all the Independent Directors of the Company confirming that they have already registered their names with the data bank maintained by the Indian Institute of Corporate Affairs ["IICA"] as prescribed by the Ministry of Corporate Affairs under the relevant rules and that the online proficiency self-assessment test as prescribed under the said relevant rules is applicable to them and they will attempt the said test in due course of time (if applicable).

##### **Familiarization / Orientation program for Independent Directors:**

The Independent Directors attend a Familiarization / Orientation Program on being inducted into the Board. Further, various other programmes are conducted for the benefit of Independent Directors to provide periodical updates on regulatory front, industry developments and any other significant matters of importance. The details of Familiarization Program are provided in the Corporate Governance Report.

#### **9. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to clause (c) of sub-section (3) and subsection (5) of Section 134 of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the followings:-

- A. that in the preparation of the annual financial statement, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- B. that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the loss of the Company for the year ended on that date;
- C. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- D. That the annual financial statement have been prepared on a going concern basis;
- E. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- F. That proper system to ensure compliance with the provisions of all applicable laws including the compliance of applicable Secretarial Standards were in place and were adequate and operating effectively.

#### **10. BOARD EVALUATION:**

The Board carried out an annual performance evaluation of its own performance and that of its committees and individual directors as per the formal mechanism for such evaluation adopted by the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee.

The performance evaluation of the Chairman, the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The exercise of performance evaluation was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

#### **11. INTERNAL FINANCIAL CONTROL (IFC) SYSTEM AND THEIR ADEQUACY:**

The Company has implemented and evaluated the Internal Financial Controls which provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes and policies, safeguarding of assets, prevention and detection of frauds, accuracy and completeness of accounting records. The Internal Audit Reports were reviewed periodically by Audit Committee as well as by the Board. Further, the Board annually reviews the effectiveness of the Company's internal control system. The Directors and Management confirm that the Internal Financial Controls (IFC) is adequate with respect to the operations of the Company. A report of Auditors pursuant to Section 143(3) (i) of the Companies Act, 2013 certifying the adequacy of Internal Financial Controls is annexed with the Auditors report.

#### **12. RELATED PARTY TRANSACTIONS:**

During Financial Year 2021-22, all contracts/arrangements/transactions entered into by the Company with related parties under Section 188(1) of the Act were in the ordinary course of business and on an arm's length basis. The Company has not entered into material contracts or arrangements or transactions with related parties in accordance with Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014.

There were no materially significant Related Party Transactions made by the Company during the year that would have required shareholders' approval under the Listing Regulations.: **AS COMPANY IS LISTED ON BSE SME PLATFORM, IT IS NOT REQUIRED TO GET PRIOR SHAREHOLDER'S APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION.**

The Related Party Transactions are placed before the Audit Committee for prior approval, as required under the Act and Listing regulations. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature and value of the transactions.

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act and in compliance with the Listing Regulations, is enclosed to this report as **ANNEXURE-B.**

#### **13. CONSOLIDATED FINANCIAL STATEMENTS:**

In accordance with the provisions of the Companies Act, 2013 ("the Act") and Ind AS 110 – Consolidated Financial Statement read with Ind AS - 28 Investments in Associates, the audited consolidated financial statement should be provided in the Annual Report. N.A.

#### **14. AUDITORS & AUDITORS' REPORT:**

##### **A. AUDITORS DETAILS:**

M/S SVK & ASSOCIATES, Chartered Accountants, Ahmadabad the Statutory Auditors of the Company have been appointed as Statutory Auditors of the Company by the Members of the Company till the Conclusion of 13<sup>TH</sup> Annual General Meeting of the Company to be held for the financial year 2021-22. M/S SVK & ASSOCIATES, Chartered Accountants, have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company for financial year 2021-22.

##### **B. AUDITORS' REPORT**

In the opinion of the directors, the notes to the accounts in auditor's report are self-explanatory and adequately explained the matters, which are dealt with by the auditors.



**C. COST AUDIT REPORT**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 the Cost Audit Report is not mandatorily applicable to our Company for the financial year 2021-22 hence; no such audit has been carried out during the year.

**D. Internal Auditor**

Mr. Parin H. Patel – chartered accountant ., Rajkot, who are the Internal Auditors have carried out internal audit for the financial year 2021-22. Their reports were reviewed by the Audit Committee.

**E. SECRETARIAL AUDIT REPORT**

A qualified Practicing Company Secretary carries out secretarial audit and provides a report on the compliance of the applicable Acts, Laws, Rules, Regulations, Guidelines, Listing Agreement, Standards etc. as stipulated by the provisions of Section 204 of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014. The Secretarial Audit Report forms part of this report as **ANNEXURE - A**. The findings of the audit have been satisfactory.

**F. Annual Secretarial Compliance Report**

Annual Secretarial Compliance Report under regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 ("SEBI LODR") read with SEBI Circular dated February 08, 2019 number CIR/CFD/CMDI/27/2019, is not applicable to our Company

Further we would like to clarify that the Company is claiming exemption under regulation 15(2) of SEBI LODR as the Company's equity shares are listed on SME Platform of BSE LIMITED. As per regulation 15(2) of SEBI LODR, inter alia, the compliance with the provisions as specified in regulation 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clause (b) to (i) of sub regulation (2) of regulation 46 and Para C, D and E of Schedule V shall not apply in respect of the listed entity which has listed its specified securities on the SME Exchange.

**15. CORPORATE GOVERNANCE:**

Your Company has been complying with the principles of good Corporate Governance over the years and is committed to the highest standards of compliance. Pursuant to the Listing Agreement read with Regulation 15(2) of the SEBI (LODR) Regulations 2015, the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V shall not apply to the Company. However, as a good Corporate Governance Practice the Company has generally complied with the Corporate Governance requirements and a report on Corporate Governance is annexed as forms part of this Report. As required under SEBI (LODR) Regulations 2015 the Management Discussion and Analysis Report is annexed as part of this Report as **ANNEXURE D**.

**16. MANAGEMENT DISCUSSION AND ANALYSIS:**

A detailed report on the Management discussion and Analysis is provided as a separate section in the Annual Report AS **ANNEXURE C**

**17. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Company has generally taken corporate social responsibility initiatives. However, upto the present financial of f.y. 2021-22 the company does not mandate the implementation of corporate social responsibility activities pursuant to the provisions of Section 135 and Schedule VII of the Companies Act, 2013. Now, the company will constitute CSR Committee, develop CSR policy and implement the CSR initiatives as it is applicable to the Company from f.y. 2022-23 .

**18. DISCLOSURES:****A. NUMBER OF BOARD MEETING**

The Board of Directors met 9 (NINE) times during the year under review. The details of Board meetings and the attendance of the Directors are provided in the Corporate Governance Report which forms part of this Report.

**B. COMMITTEES OF BOARD:**

Details of various committees constituted by the Board of Directors, as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, are given in the Corporate Governance Report and forms part of this report.

**C. EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-7 are uploaded on the website o the company at [www.captainpipes.com](http://www.captainpipes.com) under investor section.

**D. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behaviour. No person has been denied access to the Chairman of the Audit Committee.

Pursuant to the Listing Agreement read with Regulation 15(2) of the SEBI (LODR) Regulations 2015, the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V, Company is exempted to upload whistle blower policy on company's website and to give a link in director report.

**E. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

**F. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY**

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

**G. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**
**i. CONSERVATION OF ENERGY**

As required by Rule 8 to Companies (Account Rules, 2014),

- Company ensures that the manufacturing is conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- No specific investments have been made for reduction in energy consumption.

**ii. TECHNOLOGY ABSORPTION**

Company's products are manufactured by using in house/domestic know how and no outside Technology is being used for manufacturing activities. Therefore no technology absorption is required. Further, the company has not incurred any expenses towards Research & Development.

**iii. FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company has not imported any raw materials, spare parts and components during the financial year and company has earned Rs. 637.45 Lakhs as a earning in foreign exchange (Export sales) and there was no foreign exchange outgo during the year under review.

**H. PARTICULARS OF EMPLOYEES PERSONNEL**

None of the employees is in receipt of remuneration in excess of the limit laid down under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors are annexed as **ANNEXURE-G** and forms part of this Report.

**I. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has not received any complaint under this policy during the year 2021-2022.

**J. INSURANCE**

All the properties and the insurable interest of the company including building, plants and machinery and stocks wherever necessary and to the extent required have been adequately insured.

**K. LISTING AND DEMATERIALIZATION**

The equity shares of the Company are listed on the SME Platform of Bombay Stock Exchange Ltd (BSE). All the shares of company are in dematerialize form.

**L. CERTIFICATION OF STATUS OF DIRECTOR'S QUALIFICATIONS**

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS annexed to this report as **ANNEXURE H.**

**M. UNCLAIMED DIVIDEND**

No unclaimed dividend is there in the accounts of the company because company still not declared any dividend.

**N. WTD/CFO CERTIFICATION**

Certification of WTD/CFO Annexed as **ANNEXURE F** and forms part of this Report.

**19. Reporting of Frauds**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or to the Board as required under Section 143(12) of the Act and the rules made thereunder.

**20. ACKNOWLEDGEMENT:**

Your Directors place on record their appreciation for assistance and co-operation received from various Ministries and Department of Government of India and other State Governments, financial institutions, banks, shareholders of the Company etc. The management would also like to express great appreciation for the commitment and contribution of its employees for their committed services. Your Directors wish to place on record their sincere appreciation for the dedicated efforts and consistent contribution made by the employees at all levels, to ensure that the Company continues to grow and excel.

Your Directors wish to take this opportunity to place on record their gratitude and sincere appreciation for the timely and valuable assistance and support received from Bankers, Share Transfer Agents, Auditor, Customers, Suppliers and Regulatory Authorities. The Board values and appreciates the valuable committed services of the employees towards performance of your Company, without which it would not have been possible to achieve all round progress and growth. Your Directors are thankful to the shareholders for their continued patronage.

**REGISTERED OFFICE:**

**SURVEY NO-257, PLOT NO. 23 TO 28 N.H. NO.  
8-B, SHAPAR (VERAVAL), RAJKOT.**

**FOR AND ON BEHALF OF THE BOARD****SD/-****SD/-**

**MANAGING DIRECTOR  
GOPAL D. KHICHADIA  
DIN: 00127947**

**DIRECTOR  
RAMESH D. KHICHADIA  
DIN: 00087859**

**DATE : 20.05.2022  
PLACE : RAJKOT**

## ANNEXURE –A

**FORM NO: MR 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
**CAPTAIN PIPES LIMITED**  
CIN: L25191GJ2010PLC059094  
Survey No-257, Plot No. 23 To 28,  
N.H. No. 8-B, Shapar (Veraval),  
Rajkot - 360002

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CAPTAIN PIPES LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2022, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2022 according to the applicable provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the audit period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the audit period)**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the audit period)**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the audit period)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996: **(Not applicable to the Company during the audit period)**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:-

- The status of the Company during the financial year has been that of a Listed Public Company. The Company has not been a holding or subsidiary of another company.
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- As per the minutes, the decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We further report that during the audit period the Company no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

In accordance with the provisions of ICDR Regulations, the Board of Directors of the Company in its meeting held on March 20, 2022, has considered, approved and allotted on preferential basis 10,00,000 convertible Warrants at an issue price of Rs. 67/- per warrant in terms of the special resolution passed by the shareholders of the Company at the EGM held on MARCH 5, 2022 . The Warrants shall be converted into equal number of equity shares of face value of Rs. 10/- each at any time before eighteen months from the date of allotment. The allotment is made to Promoter and Non Promoter group from whom upfront payment of 25 % of issue price of convertible warrants i.e Rs.16.75/- per warrant is received.

**DATE : 20.05.2022**  
**PLACE : AHMADABAD**

**KISHOR DUDHATRA**  
**COMPANY SECRETARIES**

**PROPRIETOR**  
**M. NO. FCS 7236**  
**C.P.NO. 3959**  
**PEER REVIEW CERTIFICATE NO.: 1919/2022**  
**UDIN NO.: F007236D000357432**

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

**ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED BY COMPANY SECRETARY IN PRACTICE (QUALIFIED/NON-QUALIFIED)**

To  
The Members  
**M/s. CAPTAIN PIPES LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of Laws, Rules and Regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**DATE : 20.05.2022**  
**PLACE : AHMADABAD**

**KISHOR DUDHATRA**  
**COMPANY SECRETARIES**

**PROPRIETOR**  
**M. NO. FCS 7236**  
**C.P.NO. 3959**  
**PEER REVIEW CERTIFICATE NO.: 1919/2022**  
**UDIN NO.: F007236D000357432**



## ANNEXURE –B

## FORM NO. AOC -2

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**1 Details of contracts or arrangements or transactions not at Arm's length basis.**

SI No	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

**2 Details of contracts or arrangements or transactions at Arm's length basis.**

Sr No	Particulars	Details																				
a)	Name (s) of the related party & nature of relationship	1. Capital Polyplast (Guj) Pvt Ltd- owned by Relative of KMP 2. Captain Polyplast Limited- Same Management Control 3.Captain Technocast Ltd - Same Management Control																				
b)	Nature of contracts/arrangements/ transaction	1. Capital Polyplast (Guj) Pvt Ltd- purchase and sale of goods 2. Captain Polyplast Ltd- purchase and sale of goods and usage charges 3.Captain Technocast Ltd- purchase and sale of goods																				
c)	Duration of the contracts/ arrangements/transaction	Yearly																				
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	<table> <tr> <th>Name</th><th>Transaction</th><th>Amount (Rs. In lacs)</th></tr> <tr> <td rowspan="2">Captain Technocast Ltd</td><td>purchase of ex. license</td><td>Rs. 12.67/-</td></tr> <tr> <td>sale of goods</td><td>Rs. 2.08/-</td></tr> <tr> <td rowspan="2">Capital Polyplast (Guj) Pvt Ltd</td><td>purchase of goods</td><td>Rs. 50.27/-</td></tr> <tr> <td>sale of goods</td><td>Rs. 79.61/-</td></tr> <tr> <td rowspan="3">Captain Polyplast Limited</td><td>purchase of goods</td><td>Rs. 697.01/-</td></tr> <tr> <td>sale of goods</td><td>Rs. 2685.49/-</td></tr> <tr> <td>property usage charges</td><td>Rs. 3.54/-</td></tr> </table>	Name	Transaction	Amount (Rs. In lacs)	Captain Technocast Ltd	purchase of ex. license	Rs. 12.67/-	sale of goods	Rs. 2.08/-	Capital Polyplast (Guj) Pvt Ltd	purchase of goods	Rs. 50.27/-	sale of goods	Rs. 79.61/-	Captain Polyplast Limited	purchase of goods	Rs. 697.01/-	sale of goods	Rs. 2685.49/-	property usage charges	Rs. 3.54/-
Name	Transaction	Amount (Rs. In lacs)																				
Captain Technocast Ltd	purchase of ex. license	Rs. 12.67/-																				
	sale of goods	Rs. 2.08/-																				
Capital Polyplast (Guj) Pvt Ltd	purchase of goods	Rs. 50.27/-																				
	sale of goods	Rs. 79.61/-																				
Captain Polyplast Limited	purchase of goods	Rs. 697.01/-																				
	sale of goods	Rs. 2685.49/-																				
	property usage charges	Rs. 3.54/-																				
e)	Date of approval by the Board	7 <sup>th</sup> June , 2021																				
f)	Amount paid as advances, if any	NIL																				
g)	Total Amount of Transaction																					

**ANNEXURE-C MANAGEMENT DISCUSSION AND ANALYSIS**
**1. INDUSTRY OUTLOOK:**

During the period under review economy was growing very fast. There were tremendous potential growth of these industries also pandemic situation is under control and industries are back to work on full pace. As ours is the agriculture based products, there is lot of potential demand for the next years.

**2. OPPORTUNITIES AND THREATS**

The company envisaged remarkable growth over previous years especially in the year 2021-22. Government is providing various incentives to agricultural industries. The Customers also growing rapidly. At the same time, there is intense price pressure from the competitors and international financial crisis.

**3. INITIATIVES:**

The initiatives are being taken by the Company for improving the quality standards and reduction of costs at appropriate level. Machineries were properly installed to provide better result and to cope up with changing requirement of the industry. The employees at all levels are being made aware of the changing conditions and the challenges of the open market conditions and to train the personnel to tackle the difficult situations which will improve the overall productivity, profitability. Also initiatives were taken by company to direct touch with customers and also providing them quality services and knowledge.

**4. RISKS AND CONCERNS:**

Fluctuation in the raw material price and stringent market conditions can affect the company's performance. Product risk, risk of fluctuation in the raw material price, government policies, and financial risk can affect the company, which requires continuous follow up.

**5. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the year under review company has total revenue of Rs.8297.84 lakhs as against the previous year turnover of Rs. 4074.69 lakhs which shows increase of 103.63% in comparison with the previous year. Profit before tax increase by 1251.84% as compared to previous year. The net profit after tax of the company increased by 1751.23% with compared to previous year. such a great increase in profit is due to Extra Ordinary Income comprises of gain on sale of Equity Investments held in shares of its associate concern Captain Polyplast Ltd..

**6. PERFORMANCE SNAPSHOT: Significant financial highlights in F.Y. 2021-2022 are as follows:-**

Particulars	FY 2021-22	FY 2020-21	Variance
Revenue from operations	8297.84	4074.69	increase by 103.63%
Profit before Tax- Continued Operation	601.30	44.48	Increase by 1251.84%
Net Profit / (Loss) for the period from Continuing & Discontinued Operations	513.16	27.72	Increase by 1751.23%

**Key Financial Ratios**

Ratios	FY 2021-22	FY 2020-21	Change%	Reason for change
Debtors Turnover	9.58	7.33	30.73	
Inventory Turnover	8.40	4.19	100.34	Due to increase in turnover
Interest Coverage Ratio	3.25	2.60	24.94	
Current Ratio	1.58	1.15	37.83	There is increase in Revenue from operation by 104% from Previous year accordingly also increase in Working Capital Respectively.
Debt Equity Ratio	0.18	0.31	-42.05	Due to issue of share warrant result in increased capital
Operating Profit Margin %	3.62	6.66	-45.64	On account of increased trading turnover with lower margin as compared to preceding year
Net Profit Margin % profit/revenue*100	0.09	0.69	-86.16	On account of increased trading turnover with lower margin as compared to preceding year.
Return on capital employed %	13.18%	20.19%	-34.69%	Due to issue of share warrant result in increased capital

**7. INTERNAL CONTROL SYSTEM:**

Your Company has a proper and adequate system of internal controls, to ensure the safeguarding of assets and their usage, maintenance of proper records, adequacy and reliability of operational information. The internal control is supplemented by an extensive audit by internal and external audit teams and periodic review by the top management, Audit Committee and Board of Directors.

Audit Committee also seeks views of the statutory auditors on the adequacy of internal control systems in the Company. In compliance with Section 143(3)(i) of the Act, the Statutory Auditors have issued an unmodified report on the Internal Financial Controls over Financial Reporting which forms a part of the Independent Auditors' Report also forming part of this Annual Report.

**8. HUMANRESOURCES:**

In a competitive economy, the proper utilization of human resources plays a crucial role. It begins with best practices in recruiting people and moves through learning and development, engagement, employee feedback and rewards and recognition. Towards this, your Company took various initiatives and has maintained healthy and harmonious industrial relations at all locations. The dedication and hard work of productive and dynamic goal oriented team is the key factor to the success of your Company. We believe that hiring the right personnel and proper retaining is key to this success. To keep the Company and its human resource competitive, we organized various training programs and experts were engaged to train the employees at various levels. This active process of learning has allowed employees enhance competence and motivation.

**9. FUTUREPLAN:**

As a long term planning strategy, company is planning to operate on a larger scale and achieve the highest portion of market demand of its products. Promoters are working very hard to lead company to new horizons and giving better results.

**10. SEGMENTWISE & PRODUCTWISE PERFORMANCE**

In accordance with Accounting Standard-17 – “Segment Reporting” issued by the Institute of Chartered Accountants of India is not applicable as the Company has mainly one business segment i.e. "manufacturing and selling of UPVC pipes and fittings .". There are no other primary reportable segments. The major and material activities of the company are restricted to only one geographical segment, hence the secondary segment disclosures are also not applicable

**REGISTERED OFFICE:**

**SURVEY NO-257, PLOT NO. 23 TO 28,  
N.H. NO. 8-B,  
SHAPAR (VERAVAL), RAJKOT**

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**SD/-**

**GOPALBHAI D KHICHADIA  
MANAGING DIRECTOR  
DIN NO.: 00127947**

**DATE: 20.05.2022  
PLACE: RAJKOT**

## **ANNEXURE – D**

### **CORPORATE GOVERNANCE REPORT**

#### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company is a part of the Captain Group which has established a reputation for honesty and integrity. We believe that by focusing on Corporate Governance, we practice the highest standards of ethical and responsible business culture and thereby enhance the value of all stakeholders. It is a combination of voluntary practices and compliance with laws and regulations in all areas of its operations and in its interactions with the stakeholders. It provides direction and control to the affairs of the Company.

Your Company is fully committed to practice sound Corporate Governance and uphold the highest business standards in conducting business. The Company has always worked towards building trust with all its stakeholders based on the principles of good corporate governance. Your Company is guided by a key set of values for all its internal and external interactions. The Company is open, accessible and consistent with its communication.

Though company is listed on BSE SME Platform, it is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 wherever applicable.

#### **2. BOARD OF DIRECTORS**

The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities. The Board also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholder's aspirations and societal expectations.

##### **A. COMPOSITION OF THE BOARD**

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors, including independent professionals, which plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance.

The Board of Directors of your Company comprises of 6 (Six) Directors out of which 4 (four) Directors (67%) are Non-Executive Directors. The 2 (two) Executive Directors include the Managing Director and Whole-time Director. Out of the 4 (four) Non-Executive Directors, there are 3 (Three) Independent Directors including woman director. No Director is related to each other except Rameshbhai D. Khichadia brother of Managing Director Gopalbhai D. Khichadia.

Independent directors are Non-Executive directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations. The maximum tenure of the independent Directors is in compliance with the Companies Act, 2013. All the Independent Directors have confirmed that they meet the criteria as mentioned under regulation 16(1)(b) of the SEBI Listing Regulation and Section 149 of the Companies Act, 2013. The present strength of the Board reflects judicious mix of professionalism, competence and sound knowledge, which enables the Board to provide effective leadership to the Company.

None of the Directors on the Company's Board is a Member of more than 10 (ten) Committees, and Chairman of more than 5 (five) Committees (Committees being, Audit Committee and Stakeholders' Relationship Committee) across all the companies in which he/she is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than 10 (ten) public companies as on March 31, 2022.

The composition of the Board is in conformity with the Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013.

None of the Directors have attained the age of Seventy-five (75) years.

The Board is of the opinion that Independent Directors fulfil conditions specified under the Listing Regulations and are independent of the management of the Company.

##### **B. BOARD MEETINGS PROCEDURE and SKILLS OF DIRECTORS**

A tentative annual calendar of Board and Committee Meetings is agreed upon at the beginning of the year. Additional meetings are held, whenever necessary.

The Agenda is circulated well in advance to the Board members. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. To enable the Board to discharge its responsibilities effectively, the Managing Director apprises the Board at every meeting on the overall performance of the Company. The Board is also kept informed of major events / items wherever necessary.

The Company has an effective post meetings follow up, review and reporting process mechanism for the decisions taken by the Board/Committees. Action taken report on decisions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/Committee for noting by the members.

**SKILLS / EXPERTISE COMPETENCIES OF THE BOARD OF DIRECTORS:**

The following is the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members:

Business Leadership	Leadership experience including in areas of business development, strategic planning, succession planning, driving change and long-term growth and guiding the Company and its senior management towards its vision and values.
Financial Expertise	Knowledge and skills in accounting, finance, treasury management, tax and financial management of large corporations with understanding of capital allocation, funding and financial reporting processes
Risk Management	Ability to understand and assess the key risks to the organization, legal compliances and Ensure that appropriate policies and procedures are in place to effectively manage risk.
Global Experience	Global mindset and staying updated on global market opportunities, competition experience in driving business success around the world with an understanding of diverse business environments, economic conditions and regulatory frameworks.
Corporate Governance & ESG	Experience in implementing good corporate governance practices, reviewing compliance and governance practices for a sustainable growth of the company and protecting Stakeholder's interest.
Technology & Innovations	Experience or knowledge of emerging areas of technology such as digital, artificial intelligence, cyber security, data center, data security etc.

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted:

Name of Director	Areas of Skills/ Expertise					
	Business Leadership	Financial Expertise	Risk Management	Global Experience	Corporate Governance & ESG	Technology & Innovation
Rameshbhai Devrajibhai Khichadia	√	√	√	√	√	√
Gopal Devrajibhai Khichadia	√	√	√		√	√
Kantilal Manilal Gedia	√		√			
Arvindbhai Bavanjibhai Ranpariya	√					
Ratilal Veljibhai Baldha	√					√
Prafullaben Vijay Tank	√	√				

**Note** - Each Director may possess varied combinations of skills/ expertise within the described set of parameters and it is not necessary that all Directors possess all skills/ expertise listed therein.

**CONFIRMATION AS REGARDS INDEPENDENCE OF INDEPENDENT DIRECTORS**

In the opinion of the Board, all the existing Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the Management.

**Shareholding of Non-Executive Directors:**

Details of shares held by the Non-executive directors of the Company are as under:

Sr no.	Name Of Non-Executive Director	No. of equity shares held in the Company	No. of convertible instruments held in the Company
1	Mr. Ramesh D. Khichadia	323000	There is no convertible instruments issued by the Company.
2	Arvindbhai Bavanjibhai Ranpariya	-	
3	Ratilal Veljibhai Baldha	-	
4	Prafullaben Vijay Tank	-	

**DISCLOSURES REGARDING APPOINTMENT/REAPPOINTMENT OF DIRECTORS:**

**Mr. GOPALBHAI DEVRAJBHAI KHICHADIA** Director, is retiring at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment. Brief resume(s) of the Directors proposed to be appointed / re-appointed are given in the Explanatory Statement annexed to the Notice convening the Annual General Meeting.

**C. BOARD MEETINGS, ATTENDANCE, POSITION HELD IN COMMITTEE MEETINGS**

During the year under review Board met 9 (NINE) times. The Board meets at least once in every quarter to review the Company's operations and the maximum time gap between any two meetings is not more than 120 days. The necessary quorum was present in all the meetings. Notices of the meetings with agenda along with necessary details were sent to the directors in time.

Dates of Nine Board meetings are: 07.06.2021, 14.07.2021, 04.09.2021, 09.10.2021, 13.11.2021, 03.02.2022, 16.02.2022, 20.03.2022, 31.03.2022

The names and categories of the Directors, their attendance at Board meetings and General Meeting and also position held by them in committees of other public limited companies as on 31st March 2022 are given below.

Name of the Director	Category	Attendance particular 2021-22				
		Board Meeting held During tenure of Director	Board Meeting Attended	Last AGM Attended or Not	No. of Directorship in other Public Ltd. Cos	Chairman-Membership in other public limited Cos
Shri Ramesh D. Khichadia	Director	9	9	YES	3	1
Shri Gopal D. Khichadia	Managing Director	9	9	YES	3	1
Shri Kantilal Manilal Gedia	Whole Time Director	9	9	NO	--	--
Shri Arvindbhai B. Ranpariya	Independent Director	9	4	YES	--	--
Mrs. Prafullaben Vijay Tank	Independent Director	9	4	YES	--	--
Shri Ratilal Veljibhai Baldha	Independent Director	9	4	YES	--	--

\* Only public limited companies are considered

Details of name of other listed entities where Directors of the Company are Directors and the category of Directorship as on March 31, 2022 are as under:

NAME OF THE DIRECTOR	NAME OF OTHER LISTED ENTITIES IN WHICH THE CONCERNED DIRECTOR IS A DIRECTOR	TYPE OF COMPANY (LISTED/UNLISTED PUBLIC/PRIVATE)	CATEGORY OF DIRECTORSHIP
MR. RAMESH D. KHICHADIA	CAPTAIN POLYPLAST LIMITED CAPTAIN TECHNOCAST LIMITED CAPTAIN CASTECH LIMITED	LISTED COMPANY LISTED COMPANY UNLISTED PUBLIC COMPANY	PROMOTER AND EXECUTIVE DIRECTOR PROMOTER AND NON EXECUTIVE DIRECTOR PROMOTER AND NON EXECUTIVE DIRECTOR
MR. GOPAL D. KHICHADIA	CAPTAIN POLYPLAST LIMITED CAPTAIN TECHNOCAST LIMITED CAPTAIN CASTECH LIMITED	LISTED COMPANY LISTED COMPANY UNLISTED PUBLIC COMPANY	PROMOTER AND NON EXECUTIVE DIRECTOR PROMOTER AND NON EXECUTIVE DIRECTOR PROMOTER AND NON EXECUTIVE DIRECTOR

#### D. SEPARATE INDEPENDENT DIRECTORS' MEETINGS

The Independent Directors meet at least once in a quarter, without the presence of Executive Directors or Management representatives. The Independent Directors met on 31.03.2022 without the presence of Executive Directors inter alia discussed:

1. The performance of non-Independent Directors and the Board as a whole;
2. The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
3. The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors of the Company attended the Meeting of Independent Directors held on March 31, 2022. The Independent Directors expressed their satisfaction to the desired level on the governance of the Board. In addition to these formal meetings, interactions outside the Board meetings also take place between the Chairman and Independent Directors.

#### E. Code of Conduct

The Company has adopted the 'Code of Conduct' which is applicable to its employees, including the Managing and Executive Directors. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Act. Code of conduct policy is posted on the Company's website at the web link:

<https://captainpipes.com/images/userFiles/contents/pdf/Policy/code-of-conduct-Captain-Pipes-Ltd.pdf>

#### F. Independent Directors

The Independent Directors of the Company have been appointed in terms of the requirements of the Act, the Listing Regulations and the Governance Guidelines for Board Effectiveness adopted by the Company. Formal letters of appointment have been issued to the Independent Directors and the terms and conditions of their appointment are disclosed in same.

#### G. Familiarization program

It aims to provide insight to the Independent Directors to understand the business of the Company. Upon induction, the Independent Directors are familiarized with their roles, rights and responsibilities.

All the Directors of the Company are updated as and when required, of their role, rights, responsibilities under applicable provisions of the Companies Act and the SEBI Listing Regulations, Secretarial Standards; nature of industry in which the Company operates, business model of the Company, etc. The Company holds Board and the Committee Meetings from time to time. The Board of Directors has complete access to the information within the Company. The Independent Directors have the freedom to interact with the Company's management. Directors are also informed of the various developments in the Company through various modes of



communications. All efforts are made to ensure that the Directors are fully aware of the current state of affairs of the Company and the industry in which it operates.

Pursuant to the Regulation 15(2) of the SEBI (LODR) Regulations 2015, the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V, as per sub regulation 2(i) of regulation 46 of SEBI (LODR) Regulation, 2015 shall exempt SME Listed Company to give web link of Familiarisation Programme for Independent Directors on Company Website.;

#### **H. Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices**

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the Code of Conduct for prevention of Insider Trading and the Code of Corporate Disclosure Practices (Insider Trading Code). All the Directors, Employees of the Company and their immediate relatives and other connected persons who could have access to the Unpublished Price Sensitive Information of the Company, are governed under this Insider Trading Code. Mrs. Khushbu Shah company secretary of the Company is the 'Compliance Officer' for the purpose of this Regulation

weblink

<https://captainpipes.com/images/userFiles/contents/pdf/Policy/insider-trading-policy-Captain-Pipes-Ltd.pdf>

### **3. COMMITTEES OF THE BOARD**

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review. As on date the Board has established the following Committees:

- A. Audit Committee
- B. Nomination And Remuneration Committee
- C. Share Transfer Committee /Investor Grievance Committee

#### **A) AUDIT COMMITTEE**

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report.

#### **i. MEETING, ATTENDANCE, CONSTITUTION & COMPOSITION OF AUDIT COMMITTEE:**

The Audit Committee is duly constituted in accordance with the Listing Agreement read with SEBI (LODR) Regulations 2015 and of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014. It adheres to the terms of reference which is prepared in compliance with Section 177 of the Companies Act, 2013, and SEBI (LODR) Regulations 2015.

During the year under review, Audit Committee Meetings were held four times on 07.06.2021, 04.09.2021, 13.11.2021 and 16.02.2022. The intervening gap between two meetings did not exceed 120 days.

The Composition of the Audit Committee and details of attendance of the members at the committee meetings during the year are given below

Sr. No	Name of the Members	Status	Number of meetings held/attended
1	Mr. Ratilal V. Baldha	Chairman (Independent Director)	4/4
2	Mr. Arvind B Ranpariya	Member (Independent Director)	4/4
3	Mr. Ramesh D. Khichadia	Member (Director)	4/4

#### **ii. BROAD TERMS OF REFERENCE:**

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. The brief terms of reference of Audit Committee are as under:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of

Section 134(5)(c) read with Section 134(3)(c) of the Companies Act, 2013

- b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Modified opinion(s) in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue, the statement of funds utilized for purposes those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the company with related parties and omnibus approval for related party transaction that is repetitive nature and quantum of transaction can not be foreseen Wherever applicable.
  9. Scrutiny of inter-corporate loans and investments, company, **wherever it is necessary**;
  10. Valuation of undertakings or assets of the company, **wherever it is necessary**;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussion with internal auditors of any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors; **if applicable**.
  18. To review the functioning of the Whistle Blower mechanism;
  19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
  21. Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries; N.A.

#### **REVIEW OF INFORMATION BY AUDIT COMMITTEE:**

1. The Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management.
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor; and
6. Statement of deviations:
  - a. Quarterly statement of deviation(s) including report of monitoring agency, **if applicable**, submitted to stock exchange(s).
  - b. Annual statement of funds utilized for purposes other than those stated in the offer documents / prospectus/notice **if applicable**

**B) NOMINATION AND REMUNERATION COMMITTEE**
**i. MEETING, ATTENDANCE, CONSTITUTION & COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee is constituted in compliance with the requirements of Listing Agreement read with SEBI (LODR) Regulations 2015 and Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014. The Company Secretary acts as the Secretary to the committee and the Committee Members are independent and non-executive directors namely Mrs. Prafullaben Vijay Tank Independent Director, is a Chairman of the Remuneration Committee and Mr. Ratilal V. Baldha - independent director and Mr. Arvind B. Ranpariya -independent director are members to the committee.

During the year under review, nomination and remuneration Committee Meetings were held four times on 07.06.2021, 04.09.2021, 13.11.2021 and 16.02.2022. The intervening gap between two meetings did not exceed 120 days

The composition of the Nomination & Remuneration Committee and details of meetings attended by the members are given below:

Sr. No	Name of the Members	Status	Number of meetings held/attended
1	Mrs. Prafullaben Vijay Tank	Chairman (Independent Director)	4/4
2	Mr. Ratilal V. Baldha	Member (Independent Director)	4/4
3	Mr. Arvind B. Ranpariya	Member (Independent Director)	4/4

**ii. BROAD TERMS OF REFERENCE:**

The powers, role and terms of reference of Committee covers the areas as contemplated under the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. The brief terms of reference of Nomination and Remuneration Committee are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employee;
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
5. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. To recommend/review remuneration of the Managing Director(s) and Whole time Director(s)/Executive Director(s) based on their performance and defined assessment criteria;
7. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable;
8. To perform such other functions as may be necessary or appropriate for the performance of its duties;
9. To recommend to the board, all remuneration, in whatever form, payable to senior management.

**iii. REMUNERATION OF DIRECTORS:**
**Pecuniary Relationship of Non-Executive Directors**

The Company has no pecuniary relationship or transaction with its Non-Executive and Independent Directors other than payment of sitting fees to them for attending Board and committee meetings and commission as approved by members and Board for their invaluable services to the Company.

**i. Non-Executive Directors:**

The Non-Executive Director(s) of the Company are remunerated by paying sitting fees. Sitting fees is paid to the Non-Executive Directors for attending the meetings of Board of Directors, Committees of Board of Directors and other meetings of Directors at the rate of Rs. 3500/- respectively per meeting.

**ii. Executive Directors:**

The two Executive Directors (Managing Director and Whole-time Director) are paid remuneration as decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Board, with the approval of the Shareholders and other necessary approvals.

**iii. Details of remuneration paid to the Directors for the year ended 31st March, 2022.**

Sr. no	Name of Directors and Designation	Category of Directorship	Salary in Rs.	Commission	Sitting Fees	Others	Total
1	Gopal D. Khichadia	Managing Director	26,93,481	-	-	-	26,93,481
2	Ramesh D. Khichadia	Non-executive Non Independent director	-	-	-	-	-
3	Kantilal M. Gedia.	Whole time Director	2,91,672	-	-	-	2,91,672
4	Mrs. Prafullaben Vijay Tank	Independent Director	-	-	14000	-	14000
5	Mr. Ratilal V. Baldha	Independent Director	-	-	14000	-	14000
6	Mr. Arvind B. Ranpariya	Independent Director	-	-	14000	-	14000

The Company has not granted any stock options to the directors and hence, it does not form part of the remuneration package payable to any Director.

**iv. Performance Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and the applicable provisions of the Listing Regulations, the Annual Performance Evaluation was carried out for the financial year 2021-22 by the Board in respect of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders' Relationship and Corporate Social Responsibility Committees.

A structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance was prepared after taking into consideration the Guidance note issued by SEBI vide circular no, CMD/CIR/P/2017/004 dated January 5, 2017. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as guidance / support to Management outside Board / Committee meetings, degree of fulfilment of key responsibilities, effectiveness of meetings etc.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The Performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

**C) SHARE TRANSFER COMMITTEE/ INVESTOR GRIEVANCE COMMITTEE**
**i. MEETING, ATTENDANCE, CONSTITUTION & COMPOSITION OF INVESTOR GRIEVANCE COMMITTEE:**

The Share Transfer cum Investors'/ Shareholders' Grievance Committee comprise of three members chaired by Mr. Arvind B Ranpariya -Independent Director, is a Chairman of the Audit Committee, and Mr. Ratilal V Baldha -independent director and Mr. Gopal D Khichadia - Managing Director are members to the committee. The Committee looks into the redressal of investors' complaints such as delay in transfer of equity shares, request for transmission of shares, issue of duplicate share certificates, non-receipt of declared dividends/ annual reports etc.

The Nomination & Remuneration Committee met four times during the period under review on 07.06.2021, 04.09.2021, 13.11.2021 and 16.02.2022. The intervening gap between two meetings did not exceed 120 days.

The composition of the Nomination & Remuneration Committee and details of meetings attended by the members are given below:

Sr. No	Name of the Members	Status	Number of meetings held/attended
1	Mr. Arvind B Ranpariya	Chairman (Independent Director)	4/4
2	Mr. Ratilal V Baldha	Member (Independent Director)	4/4
3	Mr. Gopal D Khichadia	Member (Managing Director)	4/4

**ii. BROAD TERMS OF REFERENCE:**

The powers, role and terms of reference of Stakeholders Relationship Committee covers the areas as contemplated under the SEBI Listing Regulations and Section 178 of the Act. The brief terms of reference of Stakeholders Relationship Committee are as under:

- Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Reviewing the measures taken for effective exercise of voting rights by shareholders.

3. Reviewing of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Reviewing the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
5. Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

### iii. INVESTOR GRIEVANCE REDRESSAL:

Details of complaints received and redressed during the year:

Number of complaints received and resolved during the year under review and their breakup are as under:

Nature of Complaints	Complaint received	Complaint resolved
Non-receipt of refund order	0	0
Non-receipt of dividend warrants	0	0
Non-receipt of annual report	0	0
Non-receipt / credit of shares	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

## 4.

### WHISTLE BLOWER POLICY

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. Company is exempted to upload whistle blower policy on company's website and to give a link in director report due to listed on SME platform.

The Audit Committee monitored and reviewed investigations of the whistle blower complaints received during the year. During the year under review, there were no cases of whistle blower.

## 5.

### GENERAL BODY MEETING

#### A) Annual General Meeting

The date, time and location of the Annual General Meetings held during the preceding 3 (three) years and special resolutions passed thereat are as follows:

F.Y.	Date	Location Of Meeting	Time	No. Of Special Resolution Passed
2020-21	30.09.2021	By Means of VC/OAVM	12:00 P.M.	0
2019-20	30.09.2020	By Means of VC/OAVM	12:00 P.M.	0
2018-19	16.09.2019	Captain Polyplast Limited – Polymer Division, Captain Gate , Survey No. 257, Plot No. 16, Shapar (Veraval), Dist. Rajkot – 360024 (Gujarat)	9:30 A.M.	3

- B) EXTRA ORDINARY GENERAL MEETING : During the year under review one extra ordinary general meeting was held on 05.03.2022 to approve the issue of share warrant to promoter and non-promoter group on preferential basis . The meeting was convened on 5<sup>th</sup> March , 2022 at 11:00 A.M. at registered office of company .

F.Y.	Date	Location Of Meeting	Time	No. Of Special Resolution Passed	No. Of. Ordinary Resolution Passed
2021-22	05.03.2022	SURVEY NO-257, PLOT NO. 23 TO 28, N.H. NO. 8-B, SHAPAR (VERAVAL), RAJKOT-360002, GUJARAT, INDIA	11:00 A.M.	2	1

- C) Whether special resolutions were put through postal ballot last year, details of voting pattern:  
NO.

- D) Whether any resolutions are proposed to be conducted through postal ballot:  
NO Special Resolution requiring a Postal Ballot is being proposed at the ensuing Annual General Meeting of the Company.

- E) Procedure for postal ballot:

Prescribed procedure for postal Ballot as per the provisions contained in this behalf in the Companies Act, 2013, read with rules made there under as amended from time to time shall be complied with whenever necessary.

## 6. MEANS OF COMMUNICATION :

### (a) Financial Results

The Half yearly and annual financial results of the Company are uploaded on BSE Listing Centre in accordance with the requirements of Listing Regulations. The financial results are displayed on BSE website. As company is listed on SME platform it is exempted to publish the results in newspaper. The financial results are uploaded on the Company's website at <https://captainpipes.com/financial-results.html>

### (b) Annual Report

Pursuant to the MCA circulars and SEBI Circulars, the Annual Report for FY 2021-22 containing the Notice of AGM was sent through e-mails to all those Members whose e-mail IDs were registered with the Company/ Depository Participants, also uploaded on company website <https://captainpipes.com/annual-reports-and-agm-notice.html>

### (c) Press Release/ investor presentation

As company is listed on SME platform it is exempted to make press release or presentation of result.

## 7. OTHER DISCLOSURE

- A) There were no materially significant Related Party Transactions and pecuniary transactions that may have potential conflict with the interest of the Company at large. The details of Related Party Transactions are disclosed in financial section of this Annual Report.
- B) In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards. The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements for the financial year 2021-22.
- C) The Company has complied with all the requirements of the Stock Exchanges as well as the regulations and guidelines prescribed by the Securities and Exchange Board of India (SEBI). There were no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- D) The Chief Executive Officer / the Chief Financial Officer have furnished a Certificate to the Board for the year ended on March 31, 2021 in compliance with Regulation 17(8) of Listing Regulations. The certificate is appended as an **Annexure F** to this report.
- E) The Company discloses to the Audit Committee, the uses/application of proceeds/funds raised from Rights Issue, Preferential Issue as part of the half yearly review of financial results **as applicable**.
- F) The designated Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large.
- G) G) With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading and uploaded the same on website. The weblink for the same <https://captainpipes.com/insider-trading-policy.html>
- H) Policy For Determining Material Subsidiary : N.A.
- I) Policy On Dealing With Related Party Transactions : N.A. Pursuant to the Regulation 15(2) of the SEBI (LODR) Regulations 2015, the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V. as per sub regulation 4 of regulation 19 and as specified as in Part D of the Schedule II of SEBI (LODR) Regulation, 2015 shall exempt SME Listed Company to formulate the Policy on materiality of related party transactions and to upload on website and to give the weblink in report.
- J) The Company complies with all applicable secretarial standards.
- K) The Company has obtained certificate from **PCS KISHOR DUDHATRA**, Practicing Company Secretary confirming that none of the Directors of the Company is debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such authority from being appointed or continuing as Director of the Company and the same is also **Annexure H** attached to this Report.
- L) As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, the Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.
- M) During the year employee relations continued to be cordial and harmonious at all levels and in all divisions of the Company. There was a total understanding of the management objectives by the employees. The Company has consistently tried to train & nurture the best of the available talent in the Industry.
- N) In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.
- O) The Company has adopted the Code of Conduct for all the employees of the Company including the Directors. This Code of Conduct is posted on the Company's website. Further, all the Board members and Senior Management Personnel have affirmed the



compliance with the Code of Conduct. A declaration to this effect signed by the Managing Director forms part of this report as  
**ANNEXURE E**

- P) During the financial year 2021-22, the Board has accepted all the recommendations of its Committees.
- Q) Disclosure with respect to demat suspense account/unclaimed suspense account: Not applicable.
- R) Pursuant to Regulation 34(3) of the Listing Regulations read with Regulation 15(2) of the SEBI (LODR) Regulations 2015, the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V shall not apply the Company a Certificate from the Company Secretary in Practice towards compliance of the provisions of Corporate Governance, do not forms an integral part of this Annual Report as not apply to the company
- S) During the year under review, the Company has raised Rs.1,67,50,000/- (one crore sixty seven lakhs fifty thousand only ) towards the upfront payment of 25 % of issue price of convertible warrants i.e Rs.16.75/- per warrant on 10,00,000 convertible warrants . As specified under Regulation 32(7A) of the SEBI Listing Regulations the fund was utilized for the objects stated in Notice convening the shareholders meeting.
- T) Total fees for all services paid by the Company, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is given below

**PAYMENT TO AUDITORS: STATUTORY AUDIT FEES Rs. 2.00 LACS**

## 8.

### GENERAL SHAREHOLDERS INFORMATION

#### A) COMPANY REGISTRATION DETAILS:

The Company is registered in the **State of Gujarat, India**. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is **L25191GJ2010PLC059094**.

#### B) ANNUAL GENERAL MEETING:

DAY AND DATE	TIME
FRIDAY, 30 <sup>TH</sup> SEPTEMBER, 2022 THROUGH VC/OAVM	10:30 A.M.

#### C) REGISTERED OFFICE:

SURVEY NO-257, PLOT NO. 23 TO 28, N.H. NO. 8-B, SHAPAR (VERAVAL), RAJKOT-360002, GUJARAT, INDIA

#### D) BOOK CLOSURE DATE:

The Register of Members and Share Transfer Books of the Company will be closed from 24th September, 2022 to 30th September, 2022 (both days inclusive) for the purpose of 13<sup>th</sup> Annual General Meeting.

#### E) LISTING ON STOCK EXCHANGES:

The Company's shares are listed on the following stock exchange:

NAME	ADDRESS	CODE
BSE LIMITED- SME PLATFORM	Floor 25, P. J. Towers, Dalal Street Mumbai-400 001	538817

Annual listing fees for the financial year 2022-23 have been paid by the Company to BSE.

#### F) MARKET PRICE DATE:

MONTH	HIGH	LOW	CLOSE
Apr-21	35.7	24	35.7
May-21	37.45	35.7	35.7
Jun-21	35.5	28.95	29
Jul-21	47.9	31.9	44.25
Aug-21	43.75	34.45	42.5
Sep-21	38.25	38	38
Oct-21	68	34.05	60.7
Nov-21	104	58	64.5
Dec-21	90	59	90
Jan-22	93.95	57.5	59.75
Feb-22	94	58.25	85
Mar-22	94.5	81	91.4

#### G) REGISTRAR AND SHARE TRANSFER AGENT:

During the year under review M/S Big share Services Pvt Ltd, E/2-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka Andheri (East) Mumbai - 400072

Email id: [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com)  
[bssahd2@bigshareonline.com](mailto:bssahd2@bigshareonline.com)  
[bssahd3@bigshareonline.com](mailto:bssahd3@bigshareonline.com)

**H) SHARE HOLDING AS ON 31 MARCH, 2022:**
**i) DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2022:**

Share holding of nominal (in Rs.)	Number of shareholders	% of total shareholders	Share amount	% of total
10001-20000	78	42.3913	1170000	2.8135
20001-30000	55	29.8913	165000	3.9677
40001-50000	6	3.2609	270000	0.6493
50001-100000	12	6.5217	795000	1.9117
100001 & above	33	17.9348	37700600	90.6578
<b>TOTAL</b>	<b>184</b>	<b>100.00</b>	<b>41585600</b>	<b>100.00</b>

**ii) CATEGORY WISE SHAREHOLDING PATTERN AS ON MARCH 31, 2022:**

Category	Total shareholder	% to shareholder	Total no. of share held electronic	% to total sh. holding
Clearing members	2	1.09	6000	0.14
Corporate Bodies	8	4.35	153000	3.68
Corporate Bodies(promoter co)	1	0.54	1230600	29.59
Non Resident Indian	4	2.17	7500	0.18
Promoters Relatives	2	1.09	671000	16.14
Promoter/ Directors	9	4.89	1215960	29.24
Public	158	85.87	874500	21.03
Market Maker	0	0	0	0
<b>TOTAL</b>	<b>184</b>	<b>100.00</b>	<b>4158560</b>	<b>100.00</b>

Out of 4158560 shares, 3659060 shares are registered with CDSL & 499500 shares are registered with NSDL on 31st March, 2022.

**I) DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

The Company's shares are compulsorily traded in dematerialized form. Equity shares of the Company representing 100.00% of the Company's share capital are in dematerialized form as on March 31, 2022.

The Company's shares are regularly traded on the 'BSE Limited'.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is **INE513R01018**.

**J) OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENT, CONVERSION AND LIKELY IMPACT ON EQUITY:**

During the year under review, the Company has issued and allotted 10,00,000 Fully Convertible Warrants to promoter group and non-promoter group at an aggregate amount of Rs.6,70,00,000/- (six crores seventy lakhs ) at an issue price of Rs.67/- per warrant on March , 20 2022. Further, out of entire consideration payable towards Equity Warrants i.e. Rs.6,70,00,000/- (six crores seventy lakhs ) the Company has received Rs.1,67,50,000/- (one crore sixty seven lakhs fifty thousand only ) i.e., 25% of issue price before allotment of Equity Warrants. Balance 75% shall be infused within 18 months from the date of allotment i.e. March 20, 2022 at the time of Conversion of equity warrants.

The Company does not have any outstanding Global Depository Receipt or American Depository Receipt or any other convertible instruments.

**K) DIVIDEND DECLARED FOR THE LAST YEARS and Due date for transfer to IEPF, of the unclaimed/unpaid dividends: N.A as company has not declared any dividend till this date .**
**L) COMMODITY PRICE RISK OR FOREX RISK & HEDGING ACTIVITIES : N.A.**
**M) NAME AND ADDRESS OF THE COMPLIANCE OFFICER:**

Company Secretary And Compliance Officer,  
Ms. Himaxi Bohra (Upto 14.07.2021)  
Mrs. Khushbu Kalpit Shah (W.E.F. 19.10.2021)  
101, Mahadeep Appartment,  
Sharda Mandir Road, Shreyash Crossing, Paldi, Ahmedabad- 380007

**N) PLANT LOCATIONS**

Captain Pipes Ltd  
SURVEY NO-257, PLOT NO. 23 TO 28,  
N.H. NO. 8-B, SHAPAR (VERAVAL),  
RAJKOT-360002, GUJARAT, INDIA,

**O) CREDIT RATING IN CASE OF DEBT INSTRUMENTS: N.A.**
**P) Compliance with Mandatory requirement:**

The Company is complying with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company has not adopted any of the non-mandatory requirements stipulated under the said enactment.



**ANNEXURE E DECLARATION OF CODE OF CONDUCT**

**DECLARATION OF MANAGING DIRECTOR**

I, GOPAL D KHICHADIA, Managing Director of Captain Pipes Limited hereby declare that as of March 31, 2022, all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct and Ethics for Directors and Senior Management Personnel laid down by the Company.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**SD/-**

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

**DATE: 20.05.2022  
PLACE: RAJKOT**

**DECLARATION ON CODE OF CONDUCT by Board Members and the Senior Management Personnel**

To the best of my knowledge and belief and on the basis of declarations given to me by the Directors and the Senior Management Personnel of the Company, I hereby affirm that a Code of Conduct for the Board Members and the Senior Management Personnel of the Company which includes Code of Conduct for Prevention of Insider Trading and Whistle Blower Policy has been approved by the Board of Directors and all Directors and the Senior Management Personnel have fully complied with the provisions of the Code of Conduct of the Company.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**SD/-**

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

**DATE: 20.05.2022  
PLACE: RAJKOT**

## ANNEXURE F

## WHOLE-TIME DIRECTOR / CFO CERTIFICATION

To  
The Board of Directors,  
**Captain Pipes Limited,**

We, undersigned, in our respective capacities in **Captain Pipes Limited** hereby certify that:

1. We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2022 and that to the best of our knowledge and belief:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit committee that;
  - a) There have been no significant changes in internal control over financial reporting during the year;
  - b) There have been no significant changes in accounting policies during the year; and
  - c) There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

SD/-

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**GOPAL D KHICHADIA**  
**MANAGING DIRECTOR**

SD/-

---

**CHANDRAKANT J GADHIYA**  
**CHIEF FINANCIAL OFFICER**

SD/-

---

**KANTILAL M GEDIA**  
**WHOLE TIME DIRECTOR**

**PLACE: RAJKOT**  
**DATED: 20.05.2022**

## ANNEXURE G DIRECTORS'/ EMPLOYEES REMUNERATION

### DIRECTORS'/ EMPLOYEES REMUNERATION

[Pursuant to Section 197(12) of Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Ratio of the remuneration of each Director to the median remuneration of the employees and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2021-22 and the comparison of the remuneration of the Key Managerial Personnel against the performance of the Company is as follows:

#### PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- A) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year\*:2021-22

Directors / Key Managerial Person	Ratio to median
Gopal Devrajibhai Khichadia (Managing Director)	13.6985
Kantilal Manilal Gedia (Whole-time Director)	1.4834
Chandrakant J. Gadhiya (CFO- KMP)	N.A.
Himaxi Bohra Company Secretary (UPTO 14.07.2021 )	0.2738
Khushbu Kalpit Shah company secretary (W.E.F. 19.10.2021)	0.3719

- B) The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year 2021-22

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year 2021-22 compared to 2020-21
Director Remuneration	
Gopal Khichadia (MD)	11.37%
Kantilal Manilal Gedia (WTD)	0.00%
Chandrakant J.Gadhiya (CFO)	N.A.
Company Secretary	0.00%

- C) The percentage increase in the median remuneration of employees in the financial year  
There is decrease of -6.98 % in the median remuneration of employees in the financial year 2021-22 as compared to previous year 2020-21.

- D) The number of permanent employees on the rolls of Company: 41

- E) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

There is no major change in remuneration of KMPS and employees other than the KMPS. There is no any exceptional circumstance for increase in the managerial remuneration.

- F) Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms remuneration is as per the remuneration policy of the Company. As details give as under:

#### REMUNERATION POLICY FOR DIRECTORS, KMPS AND OTHER EMPLOYEES

- A) **REMUNERATION / COMMISSION:** The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made there under. Overall remuneration should be reflective of the size of the Company, complexity of the sector/industry/company's operations and the company's capacity to pay the remuneration.
- B) **SITTING FEES:** Independent Directors ("ID") and Non- Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members). The payment of sitting fees will be recommended by the NRC and approved by the Board. Quantum of sitting fees may be subject to review on a periodic basis, as required provided that the amount of such fees shall not exceed Rs. One lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- C) **COMMISSION:** Company will not pay commission to the NEDs'.
- D) **STOCK OPTIONS:** An Independent Director shall not be entitled to any stock option of the Company.

**ANNEXURE H**
**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,  
The Members of  
Captain Pipes Limited  
Survey No-257, Plot No. 23 To 28,  
N.H. No. 8-B, Shapar (Veraval),  
Rajkot-360002

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **CAPTAIN PIPES LIMITED** having CIN **L25191GJ2010PLC059094** and having registered office at **SURVEY NO-257, PLOT NO. 23 TO 28, N.H. NO. 8-B, SHAPAR (VERAVAL), RAJKOT-360002 (GUJARAT)** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	RAMESHBHAI DEVRAJBHAI KHICHADIA	00087859	05.01.2010
2	GOPAL DEVRAJBHAI KHICHADIA	00127947	05.01.2010
3	KANTILAL MANILAL GEDIA	00127949	05.01.2010
4	ARVINDBHAI BAVANJIBHAI RANPARIYA	00385251	26.09.2014
5	RATILAL VELJIBHAI BALDHA	06976370	26.09.2014
6	PRAFULLABEN VIJAY TANK	06976715	26.09.2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**KISHOR DUDHATRA**  
**COMPANY SECRETARIES**

**PROPRIETOR**  
**M. NO. FCS 7236**  
**C.P. NO.: 3959**  
**PEER REVIEW CERTIFICATE NO.: 1919/2022**  
**UDIN NO.: F007236D000357443**

**DATE : 20.05.2022**  
**PLACE : AHMEDABAD**

# ***CAPTAIN PIPES LIMITED***

RAJKOT

FINANCIAL AUDITED  
ACCOUNTS  
&  
ANNUAL REPORT

FOR THE YEAR ENDED  
MARCH 31, 2022

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## ***SVK & ASSOCIATES***

C H A R T E R E D   A C C O U N T A N T S

C-701/702, Titanium Square,  
Thaltej Cross Road, SG Road,  
Ahmedabad - 380 059 (Gujarat – India)  
Tele: + 91 79 40320800



## **INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF 'CAPTAIN PIPES LIMITED'**

### **Report on the Audited Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of **CAPTAIN PIPES LIMITED** (**'the Company'**), which comprises the Balance Sheet as at 31st March, 2022; the Statement of Profit and Loss, and the Statement of Cash Flows for the year then ended and notes to financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Audited Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid audited financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principal generally accepted in India, to the extent applicable;

- a) In the Case of the Balance Sheet, of the state of affairs of the company as at 31<sup>st</sup> March, 2022;
- b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date;
- c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these financial statements.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, are of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon.

Based on our audit of Financial Statements of the Company for the period under review, we did not come across any material Key Audit Matters to be communicated in our report.

## **Emphasis of Matter**

We draw attention to **Clause ii(b)** of Annexure B to this report on material differences in amounts reported in quarterly statements filed by the company as compared to books of accounts. In the opinion of the management of the company, the said quarterly statements needs to be submitted on respective due dates, pending the finalization of books of accounts. However, the books of accounts are to be considered as final, hence our opinion is not modified in this regard.

We also draw attention on **Note No. 49(a)** forming part of the audited financial statements on consistent long outstanding trade receivables for a period exceeding 3 Years. Trade receivables comprises once of the most significant portion of the liquid assets of the company. In the opinion of the management of the company, they do not expect any credit loss on the entire trade receivables, hence our opinion is not modified in this regard.

## **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect, to the preparation of these audited financial statements that give a true and fair view of the financial position, financial

performance of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, read with the Rule 7 Companies (Accounts) Rules 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters, If any identified. We describe these matters, If any in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on Other Legal and Regulatory Requirements**

1. As required by section 143(3) of the Act, We report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid financial statements;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account, as submitted to us;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule, to the extend applicable.
- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. There were no pending litigations which would impact the financial position of the Company;
  - ii. The Company has made all material provisions, except as mentioned in the notes to accounts, if any, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv.
    - a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (intermediaries), with the understanding that the intermediary shall; directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
    - b) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall; directly or indirectly lend or invest in other persons or entities identified in any

manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

- c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of rule 11(e), as provided under (a) and (b) above, contain any material misstatement; and
- d) Since the Company has not declared or paid any dividend during the year, the requirement of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 is not applicable.

- 2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For, SVK & Associates**

Chartered Accountants

FRN: 118564W

**Sameer S. Chandarana**

Partner

M. No. 609340

UDIN: 22609340AJIGRX6971

Date: 20<sup>th</sup> May, 2022

Place: Rajkot

**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Captain Pipes Limited** of even date)

**Report on the Internal Financial Controls Over Financial Reporting under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **CAPTAIN PIPES LIMITED** (“the Company”) as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



## **CAPTAIN PIPES LIMITED**

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of change in conditions, or that the degree of compliance with the policies or procedures may deteriorate

## **CAPTAIN PIPES LIMITED**

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, SVK & Associates**

Chartered Accountants

FRN: 118564W

**Sameer S. Chandarana**

Partner

M. No. 609340

UDIN: 22609340AJIHVN3649

Date: 20<sup>th</sup> May, 2022

Place: Rajkot.

## **CAPTAIN PIPES LIMITED**

### **ANNEXURE –“B” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our Report to the Members of **CAPTAIN PIPES LIMITED** of even date)

#### **i. FIXED ASSETS:**

- a. (A) In our opinion, the company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.  
(B) Since the company does not have any intangible assets during or as at end of the year, the provisions of this sub-clause are not applicable to the company.
- b. As explained to us, the Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As further explained to us, pursuant to the said program, certain fixed assets were physically verified by the management during the year. According to the said information and explanations given to us, no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- d. According to the information and explanations given to us, the records examined by us and also based on the examination of the books of accounts of the company, we report that, during the year ended 31<sup>st</sup> March, 2022, the company has not revalued its Property, Plant & Equipment (Incl. Right of Use Assets) or Intangible Assets or both during the year ended;
- e. According to the information and explanations given to us by the management of the company, there are no any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause (i)(e) of the Order is not applicable.

#### **ii. INVENTORIES:**

- a. According to the information and explanation given to us, the inventories have been physically verified during the year by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. Further, according to the information and explanation given to us as explained to us, no material discrepancies were noticed on physical verification of inventories as compared to the book records, except as we noticed following variation as compared along with bank stock statements.

## CAPTAIN PIPES LIMITED

- b. The Company has been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, from banks on the basis of security of current assets; according to the information and explanations given to us and on the basis of records examined by us, the quarterly returns and statements comprising stock and creditors statements, book debt statements and other stipulated financial information filed by the Company with such bank are not tallying with the unaudited books of account of the Company, of the respective quarters as mentioned below:

(Rs. in Lacs)

Quarter	Particulars	Amt. as per books of accounts	Amt. as per Stock Statement	Difference
		(a)	(b)	(a-b)
1	Inventory	820.55	600.29	220.25
	Book Debts	779.73	840.18	- 60.45
	Trade Payables (Other than trade payables backed by LC)	329.72	273.22	56.50
2	Inventory	917.86	816.79	101.07
	Book Debts	580.67	516.94	63.73
	Trade Payables (Other than trade payables backed by LC)	399.19	352.45	46.74
3	Inventory	954.79	919.81	34.98
	Book Debts	1,173.33	1,091.38	81.95
	Trade Payables (Other than trade payables backed by LC)	467.90	628.45	- 160.54
4	Inventory	1,093.87	1,094.84	-0.97
	Book Debts	1,148.70	1,004.38	144.32
	Trade Payables (Other than trade payables backed by LC)	389.56	408.20	- 18.64

- iii. INVESTMENTS, LOANS, ADVANCES IN THE NATURE OF LOAN, GUARANTEE OR SECURITY:

According to the information and explanations given to us and on the basis of our examination of the books of account, during the year under review, the company has not made any investments in, or provided any guarantee or security or granted any loans or advances in the nature of loans, secured

## **CAPTAIN PIPES LIMITED**

or unsecured, to any companies, firms, Limited Liability Partnerships or other parties. Consequently, the provisions of clause (iii) of the order are not applicable to the company.

iv. **LOANS, INVESTMENTS & GUARANTEES:**

According to the information and explanations given to us and on the basis of our examination of the books of account, the company has not granted any loans directly or indirectly to any directors or person or entities in which directors are interested and/or has not given any guarantee or provided any security in connection with loans taken by them.

Further, according to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has complied with the provisions of section 186 in respect of existing investments made in securities of other body corporate.

v. **DEPOSITS:**

As explained to us, the company has not accepted any loans or deposits within meaning of Section 73 to 76 of the Companies Act, 2013 read with Rule 2(b) of the Companies (Acceptance of Deposit's) Rules 2014, during the year under review. Consequently, the provisions of clause (v) of the order are not applicable to the company.

vi. **COST RECORDS:**

According to the information and explanations provided by the management to us and to the best of our knowledge, the Company is not engaged in production of any such goods or production of any such services for which the Central Government has prescribed particulars relating to utilization of material or labour or other items of cost. Hence the provisions of section 148(1) of the Act do not apply to the Company.

vii. **STATUTORY DUES:**

a. As per information and explanation available to us, undisputed statutory dues including provident fund, income-tax, goods and service tax, custom duty, cess and other material statutory dues have been generally regularly deposited with the appropriate authorities, applicable to it, though there had been some delays in certain cases. Further according to information explanation given to us, No undisputed statutory dues applicable to the company were outstanding as at 31<sup>st</sup> March, 2022 for a period of more than 6 months from the date they become payable except Professional tax of 8.51 Lacs.

b. According to the information and explanation available to us, there are no dues outstanding on account provident fund, income-tax, goods and service tax, custom duty, cess and other material statutory dues on account of dispute.

## **CAPTAIN PIPES LIMITED**

**viii. UNRECORDED INCOME:**

According to the information and explanations given to us, the Company did not have any transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

**ix. DUES TO LENDER OF FINANCE:**

- a. Based on our audit procedures and as per information and explanation given to us by the management of the company, we are of the opinion that company has not defaulted in repayment of dues to financial institutions or banks or any other lenders during the year under review. The Company has not taken any loan or borrowing from Government and has not issued any debenture during the year.
- b. According to the information and explanations given to us and on the basis of our audit procedures, the Company is not declared willful defaulter by any bank or financial institution or other lender.
- c. According to the information and explanations given to us and on the basis of the books and records examined by us, the term loans taken during the year have been applied for the purposes for which those were obtained.
- d. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds raised on short-term basis have not been utilised for long-term purposes
- e. According to the information and explanations given to us and on the overall examination of the balance sheet of the company, the company has not taken funds borrowed from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, as per sub-clause (e) are not applicable.
- f. According to the information and explanations given to us and on the overall examination of the balance sheet of the company, the company has not been raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, as per sub-clause (f) are not applicable.

**x. PUBLIC ISSUE, PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT**

- a. In our opinion and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer during the year. Consequently, the provisions of sub-clause (a) of clause (x) of the order are not applicable to the company
- b. Based on the audit procedures performed and according to the information and explanations given to us, the company has made any preferential allotment of convertible warrants to five parties during the year under review, in compliance with requirements of section 42 and section 62 of the Companies Act, 2013. Further, the funds raised have been utilized for the purposes for which the same have been raised.

## **CAPTAIN PIPES LIMITED**

**xi. FRAUD:**

- a. Based upon the audit procedures performed and as per the information and explanation given by the management, we report that no fraud by the company or any fraud on the company by its officers / employees has been noticed or reported during the course of our audit.
- b. According to the information and explanations given to us, no report under section 143(12) of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. As represented to us by the management, the Company has not received any whistle-blower complaint during the year and upto the date of this report.

**xii. NIDHI COMPANY:**

In our opinion, the company is not a Nidhi Company. Consequently, the provisions of clause (xii) of the order are not applicable to the company.

**xiii. RELATED PARTY TRANSACTIONS:**

Based upon the audit procedures performed and as per the information and explanation given by the management, all the transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and have been duly disclosed in the financial statements, as required by the applicable accounting standards.

**xiv. INTERNAL AUDIT**

- a. According to the information and explanations given to us, in our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.
- b. We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

**xv. NON-CASH TRANSACTIONS:**

Based on the audit procedures performed and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected to its directors. Consequently, the provisions of clause (xv) of the order are not applicable to the company.

**xvi. REGISTRATION UNDER SECTION 45-IA OF RBI ACT, 1934:**

- a. According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- b. According to the information and explanations given to us and based on our examination of the records of the company, the company has not conducted any Non-Banking Financial or Housing Finance



## **CAPTAIN PIPES LIMITED**

activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

- c. According to the information and explanations given to us and based on our examination of the records of the company, the company is not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- d. According to the information and explanations given to us, the company does not have any Core Investment Company (CIC). Consequently, the provisions of sub-clause (d) of clause (xvi) of the order are not applicable to the company.

### **xvii. CASH LOSSES:**

Based on the audit procedures performed, we report that the company has not incurred any cash losses during the financial year under review and also in the immediately preceding financial year.

### **xviii. RESIGNATION BY STATUTORY AUDITORS:**

There has been no resignation by the statutory auditors of the Company during the year. Consequently, the provisions of clause (xviii) of the order are not applicable to the company.

### **xix. MATERIAL UNCERTAINTY OF MEETING LIABILITIES FALLING DUE IN ONE YEAR:**

On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

### **xx. TRANSFER OF UNSPENT AMOUNT TO SPECIFIED FUND:**

According to the information and explanations given to us and based on the audit procedures performed, the company is not required to transfer any unspent amount with regards to on-going projects to a Fund specified Schedule VII of the companies act, 2013.

## **CAPTAIN PIPES LIMITED**

xxi. QUALIFICATIONS OR ADVERSE REMARKS IN AUDIT REPORTS OF COMPANIES INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS:

Since the consolidated financial statements are not applicable to the company, reporting requirements clause (xxi) are not applicable.

**For, SVK & Associates**

Chartered Accountants

FRN: 118564W

**Sameer S. Chandarana**

Partner

M. No. 609340

UDIN: 22609340AJIGRX6971

Place: Rajkot

Date: 20<sup>th</sup> May, 2022

# CAPTAIN PIPES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2022			
(Rs. in Lacs)			
PARTICULARS	Note No.	As At 31-03-2022 Rupees	As At 31-03-2021 Rupees
<b>I. EQUITY AND LIABILITIES :</b>			
<b>1. SHAREHOLDERS' FUNDS :</b>			
(a) Share capital	3	415.86	415.86
(b) Reserves and surplus	4	1,006.53	493.36
(c) Money received against share warrants (Refer Note 38)		167.50	-
		<b>1,589.88</b>	<b>909.22</b>
<b>2. NON-CURRENT LIABILITIES :</b>			
(a) Long-term borrowings	5	287.08	283.30
(b) Deferred tax liabilities (Net)	6	52.50	27.43
(c) Long term provisions	7	16.75	16.39
		<b>356.34</b>	<b>327.12</b>
<b>3. CURRENT LIABILITIES :</b>			
(a) Short-Term Borrowings	8	88.76	127.49
(b) Trade Payables	9		
(i) Total Outstanding Dues of Micro Enterprises & Small Enterprises		118.66	293.83
(ii) Total Outstanding Dues of Trade Payables other than Micro Enterprises & Small Enterprises		1,184.67	821.63
(c) Other Current Liabilities	10	130.13	133.73
(d) Short-Term Provisions	11	27.19	23.69
		<b>1,549.41</b>	<b>1,400.36</b>
<b>TOTAL</b>		<b>3,495.63</b>	<b>2,636.71</b>
<b>II. ASSETS :</b>			
<b>1. NON-CURRENT ASSETS :</b>			
(a) Property, Plant & Equipments and Intangible Assets	12		
Tangible assets		850.45	797.59
(b) Non-current investments	13	43.05	80.60
(c) Long term loans and advances	14	20.55	28.31
(d) Other non-current assets	15	133.31	124.84
		<b>1,047.37</b>	<b>1,031.33</b>
<b>2. CURRENT ASSETS</b>			
(a) Inventories	16	1,093.87	875.75
(b) Trade Receivables	17	1,148.77	578.75
(c) Cash and Cash Equivalents	18	1.85	2.97
(d) Short-term Loans and Advances	19	184.07	142.82
(e) Other Current Assets	20	19.70	5.07
		<b>2,448.26</b>	<b>1,605.37</b>
<b>TOTAL</b>		<b>3,495.63</b>	<b>2,636.71</b>
<i>Accompanying Notes forming part of the Financial Statements</i>	1 TO 51		
As per our report of even date attached		On behalf of the Board of Directors	
<b>For, SVK &amp; ASSOCIATES</b>		<b>For, CAPTAIN PIPES LTD.</b>	
Chartered Accountants			
Firm Reg. No. 118564W			
<b>Sameer S. Chandarana</b>		<b>Gopal D. Khichadia</b>	<b>Ramesh D. Khichadia</b>
Partner		Managing Director	Director
M. No. 609340		DIN : 00127947	DIN : 00087859
UDIN: 22609340AJIGRX6971			
		<b>Chandrakant Gadhiya</b>	<b>Khushbu K Shah</b>
		Chief Financial Officer	Company Secretary
Place: Rajkot		Place: Rajkot	
Date: 20th May, 2022		Date: 20th May, 2022	

# CAPTAIN PIPES LIMITED

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lacs)

PARTICULARS	Note No.	For The Year 31-03-2022 Rupees	For The Year 31-03-2021 Rupees
<b>I. Revenue from Operation</b>	21	8,272.41	4,046.03
<b>II. Other Income</b>	22	25.43	28.66
<b>III. Total Income ( I + II )</b>		<b>8,297.84</b>	<b>4,074.69</b>
<b>IV. Expenses:</b>			
1. Cost of Materials and Stores Consumed	23	4,667.34	2,839.84
2. Purchases of Stock-in-Trade	24	2,944.86	517.75
3. Changes in Inventories of Finished Goods, Work-in-process and Stock-in-trade	25	(158.62)	2.69
4. Employee Benefits Expenses	26	114.80	119.95
5. Financial Costs	27	113.63	139.05
6. Depreciation and Amortization Expenses	12	91.21	87.95
7. Other Expenses	28	428.64	322.97
<b>Total Expenses</b>		<b>8,201.86</b>	<b>4,030.21</b>
<b>V Profit Before Extra Ordinary Items &amp; Taxes</b>		<b>95.98</b>	<b>44.48</b>
<b>VI Add: Extra Ordinary Items (See Note 37)</b>		505.32	-
<b>VII. Profit Before Tax ( V + VI )</b>		<b>601.30</b>	<b>44.48</b>
<b>VIII. Tax Expenses:</b>			
(1) Current tax -Pertaining to Current Year		6.75	7.21
(2) Less : MAT Credit Entitlement		-	(7.21)
(3) Prior Period Taxes (Refer Note 51)		56.31	-
(4) Deferred tax debit/credit		25.07	16.76
<b>Total Tax Expenses:</b>		<b>88.13</b>	<b>16.76</b>
<b>IX. Profit/(Loss) for the Year (VII - VIII)</b>		<b>513.16</b>	<b>27.72</b>
<b>X. Earning per equity share: (Amt. in Rs.)</b>	29		
Basic		12.34	0.67
Diluted		12.31	0.67
<b>Accompanying Notes forming part of the Financial Statements</b>	1 TO 51		

As per our report of even date attached

On behalf of the Board of Directors

**For, SVK & ASSOCIATES**

**For, CAPTAIN PIPES LTD.**

Chartered Accountants  
Firm Reg. No. 118564W

**Sameer S. Chandarana**  
Partner  
M. No. 609340  
UDIN: 22609340AJIGRX6971

**Gopal D. Khichadia**  
Managing Director  
DIN : 00127947

**Ramesh D. Khichadia**  
Director  
DIN : 00087859

**Chandrakant Gadhiya**  
Chief Financial Officer

**Khushbu K Shah**  
Company Secretary

Place: Rajkot  
Date: 20th May, 2022

Place: Rajkot  
Date: 20th May, 2022

# CAPTAIN PIPES LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lacs)

	PARTICULARS	For the Year 31-03-2022 Rs.	For the Year 31-03-2021 Rs.
<b>A</b>	<b>Cash Flow from Operating Activity</b>		
	<i>Profit before tax</i>	<b>601.30</b>	<b>44.48</b>
	<u>Add / (Less): Non Cash and Non-Operating Expenses / (Incomes)</u>		
	Depreciation	91.21	87.95
	Interest Received	(9.98)	(6.78)
	Extra Ordinary Items	(505.32)	-
	Finance Cost	113.63	139.05
	<b>Operating profit before working capital changes</b>	<b>290.84</b>	<b>264.71</b>
	Adjustment for:		
	(Increase) / Decrease in Inventory	(218.12)	178.41
	(Increase) / Decrease in Trade Receivables	(570.02)	(52.97)
	(Increase) / Decrease in Loans and Advances	(84.47)	(14.63)
	Increase / (Decrease) in Liabilities and Provisions	144.60	(226.29)
	(Increase) / Decrease in Other Current Assets (to the extent not written off)	(14.63)	3.24
	<b>Cash Generated from Operation</b>	<b>(451.80)</b>	<b>152.47</b>
	Taxes paid	(12.54)	(9.03)
	<b>Net Cash Flow from Operating Activity</b>	<b>(464.34)</b>	<b>143.44</b>
<b>B</b>	<b>Cash Flow from Investing Activity</b>		
	(Increase) / Decrease in Property, Plant & Equipments (net)	(144.07)	(23.55)
	(Increase) / Decrease in Other Non Current Assets	(8.48)	(98.20)
	(Increase) / Decrease in Non Current Investments	542.87	-
	Interest Received	9.98	6.78
	<b>Net Cash Flow from Investing Activities</b>	<b>400.29</b>	<b>(114.97)</b>
<b>C</b>	<b>Cash Flow from Financing Activity</b>		
	Increase / (Decrease) in Long Term Borrowings	47.84	82.32
	Increase / (Decrease) in Short Term Borrowings	(38.79)	21.76
	Money received against share warrants	167.50	-
	Finance Cost	(113.63)	(139.05)
	<b>Net Cash Flow from Financing Activities</b>	<b>62.92</b>	<b>(34.97)</b>
	<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>(1.13)</b>	<b>(6.50)</b>
	<b>Opening Balance of Cash and Cash Equivalents</b>	<b>2.97</b>	<b>9.47</b>
	<b>Closing Balance of Cash and Cash Equivalents</b>	<b>1.85</b>	<b>2.97</b>
	<b>Components of Cash and Cash Equivalents</b>	<b>For the Year 31-03-2022 Rs.</b>	<b>For the Year 31-03-2021 Rs.</b>
	<b>Cash on hand &amp; Equivalents</b>		
	- Cash on hand	1.21	1.16
	<b>Balances with Scheduled Banks</b>		
	- In Current Accounts	0.64	1.81
		<b>1.85</b>	<b>2.97</b>

**Notes :**

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on "Cash Flow Statement" issued by ICAI.
- Figures of Cash & Cash Equivalents have been taken from Note 18

As per our attached report of even date

**For, SVK & ASSOCIATES**

On behalf of the Board of Directors

**For, CAPTAIN PIPES LTD.**

**Sameer S. Chandarana**  
Partner  
M. No. 609340  
Firm No. - 118564W  
UDIN: 22609340AJGRX6971

**Gopal D. Khichadia**  
Managing Director  
DIN : 00127947

**Ramesh D. Khichadia**  
Director  
DIN : 00087859

**Chandrakant Gadhiya**  
Chief Financial Officer

**Khushbu K Shah**  
Company Secretary

Place: Rajkot  
Date: 20th May, 2022

Place: Rajkot  
Date: 20th May, 2022

# CAPTAIN PIPES LTD.

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2021-22

### 1. Corporate Information

Captain Pipes Ltd. ('the company') having its manufacturing facilities at Shapar (Veraval), Rajkot, is engaged in the business of manufacturing and selling of UPVC pipes and fittings.

### 2. Significant accounting policies :

#### (i) Basis of preparation

These financial statements are prepared in accordance with Schedule III of the Companies Act, 2013 and under the historical cost basis of accounting and evaluated on a going concern basis, with revenues and expenses accounted for on their accrual to comply in all material aspects with the applicable accounting principles and applicable Accounting Standards notified under section 133 of the Companies Act, 2013 (The Act) read with rule 7 of Companies (Accounts) Rules, 2014. The accounting policies have been consistently applied by the Company; and the accounting policies not referred to otherwise, are in conformity with Indian Generally Accepted Accounting Principles ('Indian GAAP').

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year unless otherwise stated.

#### (ii) Use of Estimates:

The preparation of financial statements require estimates and assumptions to be made that affect the reported balances of assets as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as and when the Management becomes aware of the changes in the circumstances surrounding the estimates. Changes, if any, in estimates are reflected in the financial statements in the period in which the changes are made and if material, their effects are disclosed in the notes to the financial statements.

#### (iii) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

## CAPTAIN PIPES LTD.

### Sales of Goods:

Sales are recognised when significant risks and rewards of ownership of goods have been passed to the buyer.

### Interest:

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

### Dividend:

Revenue is recognised on a time proportion basis when right to receive the same gets established.

### Other Misc. Income:

Other misc. income being duty drawback income and discount are being recognized on accrual basis in the year in which right to receive the same gets established.

(iv) Property, Plant & Equipments :

Property, Plant & Equipments are stated at their cost of acquisition plus all expenditure incurred for bringing the assets to their present location and condition including the installation cost. All costs, including specific financing cost till assets put to use, net charges on foreign exchange contracts and adjustment arising from foreign exchange rate variations attributable to the Property, Plant & Equipments are capitalised.

(v) Depreciation / Amortization :

The company has charged depreciation on Property, Plant & Equipments on Straight Line Method (SLM) method on the basis of useful life / remaining useful life and in the manner as prescribed in, Part C, Schedule II of the Companies Act, 2013. Depreciation on additions/ disposals during the year has been provided on pro-rata basis with reference to the nos. of days utilized.

Depreciation on additions/ disposals during the year has been provided on pro-rata basis.

Details of useful life of an asset and its residual value estimated by the management:-

Type of Asset	Useful Life as per management's estimate
Factory Building	30 Years
Plant & Machineries / Equipments	15 Years
Furniture & Fixtures	10 Years
Computers	3 Years
Vehicles	8 Years
Laboratory Equipments	10 Years
Electric Fittings	10 Years



## **CAPTAIN PIPES LTD.**

(vi) Inventories:

Inventories of Raw Materials and Finished Goods are stated at cost or net realisable value, whichever is lower. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formula used is 'First in first Out Method'. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company.

(vii) Retirement Benefits and other employee benefits :

Defined Contribution Plans :

Defined contribution to provident fund is charged to the profit and loss account on accrual basis.

Gratuity:

Provision for gratuity liability is provided based on actuarial valuation made.

Leave encashment expenditure is charged to profit and loss account at the time of leave encashed and paid, if any. Bonus expenditure is charged to profit and loss account on accrual basis.

(viii) Foreign Currency Transactions:

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of transaction.

Foreign currency current assets and current liabilities outstanding at the balance sheet date are translated at the exchange rate prevailing on that date and the net gain or loss is recognized in the profit and loss account.

Foreign currency translation differences relating to liabilities incurred for purchasing of fixed assets from foreign countries are adjusted in the carrying cost of fixed asset for differences up to the year-end in the year of acquisition, whereas differences arising thereafter to be recognized in the profit and loss account. All other foreign currency gain or losses are recognized in the profit and loss account.

(ix) Operating Lease :

Operating leases: Assets acquired as leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating lease. Lease rentals being income or expense are booked to the profit and loss account as incurred.

## **CAPTAIN PIPES LTD.**

Initial direct costs in respect of the lease acquired are expenses off in the year in which such costs are incurred.

(x) **Borrowing Cost :**

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Costs incurred in raising funds are amortised equally over the period for which the funds are acquired. All other borrowing costs are charged to profit and loss account.

(xi) **Taxes on Income**

Tax expenses comprise Current Tax / Minimum Alternate Tax (MAT) and deferred tax charge or credit.

**Current Tax:** Provision for current tax / Minimum Alternate Tax (MAT) is made based on tax liability computed after considering tax allowances and exemptions, in accordance with the provisions of The Income Tax Act, 1961.

**Deferred Tax:** Deferred tax assets and liability is recognized, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognised, only if there is a virtual certainty of its realisation, supported by convincing evidence. At each Balance Sheet date, the carrying amount of deferred tax assets is reviewed to reassure realisation. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

(xii) **Earnings/(Loss) per Share :**

Basic earnings/(loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year and also after the balance sheet date but before the date the financial statements are approved by the board of directors.

## **CAPTAIN PIPES LTD.**

(xiii) Provisions, contingent liabilities and contingent assets :

A provision is recognised when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent liabilities are disclosed by way of notes to the accounts.

Contingent assets are not recognized.

(xiv) Investments :

Investments being Non-Current Investments consist of investments made in equity shares of associate. Investments are stated at cost of acquisition.

Disposal of Investments:

On disposal of the Non Current Investment, the difference between the carrying amount and net disposal proceeds are be charged to the profit & loss statements.

(xv) Cash and Cash Equivalents:

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand, cheques on hand and short-term investments with an original maturity of three months or less.

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

(xvi) Government Grants & Assistance:

This includes cash subsidy being received for fixed assets being non-repayable is grouped under Capital Reserve.

## CAPTAIN PIPES LTD.

(xvii) Segment Reporting:

In accordance with Accounting Standard-17 – “Segment Reporting” issued by the Institute of Chartered Accountants of India, the Company has identified its business segment as "**Manufacturing of UPVC pipes and fittings**". There are no other primary reportable segments. The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable.

As per our attached Report of even date

For and on behalf of Board

**For, SVK & ASSOCIATES**

**For, CAPTAIN PIPES LTD.**

Chartered Accountants  
F. No. – 118564W

**Sameer S. Chandarana**  
Partner  
M. No. – 609340

**Gopal D. Khichadia**  
Managing Director  
DIN : 00127947

Place: Rajkot  
Date: 20<sup>th</sup> May, 2022  
UDIN: 22609340AJIGRX6971

**Ramesh D. Khichadia**  
Director  
DIN : 00087859

**Chandrakant Gadhiya**  
Chief Financial Officer

**Khusbu K Shah**  
Company Secretary

# CAPTAIN PIPES LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lacs)

Particulars	As At		As At	
	31-March-22. Number	31-March-22. Amt. (Rs.)	31-March-21. Number	31-March-21. Amt. (Rs.)
<b>03 SHARE CAPITAL :</b>				
<b>a. Authorized :</b>				
Equity Shares of Rs. 10/- Each	6,000,000	600.00	5,000,000	500.00
<b>Total</b>	<b>6,000,000</b>	<b>600.00</b>	<b>5,000,000</b>	<b>500.00</b>
<b>b. Issued, Subscribed &amp; Paid Up :</b>				
Equity Shares of Rs. 10/- Each	4,158,560	415.86	4,158,560	415.86
<b>Total</b>	<b>4,158,560</b>	<b>415.86</b>	<b>4,158,560</b>	<b>415.86</b>

### Reconciliation of Number Of Shares outstanding at the beginning and at the end of the reporting period

Particulars	2021-2022		2020-2021	
	Number	Amount	Number	Amount
<b>Equity Shares :</b>				
Shares outstanding at the beginning of the year	4,158,560	416	4,158,560	416
Shares issued during the period			-	-
Shares bought back during the year			-	-
Shares outstanding at the end of the year	4,158,560	416	4,158,560	416

### Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### Disclosure of Shareholding of Promoters in Equity Shares:

Sr. No.	Name of the Promoter	No. of shares held at the beginning	% of shares held at the beginning	No. of shares held at the end	% of shares held at the end	No. of shares transferred/gifted/ Issued, if any	% of change in the shareholding if any
1	Gopalbhai Devrajbhai Khichadia Huf	84,000	2.02%	84,000	2.02%	-	-
2	Khichadia Rameshbhai Devrajbhai Huf	235,000	5.65%	235,000	5.65%	-	-
3	Kantilal Manilal Gediya	99,600	2.40%	99,600	2.40%	-	-
4	Gopal Devrajbhai Khichadia	348,000	8.37%	348,000	8.37%	-	-
5	Sangeetaben Rameshbhai Khichadia	131,000	3.15%	131,000	3.15%	-	-
6	Rameshbhai Devrajbhai Khichadia	323,000	7.77%	323,000	7.77%	-	-
7	Rashmitaben Gopalbhai Khichadia	76,360	1.84%	76,360	1.84%	-	-
8	Pansuriya Dharmesh	166,000	3.99%	166,000	3.99%	-	-
9	Pansuriya Rakesh J	126,000	3.03%	126,000	3.03%	-	-
10	Ritesh R. Khichadia	158,000	3.80%	158,000	3.80%	-	-
11	Pansuria Kanji Mohanbhai	140,000	3.37%	140,000	3.37%	-	-
12	Captain Polyplast Limited	1,230,600	29.59%	1,230,600	29.59%	-	-

### Shares in the company held by each shareholder holding more than 5 percent shares.

Sr. No.	Name of Shareholder	31-March-22.		31-March-21.	
		No. Of Shares held	% of Holding	No. Of Shares held	% of Holding
1	Ramesh D. Khichadia	323,000	7.77%	323,000	7.77%
2	Gopal D. Khichadia	348,000	8.37%	348,000	8.37%
3	Ramesh D. Khichadia HUF	235,000	5.65%	235,000	5.65%
4	Captain Polyplast Ltd.	1,230,600	29.59%	1,230,600	29.59%

### Shares issued other than cash, bonus issue and shares bought back

Particulars	Year (Aggregate No. of Shares)				
	2021-22	2020-21	2019-20	2018-19	2017-18
<b>Equity Shares :</b>					
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil	Nil	Nil
Fully paid up by way of bonus shares	Nil	Nil	Nil	Nil	Nil
Shares bought back	Nil	Nil	Nil	Nil	Nil
<b>Preference Shares :</b>					
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil	Nil	Nil
Fully paid up by way of bonus shares	Nil	Nil	Nil	Nil	Nil
Shares bought back	Nil	Nil	Nil	Nil	Nil
<b>Unpaid Calls</b>	<b>2021-22</b>	<b>2020-21</b>			
By Directors	Nil	Nil			
By Officers	Nil	Nil			

# CAPTAIN PIPES LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lacs)

PARTICULARS	As at 31-03-2022 Rupees	As at 31-03-2021 Rupees
<b>04 RESERVE AND SURPLUS :</b>		
<b>(a) Security Premium Reserve</b>	501.40	501.40
<b>Total (a)</b>	<b>501.40</b>	<b>501.40</b>
<b>(b) Other Reserves :</b>		
- Other- Laboratory Equipment Subsidy	3.56	3.56
<b>Total (b)</b>	<b>3.56</b>	<b>3.56</b>
<b>(c) Balance in Statement of Profit and Loss Account :</b>		
- Opening Balance	(11.60)	(39.33)
- Add : Profit for the year	513.16	27.72
<b>Total (c)</b>	<b>501.56</b>	<b>(11.60)</b>
<b>TOTAL (a+b+c)</b>	<b>1,006.53</b>	<b>493.36</b>
<b>05 LONG TERM BORROWINGS :</b>		
<b>(a) Term Loans from Banks</b>		
<b>Secured Loans</b>		
Secured Loans From Banks	23.30	42.57
Vehicle Loans From Banks	6.18	13.01
<b>Total (a)</b>	<b>29.48</b>	<b>55.57</b>
<b>(b) Unsecured Loans</b>		
Unsecured Loans From Banks	147.30	121.83
<b>Total (b)</b>	<b>147.30</b>	<b>121.83</b>
<b>(c) Loans and Advances from Related Parties</b>		
- <b>Unsecured</b>		
- From Directors	110.30	105.90
<b>Total (c)</b>	<b>110.30</b>	<b>105.90</b>
<b>TOTAL (a+b+c)</b>	<b>287.08</b>	<b>283.30</b>

**Notes :**

**Secured Loans From Banks:**

Amt. O/s. 42,56,529/- Secured against first charge on industrial property of the company; secured by way of first & exclusive charge by hypothecation of all stocks, book debts and fixed deposits of the company and also covered by personal guarantee of directors. Rate of Interest being 8.25% p.a. to 9.30% p.a. and repayable within 3 Years from the balance sheet date.

**Vehicle Loans From Banks:**

Amt. O/s. Rs. 13,00,793/- Secured against hypothecation of vehicles financed. Rate of Interest 9.00% p.a. and repayable within 2 Years from the Balance Sheet Date.

**Unsecured Loans From Banks:**

Amt. O/s. Rs. 1,65,26,817/- comprising of Business Loan (O/s. Rs. 1,21,82,829) from Kotak Mahindra Bank Ltd. & Equipment Loan (O/s. Rs. 43,43,988) from Yes Bank Ltd, Rate of Interest being 7.38% p.a. & 8.25% p.a. respectively and repayable within 9 Years & 5 Years respectively from the Balance Sheet Date

**Unsecured Loans From Directors:**

Amt. O/s. Rs. 1,10,30,000/- are long term in nature and as per management explanation, generally not repayable within one year from the balance sheet date.

# CAPTAIN PIPES LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

		(Rs. in Lacs)	
PARTICULARS		As at 31-03-2022 Rupees	As at 31-03-2021 Rupees
<b>06 DEFERRED TAX LIABILITY/(ASSET) (NET)</b>			
<b>Deferred Tax Liabilities :</b>			
Related to Property, Plant & Equipments	Total (a)	58.94	65.51
<b>Deferred Tax Assets :</b>			
Related to carried forward losses		-	31.70
Related to statutory dues		6.44	6.38
	Total (b)	6.44	38.08
	TOTAL (a-b)	52.50	27.43
<b>07 LONG TERM PROVISIONS :</b>			
<b>Provision For Employees Benefit</b>			
Gratuity		16.75	16.39
	TOTAL	16.75	16.39
<b>08 SHORT TERM BORROWINGS</b>			
<b>Secured/Unsecured :</b>			
(a) Cash Credit facilities from Bank		44.70	42.60
(b) Current Maturities of Long Term Debts		44.06	84.89
	TOTAL	88.76	127.49
<b>Note :</b>			
<b>Working Capital Facilities from Banks:</b>			
Amt. o/s. Rs. 44,95,541/- Cash Credit from HDFC Bank Ltd. Secured against first charge on industrial property of the company; by way of first & exclusive charge by hypothecation of all stocks, book debts and fixed deposits of the company and also covered by personal guarantee of directors.			
<b>09 TRADE PAYABLES :</b>			
<b>Micro, Small &amp; Medium Enterprises</b>			
Trade payable for goods and expenses		118.66	293.83
<b>Other than Micro, Small &amp; Medium Enterprises</b>			
Trade payable for goods and expenses		1,184.67	821.63
[For Ageing of Trade Payables, Refer note 49(b)]			
	TOTAL	1,303.33	1,115.46
<b>10 OTHER CURRENT LIABILITIES :</b>			
(a) Interest Accrued but not Due on Borrowings		0.26	0.32
(b) Advances from Customers		75.22	50.50
(c) Security Deposits		2.75	1.75
(d) Statutory Liabilities		28.49	44.99
(e) Other Payables		23.42	36.17
	TOTAL	130.13	133.73
<b>11 SHORT TERM PROVISIONS :</b>			
(a) Provision For Employees Benefit		0.69	0.75
(b) Provision for current income-tax		6.75	7.21
(c) Provision for unpaid expenses		19.76	15.72
	TOTAL	27.19	23.69

# CAPTAIN PIPES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

## 12 PROPERTY, PLANT & EQUIPMENTS :

(Rs. in Lacs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Balance as at 01-04-2021	Addi- tions	Dispo- sals	Balance as at 31-03-2022	Upto 01-04-2021	For the Year	Disposals	Upto 31-03-2022	Balance as at 31-03-2022	Balance as at 31-03-2021
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>Tangible Assets:</b>										
Land	143.64	-	-	143.64	-	-	-	-	143.64	143.64
Factory Building	33.33	1.24	-	34.57	10.17	1.16	-	11.33	23.24	23.16
Plant & Machinery	1,187.13	132.47	-	1,319.60	596.82	82.46	-	679.28	640.33	590.31
Furniture & Fixtures	32.20	0.22	-	32.42	25.68	0.77	-	26.45	5.97	6.52
Computer Equipments	6.36	1.27	-	7.63	5.54	0.47	-	6.01	1.62	0.82
Vehicles	39.56	7.75	-	47.30	11.87	5.36	-	17.23	30.07	27.69
Laboratory Equipments	10.12	-	-	10.12	7.05	0.83	-	7.89	2.23	3.06
Electric Fittings	18.95	-	-	18.95	18.00	0.00	-	18.00	0.95	0.95
Office Equipments	2.86	1.12	-	3.98	1.42	0.16	-	1.57	2.41	1.44
<b>Total</b>	<b>1,474.14</b>	<b>144.07</b>	<b>-</b>	<b>1,618.21</b>	<b>676.55</b>	<b>91.21</b>	<b>-</b>	<b>767.76</b>	<b>850.45</b>	<b>797.59</b>
<b>Grand Total</b>	<b>1,474.14</b>	<b>144.07</b>	<b>-</b>	<b>1,618.21</b>	<b>676.55</b>	<b>91.21</b>	<b>-</b>	<b>767.76</b>	<b>850.45</b>	<b>797.59</b>
<b>Previous Year Total</b>	<b>1,450.59</b>	<b>23.55</b>	<b>-</b>	<b>1,474.14</b>	<b>588.59</b>	<b>87.95</b>	<b>-</b>	<b>676.55</b>	<b>797.59</b>	<b>862.00</b>



## CAPTAIN PIPES LIMITED

(Rs. in Lacs)

NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31ST MARCH, 2022

		(Rs. in Lacs)	
PARTICULARS	As at 31-03-2022 Rupees	As at 31-03-2021 Rupees	
<b>13 NON-CURRENT INVESTMENT :</b> <i>Quoted :- ( At Cost )</i> (31/03/2022: 29,20,476 Equity Shares of Rs. 2 each fully paid up) (31/03/2021: 54,67,500 Equity Shares of Rs. 2 each fully paid up) Market Value Rs. 5,27,14,592 (Rs. 22,77,21,375)	43.05	80.60	
<b>TOTAL</b>	<b>43.05</b>	<b>80.60</b>	
<b>14 LONG TERM LOAN &amp; ADVANCES</b> <i>(Unsecured and considered good as certified by the management)</i> Security Deposits	20.55	28.31	
<b>TOTAL</b>	<b>20.55</b>	<b>28.31</b>	
<b>15 OTHER NON-CURRENT ASSETS :</b> Bank Deposits (Long Term)	133.31	124.84	
<b>TOTAL</b>	<b>133.31</b>	<b>124.84</b>	
<b>16 INVENTORIES :</b> <i>(As taken, valued &amp; certified by the management)</i> (a) Raw Materials (b) Finished Goods (c) Stock-in-trade (in respect of goods acquired for trading)	258.11 686.37 149.39	198.62 471.21 205.92	
<b>TOTAL</b>	<b>1,093.87</b>	<b>875.75</b>	
<b>17 TRADE RECEIVABLES :</b>  Unsecured, considered good (as certified by the management) [For Ageing of Trade Receivables, Refer Note No 49(a)]	1,148.77	578.75	
<b>TOTAL</b>	<b>1,148.77</b>	<b>578.75</b>	
<b>18 CASH AND CASH EQUIVALENTS AND BANK BALANCES:</b> (i) Cash and Cash Equivalents : Cash on hand (ii) Bank Balances other than Cash and Cash Equivalents : Balance with banks :	1.21 0.64	1.16 1.81	
<b>TOTAL</b>	<b>1.85</b>	<b>2.97</b>	
<b>19 SHORT TERM LOAN &amp; ADVANCES :</b> <i>(Unsecured and considered good as certified by the management)</i> (a) Balances with Revenue Authorities (b) Advance to Suppliers & Other Receivables (c) Prepaid Expenses	131.81 48.14 4.12	105.36 32.85 4.62	
<b>TOTAL</b>	<b>184.07</b>	<b>142.82</b>	
<b>20 OTHER CURRENT ASSETS :</b> - Discount Income Receivable	19.70	5.07	
<b>TOTAL</b>	<b>19.70</b>	<b>5.07</b>	

# CAPTAIN PIPES LIMITED

(Rs. in Lacs)

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

PARTICULARS	For The Period 31-03-2022 Rupees	For The Period 31-03-2021 Rupees
<b>21 REVENUE FROM OPERATIONS :</b>		
Sale of Products	8,272.41	4,046.03
<b>TOTAL</b>	<b>8,272.41</b>	<b>4,046.03</b>
<b>22 OTHER INCOME :</b>		
Interest Income	9.98	6.78
Foreign Exchange Rate Difference	4.56	0.60
Dividend Income	1.97	4.37
Other Misc. Income	8.92	16.91
<b>TOTAL</b>	<b>25.43</b>	<b>28.66</b>
<b>23 COST OF RAW MATERIAL AND STORES CONSUMED :</b>		
Opening Stock :	198.62	374.34
Add : Purchases	4,635.60	2,664.12
Add : Transfer from Merchanting Goods	91.24	-
	4,925.45	3,038.46
Less : Closing Stock	258.11	198.62
<b>TOTAL</b>	<b>4,667.34</b>	<b>2,839.84</b>
<b>24 PURCHASE OF STOCK IN TRADE</b>		
Merchanting Goods	3,036.10	517.75
Less : Transfer to Raw Materials	91.24	-
<b>TOTAL</b>	<b>2,944.86</b>	<b>517.75</b>
<b>25 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROCESS &amp; STOCK-IN-TRADE :</b>		
Opening Stock :		
Finished Goods	471.21	543.47
Stock in Trade	205.92	136.36
<b>(a)</b>	<b>677.14</b>	<b>679.83</b>
Less : Closing stock :		
Finished Goods	686.37	471.21
Stock in Trade	149.39	205.92
<b>(b)</b>	<b>835.76</b>	<b>677.14</b>
<b>TOTAL (a-b)</b>	<b>(158.62)</b>	<b>2.69</b>
<b>26 EMPLOYEE BENEFITS EXPENSES :</b>		
Salary, Wages & Bonus (including directors remuneration)	102.55	115.01
<b>TOTAL</b>	<b>114.80</b>	<b>119.95</b>
<b>27 FINANCIAL COSTS :</b>		
<b>Interest Expenses</b>		
Interest on Cash Credit	2.93	10.05
Interest on Term Loans	16.30	16.17
Interest on Vehicle Loans	1.48	1.91
Interest on Late Payment to Suppliers	25.65	49.72
Interest on LC	43.86	42.52
<b>(a)</b>	<b>90.23</b>	<b>120.36</b>
<b>Other Finance Costs</b>		
Bank Commission & Charges	2.48	1.78
Bank LC Issued Charges	18.23	14.42
Bank Loan Processing / Loan Documentary Charges	2.69	2.49
<b>(b)</b>	<b>23.40</b>	<b>18.69</b>
<b>TOTAL (a+b)</b>	<b>113.63</b>	<b>139.05</b>

# CAPTAIN PIPES LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

		(Rs. in Lacs)	
PARTICULARS		For The Year 31-03-2022 Rupees	For The Year 31-03-2021 Rupees
<b>28 OTHER EXPENSES :</b>			
<b>a. Manufacturing Service Costs Expenses</b>			
Power and Fuel		130.72	117.73
Repairs Maintenance Charges Of Plant and Machinery		11.83	7.50
Freight And Forwarding Charges		24.64	8.22
Other Manufacturing Costs		10.68	6.32
	<b>(a)</b>	<b>177.88</b>	<b>139.76</b>
<b>b. Selling &amp; Distribution Expenses</b>			
Travelling & Conveyance Expenses		5.58	4.85
Advertisement Expenses		9.76	25.93
Sales Promotion Expenses		2.85	14.09
Outward Transportation, Clearing & Forwarding Expenses		152.41	51.03
Discount & Commission Expenses		10.59	21.96
Rent		2.71	4.91
Rates & Taxes		7.73	18.71
	<b>(b)</b>	<b>191.63</b>	<b>141.48</b>
<b>b. Administrative and General Expenses</b>			
Auditors Remuneration		2.00	0.38
Insurance Expenses		4.66	5.14
Legal and Professional Charges		17.75	11.86
Other Administrative & General Expenses		34.73	24.36
	<b>(c)</b>	<b>59.14</b>	<b>41.73</b>
	<b>TOTAL (a+b+c)</b>	<b>428.64</b>	<b>322.97</b>
<b>29 Earning per Share (EPS) :</b>			
Profit after tax for calculation of Basic EPS	a	513.16	27.72
Weighted Avg. No. of Equity Shares outstanding for calculating Basic EPS	b	4,158,560.00	4,158,560.00
Basic EPS (Amt. in Rs.)	c=a/b	<b>12.34</b>	<b>0.67</b>
Profit after tax for calculation of Diluted EPS	a	513.16	27.72
Weighted Avg. No. of Equity Shares outstanding for calculating Diluted EPS	b	4,167,464.11	4,158,560.00
Diluted EPS (Amt. in Rs.)	c=a/b	<b>12.31</b>	<b>0.67</b>

# CAPTAIN PIPES LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lacs)																	
PARTICULARS	As at 31-03-2022 Rupees	As at 31-03-2021 Rupees															
<b>30 Contingent Liabilities and Commitments :</b> (to the extent not provided for)																	
(i) Contingent Liabilities																	
(a) Counter guarantee given to the banks against guarantee issued by banks on behalf of company.	5.50	5.50															
(b) Letter of Credits issued by bank	647.62	715.39															
<i>(Contingent liabilities as disclosed above are as certified by the management of the company)</i>																	
<b>31 Value of imports calculated on CIF basis by the company during financial year in respect of :</b>																	
i. Raw materials (including High Seas Purchase)	287.76	38.11															
<b>32 Earnings &amp; Expenditure in foreign currency</b>																	
<b>a Earnings</b>																	
Export Sales	637.45	550.65															
<b>b Expenditures</b>																	
Expenses		Nil															
<b>33 Imported and Indigenous Material Consumed :</b>																	
i. Total value of imported raw materials, spare parts and components consumed during the financial year	287.76	38.11															
ii. Total value of all indigenous raw materials, spare parts and components similarly consumed	4,379.59	2,801.73															
iii. Total value of imported and indigenous raw materials, spare consumed during the financial year	4,667.34	2,839.84															
iv. Imported raw materials and spare parts consumed in %	6.17%	1.34%															
v. Indigenous raw materials and spare parts consumed in %	93.83%	98.66%															
<b>34 Payment to Auditors (Excluding Goods &amp; Service tax) :</b>																	
- Statutory Audit Fees	2.00	0.38															
- GST Audit Fees	-	1.00															
<b>35 Details of raw materials consumed : (In Rupees)</b>																	
UPVC Pipes & Fittings	4,667.34	2,839.84															
<b>36 Details of Manufactured &amp; Traded Goods : (In Rupees)</b>																	
Product : UPVC Pipes and Fittings																	
Opening Stock	677.14	679.83															
Closing Stock	835.76	677.14															
Sales	8,272.41	4,046.03															
<b>37</b> Extra Ordinary Income comprises of gain on sale of Equity Investments held in shares of its associate concern Captain Polyplast Ltd.																	
<b>38</b> During the year ended 31st March, 2022, the company has received money against share warrants to the tune of 25% of issue price not less than Rs. 67/- each for 10,00,000 warrants convertible into 10,00,000 equity shares of Rs. 10/- each.																	
<b>39</b> In the opinion of the Board and to the best of its knowledge and belief, the value on realisation of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.																	
<b>40</b> As certified by the management of the company, the company has generally made all the applicable provisions with respect to the business operations of the company.																	
<b>41 Gratuity Benefits</b> The Company has defined benefit gratuity plan. Every employee who has completed five years or more of services gets a gratuity on departure at 15 days salary (Last drawn salary) for each completed year of service.																	
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: left;">Particulars</th><th style="text-align: right;">2021-22</th><th style="text-align: right;">2020-21</th></tr> <tr> <td>Opening defined benefit obligation</td><td style="text-align: right;">16.39</td><td style="text-align: right;">16.91</td></tr> <tr> <td>Add : Provision during the year</td><td style="text-align: right;">8.11</td><td style="text-align: center;">-</td></tr> <tr> <td>Less : Payment / Contribution / Reversal of Provision during the year</td><td style="text-align: right;">7.75</td><td style="text-align: right;">0.53</td></tr> <tr> <td>Closing Defined benefit obligation</td><td style="text-align: right;">16.75</td><td style="text-align: right;">16.39</td></tr> </table>			Particulars	2021-22	2020-21	Opening defined benefit obligation	16.39	16.91	Add : Provision during the year	8.11	-	Less : Payment / Contribution / Reversal of Provision during the year	7.75	0.53	Closing Defined benefit obligation	16.75	16.39
Particulars	2021-22	2020-21															
Opening defined benefit obligation	16.39	16.91															
Add : Provision during the year	8.11	-															
Less : Payment / Contribution / Reversal of Provision during the year	7.75	0.53															
Closing Defined benefit obligation	16.75	16.39															
<b>42</b> Previous year's figure have been reworked, regrouped, rearranged and reclassified wherever necessary. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.																	

# CAPTAIN PIPES LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lacs)

**43** Balances of Trade Payables, Unsecured Loans, Trade Receivables, Long Term & Short Term Loans & Advances, Other Current and Other Non Current Assets and Provisions and are subject to the confirmation of the parties concerned. Wherever confirmation of the parties for the amounts due to them / amounts due from them as per books of accounts are not received, necessary adjustments, if any, will be made when the accounts are reconciled / settled.

**44 Related Party Disclosure :**

**(i) List of Related Parties with whom transactions were done and their Relationship**

Name of Related Party	Relationship
<b>Key Management Personnel (KMP)</b>	
Mr. Ramesh D. Khichadia	Director
Mr. Gopal D. Khichadia	Director
Mr. Kantilal M. Gedia	Director
Arvinbhai Ranpariya	Independent Director
Ratilal Baldha	Independent Director
Prafullaben Tank	Independent Director
Chandrakant Gadhiya	Chief Financial Officer (CFO)
Himaxi Bohra (upto 14.07.2021)	Company Secretary (CS)
Khushbu K Shah (w.e.f. 19.10.2021)	Company Secretary (CS)

**Enterprise where Key Management Personnel and / or their relatives owns / exercise significant influence:**

M/s. Capital Polymers  
M/s. Capital Polyplast (Gujarat) Pvt. Ltd.

**Companies under same management**

M/s. Captain Polyplast Ltd.  
M/s Captain Pipes Ltd

**(ii) Disclosure of Transactions with Related Parties**

Particulars	2021-22			
	Remuneration / Bonus / Sitting Fees	Loan Received (Loan Repaid)	Usage Charges (U)	Purchases (P) Sales (S)
<b>Key Management Personnel</b>				
Mr. Gopal D. Khichadia	26.93	8.60	-	-
Mr. Gopal D. Khichadia	-	(4.20)		
Mr. Kantilal M. Gedia	2.92	-	-	-
Arvinbhai Ranpariya	0.14	-	-	-
Ratilal Baldha	0.14	-	-	-
Prafullaben Tank	0.14	-	-	-
Khushbu K Shah (CS) (Appointment date-19.10.2021)	0.73	-	-	-
Himaxi Bohra (CS) (Resignation date-14.07.2021)	0.54			
Chandrakant Gadhiya (CFO)	-	-	-	-
<b>Enterprise where Key Management Personnel and / or their relatives owns / exercise significant influence:</b>				
M/s. Capital Polyplast (Guj) Pvt Ltd	-	-	-	50.27 (P) 79.61(S)
<b>Companies under same management</b>				
M/s. Captain Polyplast Ltd. (Incl. of all Taxes)	-	-	-	2685.49 (S)
M/s. Captain Polyplast Ltd. (Incl. of all Taxes)	-	-	-	697.01 (P)
M/s. Captain Polyplast Ltd.	-	-	3.54 (U)	
M/s. Captain Technocast Ltd. (incl. of all Taxes)	-	-	-	2.08 (S)
M/s. Captain Technocast Ltd. (Purchase of Export License)	-	-	-	12.67 (P)

**Closing Balances**

**Key Management Personnel**

Mr. Rameshbhai D. Khichadia	-	100.00	-	-
Mr. Gopal D. Khichadia	1.43	6.80	-	-
Mr. Kantilal M. Gedia	0.22	3.50	-	-
Arvinbhai Ranpariya	0.38	-	-	-
Ratilal Baldha	0.38	-	-	-
Prafullaben Tank	0.38	-	-	-
Khushbu K Shah (CS)	0.12	-	-	-

**Enterprise where Key Management Personnel and / or their relatives owns / exercise significant influence:**

M/s. Capital Polyplast (Guj) Pvt Ltd			-	7.96 (Dr)
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**Companies under same management**

M/s. Captain Polyplast Ltd.	-	-	-	270.91 (Dr)
M/s. Captain Technocast Ltd. (Net)	-	-	-	10.59 (Cr)

# CAPTAIN PIPES LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lacs)

Particulars	2020-21			
	Remuneration / Bonus / Sitting Fees	Loan Received (Loan Repaid)	Usage Charges (U)	Purchases (P) Sales (S)
<b>Key Management Personnel</b>				
Mr. Rameshbhai D. Khichadia	-	-	-	-
Mr. Gopal D. Khichadia	24.19	4.00	-	-
Mr. Gopal D. Khichadia	-	(17.00)	-	-
Mr. Kantilal M. Gedia	2.92	3.50	-	-
Arvindhbai Ranpariya	0.14	-	-	-
Ratilal Baldha	0.14	-	-	-
Prafullaben Tank	0.14	-	-	-
Himaxi Bohra	1.62	-	-	-
Chandrakant Gadhiya	4.34	-	-	-
<b>Enterprise where Key Management Personnel and / or their relatives owns / exercise significant influence:</b>				
M/s. Capital Polymers				2.29 (P) 0.03 (S)
M/s. Capital Polyplast (Guj) Pvt Ltd	-	-	-	57.08 (P) 55.59 (S)
<b>Companies under same management</b>				
M/s. Captain Polyplast Ltd.	-	-	-	1529.96 (S)
M/s. Captain Polyplast Ltd.	-	-	-	635.97 (P)
M/s. Captain Polyplast Ltd.	-	-	3.54 (U)	-

Dues from companies under same management - Captain Polyplast Ltd. - Rs. Nil (Rs. Nil)

### Closing Balances

#### Key Management Personnel

Mr. Rameshbhai D. Khichadia	-	100.00	-	-
Mr. Gopal D. Khichadia	1.11	2.40	-	-
Mr. Kantilal M. Gedia	0.22	3.50	-	-
Arvindhbai Ranpariya	0.24	-	-	-
Ratilal Baldha	0.24	-	-	-
Prafullaben Tank	0.24	-	-	-
Himaxi Bohra	0.12	-	-	-

#### Enterprise where Key Management Personnel and / or their relatives owns / exercise significant influence:

M/s. Capital Polyplast (Guj) Pvt Ltd				59.43 (Dr)
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#### Companies under same management

M/s. Captain Polyplast Ltd.	-	-	-	27.47 (Cr)
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- 45 Based on the information / documents / parties identified by the company and to the extent information available / gathered, information as required to be disclosed as per Micro, Small and Medium Enterprise Development Act, 2006 have been determined as follows:

Particulars	2021-2022	2020-2021
Principal amount remaining unpaid to any supplier at the end of the year.	118.66	293.83
Interest due on above	0.75	0.98
Amount of interest paid by the company to the suppliers	Nil	Nil
Amount paid to the suppliers beyond respective due dates *	*	*
Amount of interest due and payable for the period of delay in payments but without adding the interest specified under the Act. *	*	*
Amount of interest accrued and remaining unpaid at the end of the year.	*	*
Amount of further interest remaining due and payable even in the succeeding years, until such date when interest dues as above are actually paid to the small enterprise.*	*	*

\* Whatever information the company could identify as above were possible at the year end only, and in view of the same & according to the company, it could not identify payments beyond due date during the year and to make interest provisions to that extent, as per the agreed terms with the suppliers. The company could identify the principal amount remaining unpaid as on 31st March, 2022 based on the status of respective suppliers received during the year. However, as informed by the management, considering the materiality aspect and as per the agreed terms with respective suppliers, the company has not made provision of any interest due to suppliers for outstanding balance / payment made beyond respective due dates.

# CAPTAIN PIPES LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

### 46 Segment Information:-

In accordance with Accounting Standard-17 – “Segment Reporting” issued by the Institute of Chartered Accountants of India is not applicable as the Company has mainly one business segment i.e. “manufacturing and trading of UPVC Pipes.”. There are no other primary reportable segments. The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable.

47 Wherever no vouchers and documentary evidences were made available for our verification, we have relied on the authentication given by management of the company.

48 Figures have been rounded off to nearest lac rupee and have been regrouped, rearranged and reclassified wherever necessary.

### 49 a Ageing of the Trade Receivables

(Rs. in Lacs)

Particulars	Outstanding for following periods from the date of Transactions * (FY 2021-22)					Total
	Less than 6 Months	6 Months- 1 Year	1-2 Years	2-3 Years	More than 3 years	
i) Undisputed Trade Receivables- Considered Goods	854.86	5.18	11.17	31.66	245.90	1,148.77
ii) Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
iv) Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-

(Rs. in Lacs)

Particulars	Outstanding for following periods from the date of Transactions * (FY 2020-21)					Total
	Less than 6 Months	6 Months- 1 Year	1-2 Years	2-3 Years	More than 3 years	
i) Undisputed Trade Receivables- Considered Goods	257.34	10.08	37.78	25.63	247.93	578.75
ii) Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
iv) Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-

\* Here no due date of Payment specified, in that case disclosure made from the date of transactions

### b Ageing of the Trade Payables

(Rs. in Lacs)

Particulars	Outstanding for following periods from the date of transactions* (FY 2021-22)					Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years		
(i) MSME	118.66	-	-	-		118.66
(ii) Others	1,177.19	0.39	4.29	2.80		1,184.67
(iii) Disputed dues- MSME	-	-	-	-		-
(iv) Disputed dues- Others	-	-	-	-		-

(Rs. in Lacs)

Particulars	Outstanding for following periods from the date of transactions* (FY 2020-21)					Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years		
(i) MSME	293.31	-	0.26	0.26		293.83
(ii) Others	805.91	10.99	0.73	3.99		821.63
(iii) Disputed dues- MSME	-	-	-	-		-
(iv) Disputed dues- Others	-	-	-	-		-

\* Here no due date of Payment specified, in that case disclosure made from the date of transactions

# CAPTAIN PIPES LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

### 50 Additional Regulatory Information

a

#### Analytical Ratio:

Sr. No.	Ratio	Numerator	Denominator	31st March 2022	31st March 2021	% Variance (+) Positive (-) Negative	Reason for variance (In case of change exceeding 25%)
1	Current ratio (times)	Current Assets	Current Liabilities	1.58	1.15	37.83%	On account of improved working capital cycle.
2	Debt equity ratio (times)	Long Term Debt	Shareholder's Equity	0.18	0.31	42.05%	On account of issuance of partly paid Share warrants.
3	Debt service coverage ratio (times)	Net Profit before extra ordinary items and taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc	Interest & Lease Payments + Principal Repayments	1.71	1.54	10.95%	
4	Return on Equity (%)	Net Profits after taxes (Excl. Extra ordinary item) – Preference Dividend (if any)	Average Shareholder's Equity	0.63%	3.10%	-79.72%	On account of higher turnover with lower margin and also increase in shareholders funds.
5	Inventory turnover ratio (times)	Cost of goods sold- OR sales	Average Inventory (Opening + Closing balance / 2)	8.40	4.19	100.34%	On account of increase in trading turnover as compared to preceding year, but no corresponding change in average inventory.
6	Trader receivable turnover ratio (times)	Net Credit Sales (gross credit sales minus sales return)	Average Accounts Receivable (Opening + Closing balance / 2)	9.58	7.33	30.73%	Increase is in line with increase in turnover as compared to preceding year.
7	Trade payable turnover ratio (times)	Net Credit Purchases (gross credit purchases minus purchase return )	Average Accounts Payable (Opening + Closing balance / 2)	6.29	2.77	126.96%	Increase is due to increase in Purchase value for current year which is in line with increase in turnover.
8	Net capital turnover ratio (times)	Net Sales (total sales minus sales returns)	Average Working Capital	14.99	25.33	-40.84%	Higher average working capital required to be employed to achieve increased turnover.
9	Net profit ratio (%)	Net Profit (Excl Extra Ordinary Item)	Net Sales	0.09%	0.69%	-86.16%	On account of increased trading turnover with lower margin as compared to preceding year.
10	Return on capital employed (%)	Earning before interest and taxes (Excl. Extra Ordinary Activity)	Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liability)	13.18%	20.19%	-34.69%	On account of (i) increased trading turnover with lower margin and (ii) issue of Partly paid Share warrant.
11	Return on investment (%)	Return ((Earning before interest and taxes (Excl. Extra Ordinary Activity))	Investment (Avg. of Total Assets)	6.84%	6.86%	-0.34%	-
12	Interest service coverage ratio (times)	Earning before interest and taxes (Excl. Extra Ordinary Activity)	Interest Cost	3.25	2.60	24.94%	On account of increase in EBITDA in absolute terms.



## CAPTAIN PIPES LIMITED

### NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

- b** As Informed to us by Management, The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- c** As Informed to us by Management, The Company has not been declared as a willful defaulter by any lender who has powers to declare a company as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved
- d** As Informed to us by Management, The Company does not have any transactions with struck-off companies.
- e** As Informed to us by Management, The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
- f** The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- g** The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities(intermediaries), with the understanding that the intermediary shall;
- i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
- ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- h** The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;
- i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or
- ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- i** As informed to us by the Management, The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 ( such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- j** As informed to us by the management, The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

51 For the year ended 31st March, 2022, the company has elected to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Law (Amendment) Ordinance, 2019.

Signature to Notes No. 1 to 51

As per our report of even date attached

On behalf of the Board of Directors

**For, SVK & ASSOCIATES**  
**Chartered Accountants**  
**Firm Reg. No. 118564W**

**For, CAPTAIN PIPES LTD.**

**Sameer S. Chandarana**  
**Partner**  
M. No. 609340  
UDIN: 22609340AJGRX6971

**Gopal D. Khichadia**  
Managing Director  
DIN : 00127947

**Ramesh D. Khichadia**  
Director  
DIN : 00087859

Place: Rajkot  
Date: 20th May, 2022

**Chandrakant Gadhiya**  
Chief Financial Officer

**Khushbu K Shah**  
Company Secretary



## CAPTAIN PIPES LTD.

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CIN No. : L25191GJ2010PLC059094