

Quality with Experience & Technology



8th
ANNUAL
REPORT



2016-17

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Corporate

Information

BOARD OF DIRECTORS

Ramesh D. Khichadia
Chairman

Kantilal M. Gedia
Whole Time Director

Gopal D. Khichadia
Managing Director

INDEPENDENT DIRECTORS

Arvindbhai B. Ranpariya

Prafullaben V. Tank

Ratilal V. Baldha

CHIEF FINANCIAL OFFICER

Chandrakant J. Gadhiya

COMPANY SECRETARY & COMPLIANCE OFFICER

Jeetkumar B. Raychura

STATUTORY AUDITORS

SVK & Associates
Chartered Accountants
C-701/702 Titanium Square,
Nr. BMW Show Room,
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

BANKER

HDFC Bank Ltd.
Survey No. 205, Veraval Main Road,
Shapar - 360 025. (Gujarat)

REGISTERED OFFICE

Captain Pipes Ltd.
Survey No. 257, Plot No. 23 to 28
N.H. No. 8-B, Shapar - Veraval,
Dist. Rajkot - 360 002.
Email : account@captainpipes.com
Website: www.captainpipes.com

BOOK CLOSURE

Date : 15/09/2017 to 21/09/2017
(both days inclusive)

Corporate

Information

REGISTRARS & SHARE TRANSFER AGENTS

Bigshare Services Pvt Ltd (w.e.f. 01.05.2016)

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

FACTORY

Captain Pipes Ltd.

Survey No. 257, Plot No. 23 to 28,
N.H. 8-B, Shapar-Veraval
Rajkot – 360024 (Gujarat)

AUDIT COMMITTEE

Ratilal V. Baldha

Chairman

Ramesh D. Khichadia

Member

Arvindbhai B. Ranpariya

Member

NOMINATION & REMUNERATION COMMITTEE

Prafullaben V. Tank

Chairman

Ratilal V. Baldha

Member

Arvindbhai B. Ranpariya

Member

EIGHTH ANNUAL GENERAL MEETING

Date : 21/09/2017

Time : 9:30 a.m.

Venue : **Captain Polyplast Ltd. (Polymer Division)**

Survey No. 257, Plot No. 16, N.H. 27, SHAPAR (Veraval)
Dist. Rajkot – 360024 (Gujarat)

NOTICE

Notice is hereby given that the 8th Annual General Meeting of the members of **Captain Pipes Limited** will be held on 21st September, 2017 at **Captain Polyplast Limited - Polymer Division, Survey No. 257, Plot No. 16, SHAPAR (Veraval), Dist. Rajkot - 360024 (Gujarat)** at 9:30 A.M. to transact the following business:

A) ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017 and the Profit and Loss Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramesh D. Khichadia, (**DIN 00087859**) 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.
3. **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 7th Annual General Meeting to hold office until the conclusion of the 11th 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.

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

By Order of the Board

For Captain Pipes Limited

Date : 25.08..2017
Place : Rajkot

Jeetkumar B. Raychura
Company Secretary

Notes:-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote on a poll instead of himself/herself 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.
3. 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.

4. Corporate members intending to send their authorised 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 15/09/2017 to Monday, 21/09/2017(both days inclusive).
6. 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..
7. 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.
8. Members and Proxies attending the meeting are requested to bring the annual report to the meeting as extra copies will not be distributed.
9. 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 INE513R01018.
10. 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, Sakinakam 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.
11. 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.
12. 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.
13. 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.
14. Notice of this Annual General Meeting, Audited Financial Statements for 2016-17 along with Directors' Report and Auditors' Report are available on the website of the Company www.captainpipes.in.
15. 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.
16. 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.

17. As a part of “Green Initiative in the Corporate Governance”, the Ministry of Corporate 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).

18. At the ensuing Annual General Meeting, Mr. Ramesh D. Khichadia retires by rotation and seeks re-appointment. Details pertaining to Mr. Ramesh D. Khichadia required to be provided pursuant to the Listing Agreement read with SEBI (LODR) Regulations 2015 are furnished in the statement on corporate governance.

19. In pursuance of Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 and 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 encashed their Dividend warrants including Interim Dividend, if any, are requested to make their claims without any delay.-N.A.

20. 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.

Information on Directors Appointment/Re-appointment

Mr. RAMESH D. KHICHADIA, retire by rotation at the ensuing Annual General Meeting. He being eligible, offer himself for reappointment.

Name of Director	RAMESH D. KHICHADIA
Date of Birth	01/06/1968
Date of Appointment	5th April, 2010
Qualification	B. Tech (Agri. Engg.)
Expertise in specific functional areas	Planning & management
List of Companies in which directorship is held as on *	Captain Polyplast Ltd
Chairman / Member of the committee of our company	Chairman of Audit Committee
Chairman / Member of the committee of other companies	Member in Audit Committee of Captain Polyplast Ltd

* only public limited companies are considered

DIRECTORS' REPORT

Dear Member,

Your Directors have pleasure in presenting the 8th Annual Report along with the audited statements of accounts of your Company for the financial year ended 31st March, 2017.

Financial Results

The working results of the company for the year ended 31-03-2017 stands as under:

(Rs. In Lacs)

Particulars	Year Ended on 31.03.2017	Year Ended on 31.03.2016
Total Revenue	5357.01	5385.33
Profit before finance costs, Depreciation, Extraordinary items & Tax	334.93	398.98
Less: Finance Costs	202.39	278.61
Less: Depreciation and Amortization	85.89	70.56
Add: Extra ordinarily Items	0.00	0.00
Profit Before Tax (PBT)	46.65	49.81
Provision for Tax (Differed Tax)	(14.29)	3.10
Profit after Tax	32.37	52.91
Balance brought forward from previous year	11.94	(40.97)
Profit available for appropriation	44.30	11.94
Appropriation : Issue of Bonus Shares	-	-
Adjustment Relating to Carrying amount of Assets	-	-
Balance Carried to Balance Sheet	44.30	11.94
Paid-up Capital	415.86	415.86
Reserve and Surplus	549.27	516.91

Financial Highlights

During the year under review company has total revenue of Rs. 5358.01 lacs as against the previous year turnover of Rs. 5385.33 lacs being almost at par in comparison with the previous year. Profit before tax fall by 6.34% as compare to previous year. The net profit after tax of the company decreased by 38.82% with compared to previous year. The fall in PAT is mainly due to deferred tax provision on account of timing differences arising between depreciation and carry forward losses as per books and as per income tax provision. However, the company is still striving for better performances in coming future and is hopeful to achieve better results.

Operational Highlights

The operations are exhaustively discussed in 'Management Discussion and Analysis' forming part of the annual report.

Dividend

In view of requirement of financial resources and considering the future requirements of funds, your Directors are unable to recommend any Dividend for the year ended 31st March 2017.

Deposits

The Company has not accepted any fixed deposits during the year to which the provisions of Section 73 of the Companies Act, 2013 are applicable.

Board of Directors and Key Managerial Personnel

Mr. Ramesh D. Khichadia, retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board recommends his appointment.

Mr. Gopal Devrajibhai Khichadia Managing Director, Kantilal M. Gedia (Whole Time Director), Mr. Chandrakant Gadhiya Chief Financial Officer and Mr. Jeetkumar Raychura company Secretary are the Whole-time Key Managerial Personnel of the Company.

The Board has considered the declarations given by independent directors under sub-section(6) of Section 149 and the company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director. The Board has further evaluated its own performance and that of its committees and individual directors. None of the Directors is disqualified under Section 164 of the Companies Act, 2013.

Meetings Of The Board Of Directors

During the current financial year, the Board of Directors of the Company duly met 12 times. Proper notices were given and the proceedings were properly recorded and signed in the Minutes Book as required by the Articles of Association of the Company and the Act.

Directors' Responsibility Statement

Pursuant to the requirement of Section 134 (3) and (5) of the Companies Act, 2013, your Directors confirm that:-

- (a) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and that there are no material departures;
- (b) Selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit of the Company for that year;
- (c) Taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- (d) Prepared the Annual Accounts on a going concern basis;
- (e) Had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (f) Devised proper systems to ensure compliance with the provisions of all applicable laws and those such systems were adequate and operating effectively;

Auditors

M/S SVK & ASSOCIATES, Chartered Accountants, Ahmedabad were appointed as Statutory Auditors of the Company up to the conclusion of the 11th Annual General Meeting of the company (Subject to ratification of appointment by the shareholders at every AGM held after this AGM).

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.

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 2016-17 hence; no such audit has been carried out during the year.

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.

Listing and Dematerialization

The equity shares of the Company are listed on the SME Platform of Bombay Stock Exchange Ltd (BSE). The shareholder can avail the facility provided by NSDL and CDSL to demat their shares. Shareholders are requested to convert their holdings to dematerialized form to derive the benefits of holding the shares in electronic form. (Currently all the shares are in demat form)

Extract of Annual Return

The details regarding extract of Annual Return in Form No: MGT-9 pursuant to Section 92 of Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is annexed herewith as **Annexure - B**.

Related Party Transactions

There were no materially significant related party transactions which could have had a potential conflict with the interests of the Company. Transactions with related parties are in the ordinary course of business on arm's length and are periodically placed before the Audit Committee and Board for its approvals and the particulars of contracts entered during the year, in Form AOC-2 is enclosed as **Annexure - C**.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the Listing Agreement. This Policy was considered and approved by the Board has been uploaded on the website of the Company.

Conservation of Energy, Technology Absorption, Foreign Exchange Inflow & Outflow

Company's plants are running with electricity which are supplied by the Paschim Gujarat Vij Company Limited. The plants are periodically checked as a measure of periodical maintenance to minimal break down and energy conservation. However company's production facilities do not offer much scope for energy conservation.

The information required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, regarding Conservation of Energy, Technology Absorption, Foreign Exchange Inflow and Outflow are given in **Annexure - D** to this report.

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 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