



## NOTICE

NOTICE IS HEREBY GIVEN THAT 28<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON TUESDAY 30<sup>TH</sup> SEPTEMBER, 2025 AT 1:00 P.M. THROUGH VIDEO CONFERENCING /OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESSES:

### ORDINARY BUSINESS:

**1. To Receive, Consider and Adopt the Audited Financial Statements (Standalone & consolidated ) for the Financial Year Ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution(s) as an Ordinary Resolution(s):**

**“RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

**“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

**2. To appoint a Director in place of Mr. RAMESH D. KHICHADIA (DIN: 00087859), who Retires By Rotation and Being Eligible, Offers Himself for Re- Appointment and in this regard, pass the following resolution(s) as an Ordinary Resolution(s):**

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any amendment(s) thereto or reenactment(s) thereof, for the time being in force, the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. RAMESH D. KHICHADIA (DIN:00087859)**, who retires by rotation at this meeting, and being eligible, has offered himself for re - appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation”

**3. To consider appointment and remuneration of cost auditor, and in this regard, pass the following resolution as an Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to **M/s M. C. Bambhroliya & Associates, Cost Accountants (Firm Registration No. 101692)**, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2025, amounting to Rs. 35000/-+ GST (Rupees Thirty Five Thousands only + GST ) as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved.”

### SPECIAL BUSINESS

**4. TO CONSIDER Re-appointment of Mr. RITESH R. KHICHADIA (DIN: 07617630) as a Whole-Time Director of the Company**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, and the payment of remuneration in excess (upto double) of the statutory limits prescribed under the Schedule V, approval of the members be and is hereby accorded to appoint **Mr. RITESH RAMESHBHAI KHICHADIA (DIN: 07617630 )** as a Whole-Time Director of the Company for a period of 5 years commencing from 13TH JULY, 2025 up to 12TH JULY, 2030 who is liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”



**5. Appointment of M/s. KISHOR DUDHATRA, Company Secretaries as the Secretarial Auditors of the Company for the period of 5 years**

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

**“RESOLVED THAT** based on the recommendation of the Board of Directors of the Company and pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”), Section 204 of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. KISHOR DUDHATRA , Company Secretaries (FCS: 7236, Peer Review No: 1919/2022), be and are hereby appointed as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.”

**“RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorised to execute necessary documents and to sign and file the necessary forms/documents with the Registrar of Companies and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

**6. .Regularisation Of Additional Director Mrs. Mita Mardiya (Din : 11175540) As An Independent Director Of The Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mrs. Mita Mardiya (Din : 11175540) was appointed as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 24.06.2025, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and who holds office as such up to the date of ensuing 28<sup>TH</sup> Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent woman Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from **June 24, 2025 to June 23, 2030.**”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By order of the board  
For, CAPTAIN POLYPLAST LIMITED

SD/-

MR. RAMESHBHAI DEVRAJBHAI KHICHADIA  
MANAGING DIRECTOR  
DIN: 00087859

DATE: 05.09.2025  
PLACE: RAJKOT



## NOTES :

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force) and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/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 e-voting on the date of the EGM/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 National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/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 issued from time to time

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on FRIDAY, 26.09.2025 at 9:00 A.M. and ends on MONDAY 29.09.2025 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. FRIDAY 19.09.2025, 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 FRIDAY 19.09.2025.



## NOTES :

### 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 mode**


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>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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>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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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-</li> </ol>



## NOTES :

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="697 678 1228 1008">  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



## NOTES :

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

**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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

**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?

1. 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.
2. 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.



## NOTES :

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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. 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.com](mailto:evoting@nsdl.com). 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.: 022 - 4886 7000 or send a request to (Vikram Chaudhry ) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **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 ([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 (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.com](mailto:evoting@nsdl.com) 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:-** The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

1. 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.
2. 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.
3. 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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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.  
Members are encouraged to join the Meeting through Laptops for better experience.
2. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. 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.
4. 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 (compliance@captainpolyplast.in). The same will be replied by the company suitably.
5. 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 [compliance@captainpolyplast.in](mailto:compliance@captainpolyplast.in) before 10 days of AGM. 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 Annual General Meeting shall be deemed to be passed on the date of the AGM i.e., Tuesday, September 30, 2025.

**By order of the board**

**For, CAPTAIN POLYPLAST LIMITED**

**SD/-**

**MR. RAMESHBHAI D. KHICHADIA**

**MANAGING DIRECTOR**

**DIN: 00087859**

**DATE: 05.09.2025**

**PLACE: RAJKOT**



**Details of the Directors seeking appointment and re-appointment at the 28<sup>TH</sup> Annual General Meeting of the company as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.**

<b>NAME</b>	MR. RITESH R. KHICHADIA	Mr. RAMESHBHAI D. KHICHADIA	Mrs.MITA MARDIYA
<b>DIN</b>	07617630	00087859	11175540
<b>Nature</b>	WHOLETIME DIRECTOR	MANAGING DIRECTOR	NON EXECUTIVE INDEPENDENT WOMAN DIRECTOR
<b>Date of Birth</b>	13.11.1993	11.05.1966	16.05.1978
<b>Qualification</b>	B. Tech Mech.(Engg.), PGDM	B. Tech (Agri. Engg.)	B.Com
<b>Date of Appointment</b>	13.07.2020	27.03.1997	24.06.2025
<b>Expertise in Specific functional Area</b>	EXPERTISE IN MANAGEMENT, PLANNING	EXPERTISE IN MANAGEMENT & ADMINISTRATION	Accounts & finance
<b>No. of Shares held</b>	2042740 SHARES AS ON 31.03.2025	92,78,210 SHARES AS ON 31.03.2025 13,97,250 in HUF as on 31.03.2025	NA
<b>List of other companies in which Directorship are held (other than Section 8 Company) *</b>	NA	CAPTAIN PIPES LIMITED CAPTAIN TECHNOCAST LIMITED CAPTAIN CASTECH LIMITED	NA
<b>Chairmanship or membership in other companies</b>	NA	MEMBER OF AUDIT COMMITTEE OF CAPTAIN PIPES-LIMITED	NA
<b>Terms and conditions of re-appointment</b>	Appointed for five years term w.e.f. 13.07.2025	Liable to retire by rotation	Appointed as NON EXECUTIVE INDEPENDENT WOMAN DIRECTOR for term of five years w.e.f 24.06.2025
<b>Details of remuneration last drawn (FY 2024-25)</b>	Rs. 75.79 lacs	Rs.89.08 lacs	NA
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	NA	NA	NA
<b>No. of Board Meetings attended during FY 2024-25</b>	15	15	NA
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	He is son of MD of the company	HE IS FATHER OF WTD OF COMPANY	NA

\* only public companies are considered.



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

### 4. TO CONSIDER Re-appointment of Mr. RITESH R. KHICHADIA (DIN: 07617630) as a Whole-Time Director of the Company

The Board of Directors of the Company ("Board"), at its meeting held on 24.06.2025 has, subject to the approval of members, re-appointed **Mr. Ritesh Rameshbhai Khichadia (DIN: 07617630)** as wholetime director of the company , for a period of 5 (five) years from the expiry of his present term, i.e. with effect from 13<sup>th</sup> July, 2025 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek members' approval for the re-appointment of and remuneration payable to **Ritesh Rameshbhai Khichadia (DIN: 07617630)** as wholetime director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment and remuneration payable to **Mr. Ritesh Rameshbhai Khichadia, whole time director** are as under:

Salary exclusive of all allowances	In the scale of Rs. 6,00,000/- to Rs. 10,00,000/- per month. The Whole me Director shall be entled to such increment from me to me as the Board may by its discreon determine
Retirement Benefits	<p>A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules.</p> <p>B. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at the end of the tenure, if any, will not be included in the computaon of the ceiling on perquisites.</p>
Other benefits	<p>A. The Whole me Director shall be entled to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legimate business of the company.</p> <p>B. The appointee shall be eligible for Housing, Educaon and Medical Loan and other Loans or facilies as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013</p>
Minimum Remuneration	<p>The aggregate of the remuneraon and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Secons 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifcaons or re -enactments thereof for the me being in force, or otherwise as may be permissible at law.</p> <p>Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenies as aforesaid to the Whole-me Director as and by way of minimum remuneraon, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.</p>

**Mr. RITESH R. KHICHADIA** satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Details of **Mr. RITESH R. KHICHADIA** are provided in the "Annexure" to the Notice. The above may be treated as a written memorandum setting out the terms of appointment of **Mr. RITESH R. KHICHADIA** under Section 190 of the Act.

**Mr. RITESH R. KHICHADIA** interested in the resolution set out at Item **No.4** of the Notice. None of the other Directors / Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution.

**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT.**



## I. GENERAL INFORMATION :

- (i) **Nature of Industry :** The Company is engaged in the manufacturing of Micro Irrigation Systems and allied products and DCA cum CS of Indian Oil Corporation Ltd. (IOCL) - Polymer Business at its plant at Captain Gate , Survey NO. 267, Plot No. 10-A, 10-B & 11, N.H. 27, Shapar-Veraval, Rajkot – 360024 (Gujarat).
- (ii) **Date or expected date of commencement of commercial production :** The Company is an existing Company and is into manufacturing operation since long.
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :** Not applicable.
- (iv) **Financial performance based on given indicators :** The performance of the Company during financial year ended on 31.03.2025 (the latest Audited Balance Sheet of the Company)

Particulars	Amount (Rs./Lakhs)
Total Revenue	28976.99
Net Profit/(Loss)	3037.94
Effective Capital	15742.81

- (v) **Export performance and net foreign exchange collaborations:** company has made good amount of export of its product worth Rs.394.26 lacs
- (vi) **Foreign investments or collaborators, if any:** None

## II. INFORMATION ABOUT THE APPOINTEE:

- (a) **Background Details:** Mr Ritesh Khichadia holds a BTech in Mechanical Engineering from IIT Bombay and a PGDM with specialization in Finance and Strategy from IIM Lucknow. He has distinguished academic credentials including an AIR of 98 in IIT JEE for which he had been felicitated by then Gujarat CM Shri Narendra Modi. He has two years of professional experience working with MNC. In his role as an associate at US based investment bank Sanford Bernstein, he was responsible for advising FIIs for investments in technology, media and internet companies in India. Prior to that, he worked as M&A consultant at Ernst & Young where he has been part of several private equity deals in diverse sectors such as agriculture, retail, dairy and packaging.

Past remuneration (last three years) Per Annum: Mr. Ritesh Khichadia is associated with this company since 2020. Last three years remuneration are as under:

YEAR (F.Y.)	REMUNERATION (Rs.in lacs)
2024-25	75.79
2023-24	68.72
2022-23	60.78

- (b) **Recognition or Awards:** As per background details
- (c) **Job Profile and his Suitability:** Mr. Ritesh Khichadia is appointed as a whole-time director of the company. His key responsibilities as the director of the company would be to enhance the brand value of Captain and oversee strategies to accelerate the revenue growth of the company. His strong academic and professional credentials would be instrumental in overall management of the company.
- (d) **Remuneration Proposed:** The proposed remuneration of Mr. Ritesh Rameshbhai Khichadia as Wholetime Director of the Company is as per annexed with notice of annual general meeting.
- (e) **Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person :** Taking into consideration the size of the company, the profile of Mr. Ritesh Khichadia, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- (f) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any, Mr. Ritesh Rameshbhai Khichadia** is the son of Managing Director of the company Mr. Rameshbhai D. Khichadia. Mr. Ritesh Rameshbhai Khichadia holds 3.55% shares of company as on 31.03.2025 .



### III. OTHER INFORMATION:

#### (a) Reasons of loss or inadequate profits

Irrigation system, which is the main business of the Company is cyclical in nature and is largely dependent on climatic factors, supply- demand position and government policies. Frequent change in government policies, raw material prices and healthy competition affect the profitability of company.

**(b) Steps taken or proposed for improvement** The Company has been taking all measures within its control to maximize efficiencies and optimize costs to lower the cost of production, realizing that it has little control over Government policies. The Company hopes to increase the production volumes, curtailing running cost, reduced manpower and reduced operational expenses.

**(c) Expected increase in productivity and profit in measurable terms.** In the year 2025-26, company will come out with additional production capacity with it's new plant established in Ahmedabad. it is expected that the production and recovery will be better than the previous year. The fundamentals of the Company are sound and it has well balanced and diversified business and has the potential of not being just profitable but achieving significant growth. In view of the facts stated above, it is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that the productivity and profitability may improve and would be comparable with the industry average.

The Board of Directors recommend passing of the special Resolution to approve re-appointment of **Mr. Ritesh Rameshbhai Khichadia** as the Whole time Director of the Company. In light of above, you are requested to accord your approval to the special Resolution as set out at Agenda Item No.5 of the accompanying Notice.

**Mr. Ritesh Rameshbhai Khichadia** himself and their relatives may be deemed to be concerned or interested in the said resolution. Except the above, none of the Directors or Key Managerial Personnel of the Company or their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

#### 5. Appointment of M/s. KISHOR DUDHATRA, Company Secretaries as the Secretarial Auditors of the Company for the period of 5 years

Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015, the Board of Directors at its Meeting held on 10<sup>TH</sup> MAY 2025 approved and recommended to the members for their approval, appointment of M/s. KISHOR DUDHATRA, Company Secretaries (ACS 7236 ) FCS: 7236, Peer Review No: 1919/2022) as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive years, commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors

#### 6. Regularisation Of Additional Director Mrs. Mita Mardiya (Din : 11175540) As An Independent Woman Director Of The Company.

Regularisation of Additional Director Mrs. Mita Mardiya (Din : 11175540) as an Independent woman Director of the Company. Mrs. Mita Mardiya (Din : 11175540) was appointed as an Additional Director of the company on 24.06.2025 in terms of the Companies Act, 2013 in the category of 'Non-Executive Independent' director. Mrs. Mita Mardiya (Din : 11175540), an Additional Director shall hold office up to the date of the ensuing 28<sup>TH</sup> Annual General Meeting of the Company or the last date on which 28<sup>TH</sup> annual general meeting should have been held, whichever is earlier. Mrs. Mita Mardiya (Din : 11175540) not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to act as Director (in the category of Independent Director). The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Mita Mardiya (Din : 11175540) as an Independent Director. In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mrs. Mita Mardiya (Din : 11175540) as 'Non-executive Independent Director for a term up to 5 (five) consecutive years commencing from 24.06.2025 to 23.06.2030.

Accordingly, the Board of Directors recommends the passing of the above resolution as special Resolution as set out in the item no.6 of the notice for appointment of Mrs. Mita Mardiya (Din : 11175540). Save and except Mrs. Mita Mardiya (Din : 11175540), Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.