



CAPTAIN POLYPLAST LTD.

REGD.OFFICE : UL-25, Royal Complex, Bhutkhana Chowk, Dhebar Road, Rajkot-360 002 (Guj.) India. Tele : +91-9909035390, +91-9909035391
H.O. & WORKS : Survey No. 267, Plot No. 10A, 10B & 11, N.H. No. 27, SHAPAR (Veraval), Dist. Rajkot-360 024 (Gujarat) India. Telefax : +91-2827-253006, 252056
web : www.captainpolyplast.com | e-mail : info@captainpolyplast.in
CIN NO. : L25209GJ1997PLC031985

Date: AUGUST 20, 2019

To,

Department of Corporate Services

BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Reg: Captain Polyplast Limited (Scrip Code: 536974/Scrip ID: CPL)

Sub: Submission of Notice of 22ND Annual General Meeting under Regulation 30 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 along with the e-voting instructions of the 22ND Annual General Meeting of the company to be held on 16.09.2019. The aforesaid notice have also been sent to all the eligible shareholders and are also available on the website of the company at www.captainpolyplast.com

This is for your records and information.

Thanking you.

Yours truly

FOR, CAPTAIN POLYPLAST LIMITED


RAMESH KHICHADIA
MANAGING DIRECTOR
DIN: 00087859



AN ISO 9001:2015 COMPANY

MFG.: DRIP, SPRINKLER & MINI SPRINKLER IRRIGATION SYSTEM

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF CAPTAIN POLYPLAST LIMITED WILL BE HELD ON SATURDAY , 16TH SEPTEMBER, 2019 AT CAPTAIN POLYPLAST LIMITED - POLYMER DIVISION , CAPTAIN GATE, SURVEY NO. 257, PLOT NO. 16, SHAPAR (VERAVAL), DIST. RAJKOT – 360024 (GUJARAT) AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

A) Ordinary Business

1. **To Consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2019, the Reports of the Directors and Auditors thereon.**

2. **To declare a Final Dividend of Rs. 0.04/- per equity share:**

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

“RESOLVED THAT final dividend @ Rs. 0.04/- per equity share on the Company’s Share Capital of Rs. 10,07,57,580/- absorbing thereby Rs.20,15,152/- is declared and the said dividend be and is hereby approved and paid without deduction of tax to the equity shareholders whose names stand in the register of members of the Company as on record date 09TH SEPTEMBER, 2019.”

“RESOLVED FURTHER THAT, Mr. Rameshbhai D. Khichadia, Managing Director be and are hereby severally authorized to do such acts, deeds and things as may be considered necessary to give effect to the above resolution.”

3. **To re-appoint Director Mr. Gopal Devrajbhai Khichadia, who retires by rotation in compliance with the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment:**

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 along with other applicable provisions, if any, and rule made there under (including any statutory modification or re-enactment thereof for the time being enforce) and Article of Association of Company and subject to approval of shareholders in general meeting, **Mr. Gopal Devrajbhai Khichadia (DIN: 00127947)**, Director of the Company be and is hereby Re-appointed as Director of the Company.”

4. **To consider the ratification of appointment of M/s SVK & ASSOCIATES, Chartered Accountants, Ahmedabad (Firm Registration No 118564W) chartered accountants as statutory auditors of the Company**

The Chairman informed that M/s SVK & ASSOCIATES, Chartered Accountants, Ahmedabad (Firm Registration No 118564W) were appointed by the shareholders at the 19th Annual General Meeting to hold office until the conclusion of the 23rd Annual General Meeting subject to ratification by shareholders at each Annual General Meeting. He further informed that Company has obtained from the Auditors, a certificate as required under Section 139 of the Companies Act, 2013 to the effect that they are eligible to continue as statutory auditor of the Company.

B) Special Business

5. **To Enhance Borrowing Powers Under Sec 180 (1) (C) Of The Companies Act 2013:-**

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

“RESOLVED THAT in supersession of all the earlier resolution(s) and pursuant to the provisions to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing, from time to time, any sum or sums of money on such terms and conditions with or without security as the Board Of Directors may think fit, which together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in ordinary course of

business) and being borrowed by the Board at any time shall not exceed in the aggregate at any time **Rs. 200.00 Crores (Rupees Two Hundred Crores Only)** irrespective of the fact that such aggregate amount of borrowings outstanding at any time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.”

“**RESOLVED FURTHER THAT**, the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings, as may be required.”

“**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to fulfil all such formalities and to do all such acts as may be required in relation to the afore stated resolution.”

DATE : 20/08/2019
PLACE : RAJKOT

**BY ORDER OF THE BOARD
FOR, CAPTAIN POLYPLAST LIMITED**

**Sd/-
KHYATI MEHTA
COMPANY SECRETARY**

Notes:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/HER AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. DULY COMPLETED INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE REACHED THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more 10%, of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
3. Corporate members intending to send their authorized representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 09/09/2019 to 16/09/2019 (both days inclusive).
5. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, annexed to the Proxy Form. Members/ Proxies are requested to bring the attendance slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
6. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.
7. Members and Proxies attending the meeting are requested to bring the annual report to the meeting as extra copies will not be distributed.
8. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. Any member desirous to dematerialize his holding may do so through any of the depository participants. The ISIN of the equity shares of the Company is **INE536P01021**.

11. 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. Bigshare Services Pvt. Ltd, E/2-3, Ansa Industrial Estate Saki Vihar Road, Sakinaka Andheri (East) Mumbai – 400072. E- mail: jibu@bigshareonline.com Members whose shareholding are in electronic mode are requested to approach their respective depository participants for effecting change of address.

12. The Shareholders are requested to update the Contact address and e-mail address and are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.

13. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the Registrar and Share Transfer Agent for consolidation of their shareholding into a single folio.

14. 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.

15. Notice of this Annual General Meeting, Audited Financial Statements for 2018-19 along with Directors' Report and Auditors' Report are available on the website of the Company www.captainpolyplast.in .

16. 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.

17. As per the Circulars issued by the Ministry of Corporate Affairs, Members are requested to provide their email address to the Company/ the Registrar and Transfer Agent or update the same with their depositories to enable the Company to send the documents in electronic form.

18. Voting through Electronic means

A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Listing Agreement read with Regulation 44 of SEBI (LODR) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 22nd Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by **Central Depository Services Limited**.

B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

D. The remote e-voting period commences on 13/09/2019 (9:00 am) and ends on 15/09/2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 09/09/2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

E. The process and manner for remote e-voting are as under:

- i. The remote e-voting facility can be availed by typing the link www.evotingindia.com in the internet browser.
- ii. Click on the "shareholders" tab.
- iii. Now select the Company name from the drop down menu and click on "SUBMIT"
- iv. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL : 8 character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are already registered with CDSL for remote e-voting than you can use your existing user Id and password for casting your vote.

vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) as given in the box.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio respectively in dd/mm/yyyy format.
Bank Account Details	Enter the Bank Account Details as recorded in your demat account or in the company records for the said demat account or folio respectively. Please enter the DOB or Bank Account Details in order to login. If the both details are not recorded with the depository or company please enter the member id /folio number in the Bank Account Details field.

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then reach directly the Company selection screen.

However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvi. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate and custodians respectively.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same and e-mail to ksdudhatra@yahoo.com

F. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

G. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

H. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

I. 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 09/09/2019.

- J. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 09/09/2019, may obtain the login ID and password by sending a request at evoting@cdsl.co.in.
- K. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.cdsl.com or mail to CDSL at the following helpdesk.evoting@cdslindia.com.
- L. A member may participate in the AGM even after exercising the right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- M. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- N. CS Kishor Dudhatra, Company Secretary (Membership No. 7236) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- O. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- P. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- Q. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.captainpolyplastltd.com> and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
19. As a part of "Green Initiative in the Corporate Governance", the Ministry of Corporate affairs has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors' Report, Directors' Report etc. to the members through e-mail. The shareholders holding shares in physical form are requested to register their email address with the Registrar & Share Transfer Agent by sending duly signed request letter quoting their Folio no. name and address. In case of shares held in demat form; the shareholders may register their e-mail addresses with their DPs (Depository Participants).
20. At the ensuing Annual General Meeting, Mr. **Gopal Devrajbhai Khichadia** retires by rotation and seeks re-appointment. Details pertaining to **Gopal Devrajbhai Khichadia** required to be provided pursuant to the Listing Agreement read with SEBI (LODR) Regulations 2015 are furnished in the statement on corporate governance.
21. In pursuance of Sections 124 and other applicable provisions, if any, of the Companies Act, 2013 the amount of Dividends that remain unclaimed / unpaid for a period of seven (7) years from the date on which they were declared, is required to be transferred to the Investor Education and Protection Fund (IEPF). Shareholders, who have not en cashed their Dividend warrants including Interim Dividend, if any, are requested to make their claims without any delay.
22. Pursuant to the prohibition imposed vide Section 118 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO. 7: To Enhance the Borrowing Limits of the Board of Directors of the Company:

The Board felt that there is necessity for increased borrowings powers to meet the future plans. Hence, the Board of Directors of the Company should be authorized to borrow moneys from bankers, financial institutions and other sources , as may be exceed the aggregate paid-up capital and its free reserves , provided however, the total amount of such borrowing shall not exceed the sum of Rs. 200 Crores (Rupees Two Hundred Crores Only) at any time. This authority can only be exercised by the Board in accordance with the provisions of Section 180 (1)(c) of the Companies Act, 2013, which stipulates prior approval of the members for the same.

None of the directors is concerned or interested in this resolution.

Information on Directors Appointment/Re-appointment

Name of Director	Mr. Gopal Devrajbhai Khichadia
Date of Birth	15/01/1975
Date of Appointment	27/03/1997
Qualification	9 TH PASS
Expertise in specific functional areas	Marketing
List of Companies in which directorship is held as on 31.03.2019*	Captain Polyplast Ltd. Captain Pipes Ltd. Captain Technocast Ltd.
Chairman / Member of the committee of other companies	Member of Investor Grievances Committee of Captain Pipes Ltd. Member of Nomination and Remuneration Committee of Captain Technocast Ltd.

* Only public limited companies are considered

**DATE : 20/08/2019
PLACE : RAJKOT**

**BY ORDER OF THE BOARD
FOR, CAPTAIN POLYPLAST LIMITED**

**Sd/-
KHYATI MEHTA
COMPANY SECRETARY**

ATTENDANCE SLIP**22ND ANNUAL GENERAL MEETING**

I/We hereby record my/our presence at the 22ND Annual General Meeting of the Company at Captain Polyplast Limited - Polymer Division, Captain Gate , Survey No. 257, Plot No. 16, SHAPAR (Veraval), Dist. Rajkot – 360024 (Gujarat) on 16th September, 2019 at 11:00 A.M.

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MEMER'S FOLIO /	MEMBER'S / PROXY'S NAME	MEMBER'S / PROXY'S
DP-ID CLIENT ID NO	IN BLOCK LETTERS	SIGNATURE

Voting through Electronic means

R EVEN	USER ID	PASSWORD / PIN
.....

Notes

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2018-19 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2018-19 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is sent in the permitted mode to all members whose e mail is not registered or have requested for a hard copy.
4. Pursuant to the prohibition imposed vide Section 118 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.

FORM NO. MGT-11**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(S):

Registered address:

E-mail Id: Folio No/ Client Id, DP ID:
.....

I/We, being the member/s of CAPTAIN POLYPLAST LIMITED holding Shares of the company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

2. Name:

Address:

E-mail Id:

Signature:

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22ND Annual General Meeting of the company at **Captain Polyplast Limited - Polymer Division, Captain Gate , Survey No. 257, Plot No. 16, SHAPAR (Veraval), Dist. Rajkot – 360024 (Gujarat) on 16TH September, 2019 at 11:00 A.M.** For all the resolutions as mentioned in AGM Notice.

SIGNED THIS..... DAY OF.....2019

SIGNATURE OF SHAREHOLDER

SIGNATURE OF PROXY HOLDER(S)

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. Please complete all details of member(s) in the above box before submission.