

Date: 21/09/2017

To,

Department of Corporate Services
BSE Limited,
PhirozeJeejeebhoyTowers
Dalal Street
Mumbai-400 001

Ref: Captain Polyplast Limited [Scrip Code: 536974/Scrip ID:CPL]


Sub: submission of annual report copy and outcome of AGM

Dear Sir/Madam,

This is to inform you that our Annual General meeting held on 21.09.2017 inter-alia, has completed and we are sending –

1. Annual report of company for f.y.2016-17
2. Outcome of AGM held on 21.09.2017 (along with combined report of voting done)
3. Scrutinizer report (for e-voting & poll)

For, Captain Polyplast Limited


Ramesh Khichadia
Managing Director





step to green future



Ultimate Solution For Micro Irrigation



20th **ANNUAL** R E P O R T
2016-17

Contents

| | |
|---|--------------------|
| Corporate Information | 01 |
| Notice | 03 |
| Directors' Report | 09 |
| Corporate Governance Report | 29 |
| Management Discussion & Analysis | 38 |
| Financial Highlight | 45 & 82 |

Corporate

Information

BOARD OF DIRECTORS

Ramesh D. Khichadia
Chairman and Managing Director

Ashok K. Patel
Whole Time Director

Gopal D. Khichadia
Director

INDEPENDENT DIRECTORS

Harshadray L. Patel

Dhanjibhai R. Padmani

Anjana P. Paghadar

CHIEF FINANCIAL OFFICER

Kaushik V. Mori

COMPANY SECRETARY & COMPLIANCE OFFICER

Khyati S. Mehta

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

State Bank Of India
Commerical Branch
Kalawad Road
Rajkot – 360001

REGISTERED OFFICE

Captain Polyplast Ltd.
UL25, Royal Complex
Bhutkhana Chowk,
Dhebar Road,
Rajkot – 360001
E-mail : account@captainpolyplast.in
Website: www.captainpolyplast.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 Polyplast Ltd.

Survey No. 267,
Plot No. 10-A, 10-B & 11,
N.H. 8-B, Shapar-Veraval
Rajkot – 360024 (Gujarat)

AUDIT COMMITTEE

Harshadray L. Patel

Chairman

Ramesh D. Khichadia

Member

Anjana Paghadhar

Member

NOMINATION & REMUNERATION COMMITTEE

Dhanji R. Padmani

Chairman

Harshadray L. Patel

Member

Anjana Paghadhar

Member

TWENTIETH ANNUAL GENERAL MEETING

Captain Polyplast Ltd. (Polymer Division)

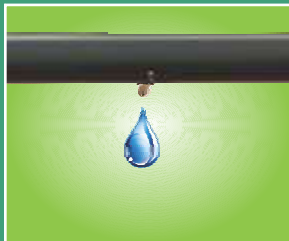
Venue : Survey No. 257, Plot No. 16,
N.H. 27, SHAPAR (Veraval)
Dist. Rajkot – 360024 (Gujarat)
Date : 21/09/2017
Time : 11:00 a.m

Drip Irrigation System

Sprinkler Irrigation System

Mini Sprinkler Irrigation System

Green House & Shade Net House



Irrigation Systems

NOTICE

NOTICE is hereby given that the 20TH Annual General Meeting of the members of **Captain Polyplast Limited** will be held on Thursday, 21st September, 2017 at **Captain Polyplast Limited - Polymer Division, 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, 2017, the Reports of the Directors and Auditors thereon.**
2. **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 Five years from last 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.

3. **To confirm the payment of Interim Dividend of Rs. 0.20/- per equity share:**

The Directors at their meeting held on November, 12, 2016 had approved payment of interim dividend of Rs 0.20/- per share (2%) of face value absorbing a sum of Rs.20,15,152/- and the said interim 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 December, 2 2016 as declared by board for the payment of interim dividend by the Company and the same was paid on December, 5 2016.

4. **To declare a Final Dividend of Rs. 0.20/- 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. 0.20/- 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 15th September 2017.”

“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.”

5. **To re-appoint Director Mr. Gopal 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 of the Companies Act 1956, 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 Khichadia (DIN: 00127947), Director of the Company be and is hereby Re-appointed as Director of the Company.”

B) SPECIAL BUSINESS:

1. To Enhance The Borrowing Limits Of The Board Of The Directors Of The Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution, as a 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 Company 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. 100 Crores (Rupees One 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 authorised 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 fulfill all such formalities and to do all such acts as may be required in relation to the aforesaid resolution.”

By Order of the Board

Date : 25/08/2017
Place : Rajkot

For, Captain Polyplast Limited

Khyati Mehta
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 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.
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. Interim Dividend for the year 2016-2017 of Rs. 0.20/- on per equity share of Rs. 10/- each (2 %) was declared on 12th November, 2016 and paid on 5th December, 2016
6. 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).
7. 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.
8. 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.
9. Members and Proxies attending the meeting are requested to bring the annual report to the meeting as extra copies will not be distributed.
10. 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 INE536P01013.
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 2016-17 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 20th 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 18/09/2017 (9:00 am) and ends on 20/09/2017 (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 15/09/2017 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:

a. In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

(i) Open email and open PDF file viz; "CAPTAIN POLYPLAST remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.cdsi.com/>

(iii) Click on "Shareholder – Login"

(iv) Put user ID and password as initial password/PIN noted in step (i) above Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "R EVEN" (Remote E-Voting Event Number) of Captain Polyplast Limited

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ksdudhatra@yahoo.com with a copy marked to evoting@cdsl.co.in

b. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

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 15/09/2017.

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. 15/09/2017, 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 for 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 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 D. Khichadia retires by rotation and seek re-appointment. Details pertaining to Mr. Gopal 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.

21. 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 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.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1 To Enhance The Borrowing Limits of The Board of The 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. 100 Crores (Rupees One 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

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

| | |
|---|---|
| Name of Director | Shri Gopalbhai D. Khichadia |
| Date of Birth | 15 th January, 1975 |
| Date of Appointment | 27 th March , 1997 |
| Qualification | 9 th pass |
| Expertise in specific functional areas | Marketing |
| List of Companies in which directorship is held as on 31.03.2017* | Captain Pipes Ltd. |
| Chairman / Member of the committee of other companies | Member of investor grievances committee of Captain Pipes Ltd. |

* Only public limited companies are considered

DIRECTORS' REPORT

Dear Member,

Your Directors have pleasure in presenting the 20th 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:

| Particulars | (Rs. In Lacs) | |
|--|--------------------------|--------------------------|
| | Year ended 31/03/2017 | Year ended 31/03/2016 |
| Gross Turnover | 11478.02 | 11910.69 |
| Profit before finance costs, Depreciation, Extraordinary items & Tax | 1600.23 | 1490.65 |
| Less: Finance Costs | 633.58 | 657.70 |
| Less: Depreciation and Amortization | 212.71 | 260.06 |
| Profit Before Tax (PBT) | 753.94 | 572.88 |
| Provision for Tax | 262.47 | 187.87 |
| Profit after Tax | 491.47 | 385.02 |
| Balance brought forward from previous year | 1288.02 | 951.51 |
| Provision for interim Dividend & Corporate Dividend Tax | (25.25) | - |
| Profit available for appropriation | 1755.23 | 1288.02 |
| Adjustment Relating to Carrying amount of Assets | - | - |
| Balance Carried to Balance Sheet | 1755.23 | 1288.02 |
| Paid-up Capital | 1007.58 | 1007.58 |
| Reserve and Surplus (including Security Premium, profit from P & I Acc & general reserve) | 1911.86 | 1444.65 |

Financial Highlights

During the year under review company has recorded turnover of Rs.11478.02 lacs as against the previous year turnover of Rs.11910.69 lacs which show 3.63 % decrease in comparison with the previous year. Some government announcements and changes in rules somehow affect our turnover for the F.Y. 2016-17. Profit before tax rose to all most 31.61 % as compared to previous year.

Dividend

The Directors at their meeting held on November, 12, 2016 had approved payment of interim dividend of Rs 0.20/- per share (2%) of face value absorbing a sum of Rs.20,15,152/- and the said interim dividend be and is hereby approved and paid on December, 5 2016.

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. Rameshbhai D. Khichadia- Chairman & managing director, Mr. Ashok Patel - Whole Time Director, Mr. Kaushik Mori- Chief Financial Officer and CS. Khyati Mehta - Company Secretary & Compliance Officer, 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

Sixteen Meetings of the board of Directors were held during the year. For details of the meetings of the board, please refer to the Report on Corporate Governance which forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. 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 that such systems were adequate and operating effectively;

Auditors

M/s SVK & ASSOCIATES, Chartered Accountants, Ahmedabad (Firm Registration No 118564W) were appointed as auditor of the company by the shareholders at the 19th Annual General Meeting to hold office until the conclusion of the Five years from last Annual General Meeting subject to ratification by shareholders at each Annual General Meeting. 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.

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 applicable to our Company for the financial year 2016 -17. Hence, such audit has been carried out during the year.

Secretarial Audit Report

Mr. Kishor Dudhatra - 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 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.. The Company has installed the Wind Turbine and during the year total 1241.427 Mwh. was generated. Company has obtained credit of these units against its electricity consumption at its factory. 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. As a good Corporate Governance Practice the Company has generally complied with the Corporate Governance requirements and a report on Corporate Governance is annexed as Annexure - E and forms part of this Report. As required under SEBI (LODR) Regulations 2015 the Management Discussion and Analysis Report is annexed as Annexure - F and forms part of this Report.

Personnel

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

Corporate Social Responsibility (CSR)

The Annual Report on Corporate Social Responsibility activities is annexed herewith as "Annexure -H". Information on the composition of the Corporate Social Responsibility (CSR) Committee is provided in the Report on Corporate Governance that forms part of this Annual Report.

Vigil Mechanism

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company.

Particulars of Loans, Guarantees or Investments

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

Adequacy of Internal Financial Controls with reference to the Financial Statements

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

Material Changes and Commitments

No material changes and commitments, affecting the financial position of the Company has been occurred between the end of the financial year 2016-17 and till the date of this report.

Statutory Orders

No significant and material orders were passed by Courts, Tribunals and other Regulatory Authorities affecting the going concern status of the Company's operations.

Unclaimed Dividend

There is no balance lying in unpaid equity dividend account.

Insurance

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

Disclosure under the Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has not received any complaint under this policy during the year 2016-2017.

Acknowledgement

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

Registered Office:
UL25, Royal Complex,
Bhutkhana Chowk,
Dhebar Road, Rajkot.

For and on behalf of the Board
By order of the Board

Sd/-
Managing Director

Sd/-
Whole Time Director

Date : 29.05.2017
Place : Rajkot

Ramesh D. Khichadia

Ashok K. Patel

ANNEXURE- A

Form No: MR 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Captain Polyplast Limited

CIN : L25209GJ1997PLC031985
UL25, Royal Complex,
Bhutkhana Chowk, Dhebar Road
Rajkot-360002.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under;
- ii. The Securities Contracts and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

B-314, Gopal Palace, Nr. Shriamani Complex, Opp. Ocean Park,
Shivranjani Nehru Nagar Road, Ahmedabad-380 015.
Phone : 079-40041451, Mobile : 98250 12960.
Email : ksdudhatra@yahoo.com

Branch Office : 343, Royal Complex, Dhebarthal Road,
Bhutkhana Chowk, RAJKOT-360 002.
Phone : 2228946, 3054817 Fax : 3046297.
E-mail : csksooffice@gmail.com

v. The following Regulations & Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & 2015.
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. Not applicable as the Company has not issued any debt securities;
- e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f. The Securities and Exchange Board of India (Depositories And Participants) Regulations, 1996
- g. Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
- h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review.
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- j. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted /propose to delist its equity shares from any stock exchange during the financial year under review;
- k. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the Company has not bought back / propose to buyback any of its securities during the financial year under review.

VI The Listing Agreement entered into by the Company is with Bombay Stock Exchange .

VII Secretarial Standards issued by The Institute of Company Secretaries of India. (ICSI)

VIII In respect of other laws specifically applicable to the Company, we have relied on information/ records produced by the Company during the course of our audit and the reporting is limited to that extent.

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

We further report that: -

- The status of the Company during the financial year has been that of a Listed Public Company. The Company has not been a holding or subsidiary of another company.
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

B-314, Gopal Palace, Nr. Shriomani Complex, Opp. Ocean Park,
Shivranjan Nehruragar Road, Ahmedabad-380 015.
Phone : 079-40041451, Mobile : 98250-12960,
E-mail : kishordudhatra@yahoo.com

Branch Office : 343, Royal Complex, Dhebarthal Road,
Bhuthana Chowk, RAJKOT-360 002.
Phone : 2226946, 3054817 Fax : 3046997,
E-mail : cskdooffice@gmail.com

- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

- As informed, the Company has responded to notices for demands, claims, penalties etc levied by various statutory / regulatory authorities and initiated actions for corrective measures, wherever necessary.

- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel.

- The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/debenture holdings and directorships in other companies and interests in other entities.

- The Company has not advanced loans, given guarantees and provided securities to directors and/or persons or firms or companies in which directors were interested.

- The amount borrowed by the Company from its directors, members, bank(s)/ financial institution(s) and others were within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with applicable laws.

- The Company has not defaulted in the repayment of unsecured loans, facilities granted by bank(s)/financial institution(s) or non-banking financial companies. The Company has not issued Debentures / collected Public Deposits.

- The Company has created /modified or satisfied charges on the assets of the Company and complied with the applicable provisions of Companies Act 2013 and other Laws.

- All registrations under the various States and Local Laws as applicable to the Company are valid.

- The Company has issued and allotted the securities (in form of bonus) during the period under scrutiny.

- The Company has declared and paid dividends to its shareholders during the period under scrutiny and complied with the provisions of the Act.

- The Company has;
 - a. no unpaid dividends,
 - b. not issued debentures and
 - c. not accepted fixed deposits

B-314, Gopal Palace, Nr. Shriomani Complex, Opp. Ocean Park,
Shivranjan Nehruragar Road, Ahmedabad-380 015.
Phone: 079-40041451, Mobile : 98250-12960,
Email : ksdudhatra@yahoo.com

Branch Office : 343, Royal Complex, Dhebarthal Road,
Bhushana Chowk, RAJKOT-360 002.
Phone : 2226948, 3054817 Fax : 3046997,
E-mail : cskdooffice@gmail.com



- The Company has paid all statutory dues and satisfactory arrangements have been made for arrears of any such dues.
- The Company being a listed entity has complied with the provisions of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Company has provided a list of statutes in addition to the laws as mentioned above and it has been observed that there are proper systems in place to ensure compliance of all laws applicable to the company.
- We further report that during the audit period, there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above except change of Registrar & Share Transfer Agent of company.

Date : 29.05.2017
Place : Ahmedabad

KISHOR DUDHATRA
COMPANY SECRETARIES

Sd/-
Proprietor
M. No. FCS 7236

B-514, Gopal Palace, Nr. Shriamani Complex, Opp. Ocean Park,
Shivranjani Nehrunagar Road, Ahmedabad-380 015.
Phone: 079-40041451, Mobile : 98250-12960,
Email : kishordudhatra@yahoo.com

Branch Office : 343, Royal Complex, Dhebarhai Road,
Bhukhama Chowk, RAJKOT-360 002.
Phone : 2226946; 3054817 Fax : 3046997,
E-mail : csksooffice@gmail.com



‘Annexure’

To
The Members
M/s. CAPTAIN POLYPLAST LIMITED

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

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

Date : 29.05.2017
Place : Ahmedabad

KISHOR DUDHATRA
COMPANY SECRETARIES

Proprietor
M. No. FCS 7236

B-314, Gopal Palace, Nr. Shriomani Complex, Opp. Ocean Park,
Shivranjan Nohurnagar Road, Ahmedabad-380 015.
Phone: 079-40041451, Mobile : 98250-12990,
Email : ksdudhatra@yahoo.com

Branch Office : 343, Royal Complex, Dhebarthal Road,
Bhupkham Chowk, RAJKOT-360 002.
Phone : 2226946, 3054817 Fax : 3046997,
E-mail : cskdooffice@gmail.com

ANNEXURE - B.

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the
Company (Management & Administration) Rules, 2014.

A) REGISTRATION & OTHER DETAILS:

| | | |
|----|--|---|
| 1. | CIN | L25209GJ1997PLC031985 |
| 2. | Registration Date | 27/03/1997 |
| 3. | Name of the Company | Captain Polyplast Limited |
| 4. | Category/Sub-category of the Company | Public Company |
| 5. | Address of the Registered office & contact details | UL25, Royal Complex, Bhutkhana Chowk, Dhebar Road, Rajkot Contact Details: +91-2827-253006/252056. |
| 6. | Whether listed company | YES |
| 7. | Registrar & Transfer Agent | BIGSHARE SERVICES PRIVATE LIMITED E/2-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East) Mumbai – 400072. Ph : 022 - 4043 0200, Fax : 022 - 2847 5207, www.bigshareonline.com E-mail : jibu@bigshareonline.com |

I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

| S. No. | Name and Description of main products /services | NIC Code of the Product/service | % to total turnover of the company |
|--------|---|---------------------------------|------------------------------------|
| 1 | MICRO IRRIGATION SYSTEMS | 25209 | 100 |

II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

| S. No. | Name and Address of the company | CIN/GLN | Holding/Subsidiary/ Associate | % Of Shares Held | Applicable Sections |
|--------|---------------------------------|-----------------------|-------------------------------|------------------|---------------------|
| 1 | Captain Pipes Limited | L25191GJ2010PLC059094 | Associate | 29.59 | Sec. 2(6) |

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Shareholding

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-March-2016] | | | | No. of Shares held at the end of the year [As on 31-March-2017] | | | | % Change during the year |
|--|---|-------------|----------------|-------------------|---|-------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 6063724 | 0.00 | 6063724 | 60.18 | 6074211 | 0.00 | 6074211 | 60.29 | 0.11 |
| b) Central Govt | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| c) State Govt(s) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| d) Bodies Corp. | 1433531 | 0.00 | 1433531 | 14.23 | 1433531 | 0.00 | 1433531 | 14.23 | 0.00 |
| e) Banks /FI | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| f) Any other | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| Total shareholding of Promoter(A) | 7497255 | 0.00 | 7497255 | 74.41 | 7507742 | 0.00 | 7507742 | 74.51 | 0.11 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| b) Banks /FI | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| c) Central Govt | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| d) State Govt (s) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| e) Venture Capital Funds | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| f) Insurance Companies | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| g) FIIs | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| h) Foreign Venture Capital Funds | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| i) Others | | | | | | | | | |
| (Market Makers) | 48910 | 0.00 | 48910 | 0.49 | 283 | 0.00 | 283 | 0.00 | (0.49) |
| Sub-total (B)(1):- | 48910 | 0.00 | 48910 | 0.49 | 283 | 0.00 | 283 | 0.00 | (0.49) |
| 2. Non- Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 26561 | 0.00 | 26561 | 0.26 | 54130 | 0.00 | 54130 | 0.54 | 0.28 |
| ii) Overseas | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 2 lakh | 1757826 | 0.00 | 1757826 | 17.45 | 1833233 | 0.00 | 1833233 | 18.19 | 0.74 |

| | | | | | | | | | |
|--|-----------------|-------------|----------------|---------------|-----------------|-------------|-----------------|---------------|-------------|
| ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh | 745193 | 0.00 | 745193 | 7.40 | 647833 | 0.00 | 647833 | 6.43 | (0.97) |
| c) Others (specify) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| Non Resident Indians | 13 | 0.00 | 0.00 | 0.00 | 9 | 0.00 | 9 | 0.00 | - |
| Overseas Corporate Bodies | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| Foreign Nationals | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| Clearing Members | 0.00 | 0.00 | 0.00 | 0.00 | 18528 | 0.00 | 18528 | 0.18 | 0.18 |
| Trusts | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| NBFC | | | | | 14000 | 0.00 | 14000 | 0.14 | 0.14 |
| Foreign Bodies- D R | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| Sub-total (B)(2):- | 2529593 | 0.00 | 2529593 | 25.11 | 2567733 | 0.00 | 2567733 | 25.34 | 0.23 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 2578503 | 0.00 | 2578503 | 25.59 | 2568016 | 0.00 | 2568016 | 25.34 | (0.25) |
| C. Shares held by Custodian for GDRs & ADRs | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| Grand Total (A+B+C) | 10075758 | 0.00 | 0.00 | 100.00 | 10075758 | 0.00 | 10075758 | 100.00 | - |

B) Shareholding of Promoter-

| SN | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|----|-----------------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|---|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | |
| 1 | Gopal D. Khichadia | 1545817 | 15.34 | -- | 1545817 | 15.34 | -- | -- |
| 2 | Rameshbhai D. Khichadia | 1855642 | 18.42 | -- | 1855642 | 18.42 | -- | -- |
| 3 | Sangeetaben R. Khichadia | 602100 | 5.98 | -- | 609443 | 6.05 | -- | 0.07 |
| 4 | Kanji M. Pansuriya | 505912 | 5.02 | -- | 505912 | 5.02 | -- | -- |
| 5 | Ritesh R. Khichadia | 401962 | 3.99 | -- | 405106 | 4.02 | -- | 0.03 |
| 6 | Kantilal M. Gediya | 319072 | 3.17 | -- | 319072 | 3.17 | -- | -- |
| 7 | Rameshbhai D. Khichadia HUF | 279450 | 2.77 | -- | 279450 | 2.77 | -- | -- |
| 8 | Ratilal M. Pansuriya | 103950 | 1.03 | -- | 103950 | 1.03 | -- | -- |
| 9 | Lilavantiben K. Gediya | 100575 | 1.00 | -- | 100575 | 1.00 | -- | -- |
| 10 | Jayantilal M. Pansuriya | 96525 | 0.96 | -- | 96525 | 0.96 | -- | -- |
| 11 | Bhavesh K. Gediya | 71077 | 0.71 | -- | 71077 | 0.71 | -- | -- |
| 12 | Gopalbhai D. Khichadia HUF | 70875 | 0.70 | -- | 70875 | 0.70 | -- | -- |
| 13 | Rashmitaben G. Khichadia | 64125 | 0.64 | -- | 64125 | 0.64 | -- | -- |
| 14 | Rakesh J. Pansuriya | 43200 | 0.43 | -- | 43200 | 0.43 | -- | -- |

| | | | | | | | | |
|----|---------------------------------|----------------|--------------|-----------|----------------|--------------|-----------|----|
| 15 | Ashokbhai K. Patel | 3442 | 0.03 | -- | 3442 | 0.03 | -- | -- |
| 16 | Captain Pipes Limited | 1093500 | 10.85 | -- | 1093500 | 10.85 | -- | -- |
| 17 | Captain Plastic Private Limited | 340031 | 3.37 | -- | 340031 | 3.37 | -- | -- |
| | TOTAL | 7497255 | 74.41 | -- | 7507742 | 74.51 | -- | |

C) Change in Promoters' Shareholding (please specify, if there is no change)

| Sr. No. | NAME OF PROMOTER | Shareholding at the beginning of the year 01.04.2016 | | | | | Shareholding at the end of the year 31.03.2017 | |
|---------|---------------------------------|--|----------------------------------|------|-------------------------------------|----------|--|----------------------------------|
| | | No. of Shares | % of total Shares of the company | Date | Increase/ Decrease In Share holding | Reason | No. of Shares | % of total Shares of the company |
| 1 | Gopal D. Khichadia | 1545817 | 15.34 | -- | -- | -- | 1545817 | 15.34 |
| 2 | Rameshbhai D. Khichadia | 1855642 | 18.42 | -- | -- | -- | 1855642 | 18.42 |
| 3 | Sangeetaben R. Khichadia | 602100 | 5.98 | -- | 7343 | Purchase | 609443 | 6.05 |
| 4 | Kanji M. Pansuria | 505912 | 5.02 | -- | -- | -- | 505912 | 5.02 |
| 5 | Ritesh R. Khichadia | 401962 | 3.99 | -- | 3144 | Purchase | 405106 | 4.02 |
| 6 | Kantilal M. Gediya | 319072 | 3.17 | -- | -- | -- | 319072 | 3.17 |
| 7 | Rameshbhai D. Khichadia HUF | 279450 | 2.77 | -- | -- | -- | 279450 | 2.77 |
| 8 | Ratilal M. Pansuriya | 103950 | 1.03 | -- | -- | -- | 103950 | 1.03 |
| 9 | Lilavantiben K. Gediya | 100575 | 1.00 | -- | -- | -- | 100575 | 1.00 |
| 10 | Jayantilal M. Pansuriya | 96525 | 0.96 | -- | -- | -- | 96525 | 0.96 |
| 11 | Bhavesh K. Gediya | 71077 | 0.71 | -- | -- | -- | 71077 | 0.71 |
| 12 | Gopalbhai D. Khichadia HUF | 70875 | 0.70 | -- | -- | -- | 70875 | 0.70 |
| 13 | Rashmitaben G. Khichadia | 64125 | 0.64 | -- | -- | -- | 64125 | 0.64 |
| 14 | Rakesh J. Pansuriya | 43200 | 0.43 | -- | -- | -- | 43200 | 0.43 |
| 15 | Ashokbhai K. Patel | 3442 | 0.03 | -- | -- | -- | 3442 | 0.03 |
| 16 | Captain Pipes Limited | 1093500 | 10.85 | -- | -- | -- | 1093500 | 10.85 |
| 17 | Captain Plastic Private Limited | 340031 | 3.37 | -- | -- | -- | 340031 | 3.37 |

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

| Sr. No. | Name | No. of Shares | % of total Shares of the company |
|---------|--------------------------|---------------|----------------------------------|
| 1 | Mavjibhai R. Chanchpara | 216000 | 2.1438 |
| 2 | Sanjaybhai N. Gajera | 191700 | 1.9026 |
| 3 | Pratik Jain | 50000 | 0.4962 |
| 4 | Parasbhai M. Movaliya | 48600 | 0.4823 |
| 5 | Radhaben M. Chanchpara | 38600 | 0.3831 |
| 6 | Manishaben V. Vaghasiya | 35433 | 0.3517 |
| 7 | Bharatbhai B. Pansuria | 24300 | 0.2412 |
| 8 | Bhavesh B. Baldha | 21600 | 0.2144 |
| 9 | Arvindbhai S. Kachhadiya | 21600 | 0.2144 |
| 10 | Rajesh B. Renpara | 19880 | 0.1973 |

E) Shareholding of Directors and Key Managerial Personnel:

| Sr. No | Name of the Share Holder | Reason | Date | Shareholding at the beginning of the year 01-04-2016 | | Cumulative Shareholding end of the year 31-03-2017 | |
|--------|---------------------------------|-----------------------|------------------------------|--|----------------------------------|--|----------------------------------|
| | | | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1 | Gopal Devrajbhai Khichadia | No any other changes. | At the beginning of the year | 1545817 | 15.34 | - | - |
| | | | At the end of the year | - | - | 1545817 | 15.34 |
| 2 | Rameshbhai Devrajbhai Khichadia | | At the beginning of the year | 1855642 | 18.42 | - | - |
| | | | At the end of the year | - | - | 1855642 | 18.42 |
| 3 | Ashokbhai Kanjibhai Patel | | At the beginning of the year | 3442 | 0.03 | - | - |
| | | | At the end of the year | - | - | 3442 | 0.03 |
| 4 | Harshadray Lalchand Patel | | At the beginning of the year | 5400 | 0.0536 | - | - |
| | | | At the end of the year | - | - | 5400 | 0.0536 |
| 5 | Dhanjibhai Ranchhodbhai Padmani | | At the beginning of the year | -- | -- | -- | -- |
| | | | At the end of the year | -- | -- | -- | -- |
| 6 | Anjana Pravinbhai Paghadar | | At the beginning of the year | -- | -- | -- | -- |
| | | | At the end of the year | -- | -- | -- | -- |
| 7 | Khyati Sunil Mehta | | At the beginning of the year | 100 | -- | -- | -- |
| | | | At the end of the year | -- | -- | -- | -- |
| 8 | Kaushikbhai Vashrambhai Mori | | At the beginning of the year | 5400 | 0.0536 | -- | -- |
| | | | At the end of the year | -- | -- | 5400 | 0.0536 |

V) INDEBTEDNESS – Indebtedness of the company including interest outstanding/accrued but not due for payment.
(Rs. In Lacs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|-------------------------------------|--------------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 2344.88 | 176.42 | 0 | 2521.30 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 23.71 | 0 | 0 | 23.71 |
| Total(i + ii+ iii) | 2368.59 | 176.42 | 0 | 2545.01 |
| Change in Indebtedness during the financial year | | | | |
| *Addition | 166.68 | 47.86 | 0 | 214.54 |
| * Reduction | (273.46) | (108.61) | 0 | (382.07) |
| Net Change | (106.79) | (60.75) | 0 | (167.53) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 2240.08 | 115.00 | 0 | 2355.08 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 21.72 | 0.67 | 0 | 22.39 |
| Total (i+ ii +iii) | 2261.80 | 115.67 | 0 | 2377.47 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIALPERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| SN. | Particulars of Remuneration | Name of MD/WTD/Manager | | Total |
|-----|---|-----------------------------|-------------------------|------------|
| | | Ramesh D. Khichadia(MD) | Ashok K. Patel (WTD) | |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 3090844 | 346670 | 3437514 |
| | (b) Value of perquisites u/s17(2) Income-tax Act, 1961 | 0 | 0 | 0 |
| | (c) Profits in lieu of salaryunder section 17(3) Income- tax Act, 1961 | 0 | 0 | 0 |
| 2 | Stock Option | 0 | 0 | 0 |
| 3 | Sweat Equity | 0 | 0 | 0 |
| 4 | Commission as % of profit other, specify... | 0 | 0 | 0 |
| 5 | Others, please specify | 0 | 0 | 0 |
| | Total(A) | 3090844 | 346670 | 3437514 |
| | Ceiling as per the Act | yes | yes | yes |

B. Remuneration to other directors

| SN. | Particulars of Remuneration | Name of Director | | | Total Amount |
|-----|--|--------------------|---------------------|----------------|--------------|
| | | Dhanjibhai Padmani | Harshadray L. Patel | Anjana Pagdhar | |
| 1 | Independent Directors | | | | |
| | Fee for attending board committee meetings | 14000 | 14000 | 14000 | 42000 |
| | Commission | 0 | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 | 0 |
| | Total (1) | 14000 | 14000 | 14000 | 42000 |
| 2 | Other Non-Executive Directors | | | | |
| | Fee for attending board committee meetings | 0 | 0 | 0 | 0 |
| | Commission | 0 | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 | 0 |
| | Total (2) | 0 | 0 | 0 | 0 |
| | Total(B)=(1+2) | 14000 | 14000 | 14000 | 42000 |
| | Total Managerial Remuneration | | | | |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| SN | Particulars of Remuneration | Key Managerial Personnel | | | |
|----|---|--------------------------|--------|--------|---------|
| | | CEO | CS | CFO | Total |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 0 | 187500 | 852074 | 1039574 |
| | (b) Value of perquisites u/s 17(2) Income- tax Act, 1961 | 0 | 0 | 0 | 0 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 0 | 0 | 0 | 0 |
| 2 | Stock Option | 0 | 0 | 0 | 0 |
| 3 | Sweat Equity | 0 | 0 | 0 | 0 |
| 4 | Commission | | | | |
| | - as % of profit | 0 | 0 | 0 | 0 |
| | Others specify... | 0 | 0 | 0 | 0 |
| 5 | Others, please specify | 0 | 0 | 0 | 0 |
| | Total | 0 | 187500 | 852074 | 1039574 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

| Type | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD /NCLT/ COURT] | Appeal made, if any(give Details) |
|-------------------------------------|------------------------------|-------------------|--|------------------------------|-----------------------------------|
| A.COMPANY | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B.DIRECTORS | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

Annexure – C

FORM NO. AOC - 2

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

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

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

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

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

| SL. No. | Particulars | Details |
|---------|---|---|
| 1 | Name (s) of the related party & nature of relationship | 1. Captain Pipes Ltd.- Associate 2. Capital Polymers – Related Party 3. Capital Polyplast (Guj) Pvt. Ltd. - Related Party |
| | Nature of contracts/arrangements/transaction | 1. Captain Pipes Ltd. : Purchase of PVC Pipes & Fittings and sale of PVC Regn. 2. Capital Polymers : Purchase of Sprinkler & Drip Fitting items During the year. |
| | Duration of the contracts/arrangements/transaction | No formal contract or arrangement is made with related party and transactions are made during the year. |
| | Salient terms of the contracts or arrangements or transaction including the value, if any | No formal contract or arrangement are made with related party. Value of transactions : 1. Purchases from & Sale to Captain Pipes Ltd : Purchases Rs. 105103277/- Sale Rs. 47389966/- 2. Purchases from Capital Polymers : Purchases Rs. 19300412/- 3. Sale to Capital Polyplast (Guj) Pvt. Ltd. : Sale Rs. 341643/- |
| | Date of approval by the Board | 2 nd April, 2016 |
| | Amount paid as advances, if any | Nil- |

Annexure – D

Conservation of Energy

| A. | Particulars | 2016-17 | 2015-16 |
|-----------|--|----------|----------|
| | Power and Fuel Consumption | | |
| | 1. Electricity | | |
| | (a) Purchase | | |
| | Total units (in lacs kw) | 23.74 | 25.73 |
| | Total Amount (in lacs Rs.) | 190.89 | 204.15 |
| | Rate/unit (in Rs.) | 8.04 | 7.93 |
| | (b) Own Generation | | |
| | Wind mill (units in lacs) (Credit was given in Electric Bill of RS. 77.69675 lacs and RS. 80.31 lacs in 2016-2017 and in 2015-2016 respectively) | 1294.666 | 1241.427 |
| | 2. Diesel | Nil | Nil |
| | 3. Furnace Oil | Nil | Nil |
| | 4. Others | Nil | Nil |
| B. | Consumption per unit of production | | |
| | Production of Micro Irrigation Pipes & Fittings (Kgs.) | 3798911 | 2525420 |
| C. | Technology absorption The Company's Plant is running satisfactorily. No other technology is involved in company's facilities other than wind power generation. | | |
| D. | Foreign exchange inflow/outflow | | |
| | Foreign Exchange inflow (Rs. In lacs) | 0 | 0 |
| | Foreign Exchange Outflow (Rs. In lacs) | 461.11 | 14 |

Annexure – E

CORPORATE GOVERNANCE REPORT

Your Company is generally complying with the requirements of the Corporate Governance Practices. A report on the implementation of the Corporate Governance provisions by your Company is furnished below:-

Company's Philosophy on Corporate Governance

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

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

Board of Directors

I. Composition and Category

The Board of Company as on date of report consists of six directors one managing director, one whole time director, one director, three independent non-executive directors including woman director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. . The Composition, category and attendance of each Director at the Board and Annual General Meeting and Number of other Directorship and Chairmanship / Membership of Committee of each Director in various companies is as follows

Appointment and Tenure

The Directors of the Company are appointed by Members at the General Meetings. In accordance with the Articles of Association of the Company, all Directors, except the Managing Director, step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election. The Managing Director of the Company is appointed for a term of five years as per the requirement of the statute.

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Listing Agreement.
- The Independent Directors will serve a maximum of two terms of five years each.
- Retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013

BOARD EVALUATION

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations")

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like

preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

Board Procedure

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

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

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

II. Board Meetings, attendance, position held in committee meetings

The Board duly met 16 times during the year. Notices of the meetings with agenda along with necessary details were sent to the directors in time.

Dates of Board meetings 02.04.2016, 18.05.2016, 27.05.2016, 15.07.2016, 12.08.2016, 14.10.2016, 27.10.2016, 12.11.2016, 18.11.2016, 09.12.2016, 13.12.2016, 31.01.2017, 13.02.2017, 24.02.2017, 02.03.2017, 21.03.2017.

The names and categories of the Directors, their attendance at Board meetings and General Meeting and also position held by them in committees of other public limited companies as on 31st March 2017 are given below.

| Name of the Director | Category | Attendance particular 2016-17 | | | | |
|------------------------------|------------------------------|--|------------------------|----------|--|---|
| | | Board Meeting held During tenure of Director | Board Meeting Attended | Last AGM | No. of Directorship in other Public Ltd. Cos | Chairman/ Membership in other public limited Cos. |
| 1.Shri Ramesh D. Khichadia | Chairman & Managing Director | 16 | 16 | Y | 2 | 2 |
| 2.Shri Gopal D. Khichadia | Director | 16 | 16 | Y | 2 | 2 |
| 3.Shri Ashokbhai K. Patel | WTD | 16 | 16 | Y | - | - |
| 4. Mrs. Anjana Pagdhar | Independent | 16 | 4 | Y | - | - |
| 5.Shri Harshadray L. Patel | Independent | 16 | 4 | Y | - | - |
| 6.Shri Dhanjibhai R. Padmani | Independent | 16 | 4 | Y | - | - |

* only public limited companies are considered

Separate Independent Directors' Meetings

The Independent Directors meet at least once in a quarter, without the presence of Executive Directors or Management representatives. The Independent Directors met four times during the Financial Year ended 31st March, 2017 on 31.01.2017, 12.11.2016, 12.08.2016 and 18.05.2016 inter alia discussed:

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

In addition to these formal meetings, interactions outside the Board meetings also take place between the Chairman and Independent Directors.

Audit Committee

The Audit Committee is duly constituted in accordance with the Listing Agreement read with SEBI (LODR) Regulations 2015 and of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014. It adheres to the terms of reference which is prepared in compliance with Section 177 of the Companies Act, 2013, and SEBI (LODR) Regulations 2015. Mr. Harshadrai Lalchand Patel - Independent Director, is a Chairman of the Audit Committee, and Mrs. Anjana Pagdhar - independent director and Mr. Rameshbhai Devrajibhai Khichadia, Managing Director are members to the committee.

Committee met on 4 times during the year for perusal of financial position and un-audited quarterly result and also met for the finalization of account for the year ended on 31.03.2017 and for the review of financial position of the company. The Accounts and Financial position perused by the Audit Committee were placed before board for their consideration.

The Terms of reference of the Audit Committee are in accordance with all the items listed in Clause 52 (II)(D) and (E) of the Listing Agreement and Section 177 of the Companies Act, 2013 as follows:

- * Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- * Recommending to the Board, the appointment, re-appointment and, if required, there placement or removal of the statutory auditor and the fixation of audit fees.
- * Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors.
- * Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 1. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Section 134 Sub Section 3C of the Companies Act, 2013;
 2. Any changes in accounting policies and practices and reasons for the same;
 3. Major accounting entries involving estimates based on exercise of judgment by management;
 4. Significant adjustments made in the financial statements arising out of audit findings;
 5. Compliance with listing and other legal requirements relating to financial statements;
 6. Disclosure to any related party transactions;
 7. Qualifications in the draft audit report.
- * Reviewing with the management the half yearly financial statements before submission to the Board for approval.
- * Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- * Discussion with internal auditors any significant findings and follow up thereon;
- * Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matters to the Board;
- * Discussion with Statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- * Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- * Mandatorily Review the following information:

- a. Management Discussion and Analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the audit committee) submitted by management;
- c. Management letters / letters of internal control weaknesses issued by statutory auditors;
- d. Internal audit report relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be review by the Audit Committee.

The Audit Committee has the following powers:

- i. to investigate any activity within its terms of reference.
- ii. to seek information from any employee.
- iii. to obtain outside legal and professional advice.
- iv. to secure attendance of outsiders with relevant expertise

Attendance of the Directors at the Audit Committee Meetings held during the financial year is as under:

Attendance

| Sr. No | Name of the Members | Status | Number of attended |
|--------|-------------------------|----------|--------------------|
| 1 | Mr. Harshadrai L. Patel | Chairman | 4 |
| 2 | Mr. Anjana Pagdhar | Member | 4 |
| 3 | Mr. Ramesh D. Khichadia | Member | 4 |

Nomination and Remuneration committee:

COMPOSITION OF THE NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee is constituted in compliance with the requirements of Listing Agreement read with SEBI (LODR) Regulations 2015 and Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014. The Company Secretary acts as the Secretary to the committee and the Committee Members are independent and non executive directors namely Shri **Dhanjibhai R. Padmani** Independent Director, is a Chairman of the Remuneration Committee and Mr. Harshadrai L. Patel and Mr. Anjana Pagdhar, independent directors are members to the committee.

During the financial year 2016-17 Four meetings were held of Remuneration Committee.

| Sr No. | Name | Status | No. of meeting attended |
|--------|---------------------|------------------------|-------------------------|
| 1 | Dhanji R. Padmani | Chairman (Independent) | 4 |
| 2 | Harshadrai L. Patel | Member (Independent) | 4 |
| 3 | Anjana Pagdhar | Member (Independent) | 4 |

SHARE TRANSFER COMMITTEE /INVESTOR GRIEVANCE COMMITTEE:

The Share Transfer cum Investors'/ Shareholders' Grievance Committee comprise of three members chaired by Anjana Pagdhar, being non-executive director and Harshadrai L. Patel, independent director and Ashok K. Patel , Whole time Director are members to the committee. The Committee looks into the redressal of investors complaints such as delay in transfer of equity shares, request for transmission of shares, issue of duplicate share certificates, non receipt of declared dividends/ annual reports etc.

During the financial year 2016-17, the Share Transfer cum Investors' Grievance Committee met on 4 times

Investors' Grievance Committee comprised of the following members:

| Sr No. | Name | Status | No. of meeting attended |
|--------|---------------------|------------------------------|-------------------------|
| 1 | Anjana Pagdhar | Chairman (Independent) | 4 |
| 2 | Harshadrai L. Patel | Member (independent) | 4 |
| 3 | Ashok K. Patel | Member (whole time director) | 4 |

Registrar and Share Transfer Agent:

During the year under review M/S Bigshare Services Pvt Ltd , E/2-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka Andheri (East) Mumbai – 400072, was Registrar and Share Transfer Agent of the company.

Market Price Data:

| MONTH | HIGH | LOW | Close |
|--------|--------|--------|--------|
| Apr-16 | 69.6 | 59.1 | 64 |
| May-16 | 72 | 53.2 | 69.8 |
| Jun-16 | 86.45 | 69 | 85.4 |
| Jul-16 | 103 | 74 | 102.5 |
| Aug-16 | 152 | 95.1 | 128.35 |
| Sep-16 | 164.85 | 116.95 | 138.6 |
| Oct-16 | 163.75 | 124 | 139.15 |
| Nov-16 | 137 | 81.8 | 90.2 |
| Dec-16 | 111 | 89.15 | 106.4 |
| Jan-17 | 155.9 | 104.5 | 138.3 |
| Feb-17 | 168.9 | 137 | 142.3 |
| Mar-17 | 142 | 130 | 138.95 |

Month wise closing Price of Shares

Particulars of AGM held during last three year

| Year | Date | Time | Place of Meeting | Nos. of Special Resolutions Passed |
|---------|------------|------------|------------------|------------------------------------|
| 2015-16 | 13/08/2016 | 11:00 A.M. | Corporate Office | 2 |
| 2014-15 | 22/09/2015 | 9:30 A.M. | Corporate Office | 0 |
| 2013-14 | 15/07/2014 | 11:00 A.M. | Corporate Office | 1 |

MANAGEMENT DISCUSSION AND ANALYSIS:

Report on Management discussion and analysis has been given separately in this Annual Report and form part of this report.

CORPORATE SOCIAL RESPONSIBILITY

The company has provided for CSR activity. Details of which are attached as annual report on CSR in this report.

HUMAN RELATIONS

During the year employee relations continued to be cordial and harmonious at all levels and in all divisions of the Company. There was a total understanding of the management objectives by the employees. The Company has consistently tried to train & nurture the best of the available talent in the Industry.

ACKNOWLEDGEMENT

The Board of Directors wishes to thank the Central Government, State Government, RBI, SEBI, and The Bombay Stock Exchange Limited (BSE) for their co-operation in various spheres of Company's functions. The Board of Directors expresses its gratitude for the co-operation extended by the Financial Institutions / Term Lenders and Company's Bankers for their valuable support. The Directors thank all the shareholders of the Company, its customers and investors for their valuable support during the year and look forward to their continued support in the years to come. The Company has also gained considerably from the sincere and devoted services rendered by its employees at all levels. The Board of Directors wishes to place on record its sincere appreciation of the employee's efforts in enhancing the image of the company in the market.

NAME AND ADDRESS OF THE COMPLIANCE OFFICER

Mrs. Khyati Mehta– Company Secretary and Compliance Officer,
A-2, Abhishek Apartment, 3/11 Jagnath Plot, Rajkot-360001.

STATUS OF COMPLAINTS RECEIVED, RESOLVED AND PENDING AS ON 31ST MARCH, 2017

| | |
|---|-----|
| Number of Shareholders' Complaints received during the year | Nil |
| Number of Shareholders' Complaints resolved during the year | Nil |
| Number of Shareholders' Complaints Pending at the end of the year | Nil |

LISTING

At present your Company's securities are listed on the main board of Bombay Stock Exchange Limited .

STOCK CODE

Trading Scrip Code at The Bombay Stock Exchange Ltd.:**536974**

FINANCIAL RESULTS:

The **quarterly/half yearly /yearly** financial results were informed in time to stock exchanges.

BOOK CLOSURE

For updating records and shareholding information of the members of the company, the Share Transfer Books and Register of Members was remained close from 05.08.2016 to 13.08.2016 (both days inclusive)

SHAREHOLDING PATTERN:

Shareholding pattern as on 31.03.2017

| DESCRIPTION (shareholding in Rs.) | | HOLDER(S) | | HOLDING(S) | |
|-----------------------------------|-----------|-------------|---------------|----------------------|---------------|
| | | FOLIOS | % | Share Holding in Rs. | % |
| 1 | 5000 | 807 | 73.5643 | 353960 | 0.3513 |
| 5001 | 10000 | 35 | 3.1905 | 268400 | 0.2664 |
| 10001 | 20000 | 19 | 1.7320 | 267180 | 0.2652 |
| 20001 | 30000 | 17 | 1.5497 | 421930 | 0.4188 |
| 30001 | 40000 | 7 | 0.6381 | 236460 | 0.2347 |
| 40001 | 50000 | 10 | 0.9116 | 465120 | 0.4616 |
| 50001 | 100000 | 87 | 7.9307 | 5381170 | 5.3407 |
| 100001 | 999999999 | 115 | 10.4831 | 93363360 | 92.6614 |
| TOTAL | | 1097 | 100.00 | 100757580 | 100.00 |

| Description | Folio(s) | Paper Holding | Electronic | Holdings (No. of shares) | % of shareholding |
|-----------------------------------|-------------|---------------|-------------|--------------------------|-------------------|
| INDIVIDUALS | 1036 | 0 | 1036 | 2481066 | 24.6241 |
| MARKET MAKER | 1 | 0 | 1 | 283 | 0.0028 |
| DOMESTIC COMPANIES | 22 | 0 | 22 | 54130 | 0.5372 |
| CORPORATE BODIES (promotor's co.) | 2 | 0 | 2 | 1433531 | 14.2275 |
| NBFC | 1 | 0 | 1 | 14000 | 0.1389 |
| NRI NON REP | 3 | 0 | 3 | 9 | 0.0001 |
| CLEARING MEMBER | 15 | 0 | 15 | 18528 | 0.1839 |
| DIRECTORS | 1 | 0 | 1 | 562500 | 5.5827 |
| RELATIVE OF DIRECTOR | 12 | 0 | 12 | 2350238 | 23.3257 |
| PROMOTERS | 4 | 0 | 4 | 3161473 | 31.3770 |
| TOTAL | 1097 | 0 | 1097 | 10075758 | 100.00 |

All the shares of the company are in demat form. Out of 10075758 shares, 7061267 shares are registered with CDSL & 3014491 shares are registered with NSDL

REGISTERED OFFICE:

The registered office of the Company situated at UL 25, Royal Complex, Bhutkhana Chowk, Dhebar Road, Rajkot- 360001

PLANT LOCATION (CORPORATE OFFICE)

Survey No. 267, Plot No. 10-A, 10-B & 11, N.H. 27, Shapar (Veraval), Rajkot – 360024, Gujarat.

DISCLOSURES

Related Party Transaction

During the year, the Company had not entered into any transaction of a material nature with any of the related parties which may have potential conflict with the interest of the Company. The transactions of purchase/sale of finished goods, raw materials and job work with related parties have been made in the ordinary course of business and at arm's length. The Register of Contracts containing transactions, in which Directors are interested, is placed before the board regularly. Full disclosures of related party transactions are given in notes to the Financial Statements as well as in Form AOC-2 in Annexure – C of this report.

Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

Whistle Blower Policy

The Company has framed a Code of Conduct for Directors and Senior Management. At Present, the Company does not have any formal Whistle Blower Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

Reconciliation of Share Capital Audit

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

Non-Mandatory Requirements

The Company does not comply with the non-mandatory requirements.

MEANS OF COMMUNICATION

The half yearly financial results are regularly submitted to the Stock Exchange in accordance with provisions of the Listing Agreement and also uploaded on the Company's website – www.captainpolyplast.com

CODE OF CONDUCT

The Company has adopted the Code of Conduct for all the employees of the Company including the Directors. This Code of Conduct is posted on the Company's website. Further, all the Board members and Senior Management Personnel have affirmed the compliance with the Code of Conduct. A declaration to this effect signed by the Managing Director forms part of this report.

OUTSTANDING GDRS/ADRS/WARRANTS OR OTHER CONVERTIBLE INSTRUMENTS

The company has no outstanding GDRs/ADRs/Warrants or other Convertible Instruments. Shareholders should address all their correspondence related to company's shares to the Registrar and Share Transfer Agents, at the address mentioned above.

RISK MANAGEMENT

The Company has a well-defined risk management framework in place. The Company has established procedures to periodically place before the Audit Committee and the Board, the risk assessment and minimisation procedures being followed by the Company and steps taken by it to mitigate these risks.

Registered Office:

UL25, Royal Complex,
Bhutkhana Chowk,
Dhebar Road, Rajkot.

For and on behalf of the Board of Directors
By order of the Board

Sd/-

Ramesh D. Khichadia
Chairman & Managing Director

DECLARATION ON CODE OF CONDUCT

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

Registered Office:

UL25, Royal Complex,
Bhutkhana Chowk,
Dhebar Road, Rajkot.

For and on behalf of the Board of Directors
By order of the Board

Sd/-

Ramesh D. Khichadia
Chairman & Managing Director

Date : 29.05.2017

Place : Rajkot

ANNEXURE – F

MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRY OUTLOOK:

During the period under review economy was passing through very good stage. There was tremendous potential growth shown in the markets. Due to new government and changes in government policies, plus government regulations current scenarios are very impressive there is lot of potential demand for the next years. Our company has also made good progress in turnover as well as in profit ratios.

2. OPPORTUNITIES AND THREATS:

The company envisaged remarkable growth over previous years. Company's turn over shows increasing trends due to expansion. Government is providing various incentives under TUFs. Due to 2 decades experience in manufacturing and international marketing the Customers also growing rapidly. We have always maintain high quality standard and also make a good track record. At the same time, there is intense price pressure from the competitors and international financial crisis.

3. INITIATIVES

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

4. RISKS AND CONCERNS;

Major fluctuations Rupee v/s dollar price corresponding to fluctuation in the raw material price and stringent market conditions can affect the company's performance. Product risk, risk of fluctuation in the raw material price, government policies, financial risk can affect the company, which requires continuous follow up.

5 .DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Significant financial highlights in FY 2016- 17 are as follows:-

Profit Before Tax (PBT)

During the fiscal 2017-18, the Company has reported an improved PBT of Rs. 753.94 lakh when compared to the previous year's figure of Rs. 572.88 lakhs, showing a growth of almost 32.00%.

Profit After Tax (PAT)

During the fiscal 2017-18, the Company has reported an improved PAT of Rs. 491.47 lakhs when compared to the previous year's figure of Rs. 385.02 lakhs, showing a growth of almost 28%.

Earnings Per Share (EPS)

EPS in the fiscal 2016-17 has also increased to 4.88 from EPS 3.82 in the fiscal 2015-16.

6. INTERNAL CONTROL SYSTEM:

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

7. HUMAN RESOURCES:

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

8. FUTURE PLAN:

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

Registered Office :

UL25, Royal Complex,
Bhutkhana Chowk,
Dhebar Road,
Rajkot – 360002

By Order of the Board of Director

Ramesh D. Khichadia
Chairman & Managing Director

Date : 29.05.2017

Place : Rajkot

Annexure - G

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

Ratio of the remuneration of each Director to the median remuneration of the employees and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2016-17 and the comparison of the remuneration of the Key Managerial Personnel against the performance of the Company is as follows:

PARTICULARS OF EMPLOYEES

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

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year*:

| Directors/Key Managerial Person | Ratio to median |
|--|-----------------|
| Gopalbhai Khichadia (Director) | --- |
| Ashokbhai Patel (WTD) | 3.25 |
| Harshadray Patel (Director) | --- |
| Dhanjibhai R.Padmani (Director) | --- |
| Anjana P.Paghadar (Director) | --- |
| RameshbhaiKhichariya (Managing Director) | 29 |
| Khyati S. Mehta (CS) | 1.83 |
| Kaushikbhai V. Mori (CFO- KMP) | 8.93 |

b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year*

| Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary | % increase in remuneration in the financial year 2016-17 as compared to 2015-16 |
|---|---|
| Director Remuneration Rameshbhai Khichadia | 5.11% |
| Ashokbhai Patel (WTD) | 0.87% |
| Chief Executive Officer | N.A. |
| Chief Financial Officer | 11.71% |
| Company Secretary | No change |

c. The percentage increase in the median remuneration of employees in the financial year*-.

There is increase of 21.93 % in the median remuneration of employees in the financial year 2016-17 as compared to previous year 2015-16.

d. The number of permanent employees on the rolls of Company- 354

e. The explanation on the relationship between average increase in remuneration and Company performance

PBT increased by 31.61% and PAT increased by 27.65 %, whereas the increase in median remuneration was 21.93 %. The average increase in median remuneration was in line with the performance of the Company linked with the individual employee performance.

f. Comparison of the remuneration of the key managerial personnel against the performance of the Company

| | |
|--|----------------------|
| Aggregate remuneration of key managerial personnel (KMP) in FY17 | 4477088 (net salary) |
| Revenue | 1196341140 |
| Remuneration of KMPs (as % of revenue) | 0.37% |
| Profit before Tax (PBT) | 57288422 |
| Remuneration of KMP (as % of PBT) | 7.56% |

g. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

| Particulars | March 31, 2017 | March 31, 2016 | % Change |
|-----------------------|----------------|----------------|----------|
| Market Capitalisation | Rs.143.08 cr. | Rs. 84.13 cr | 70.07 |
| Price Earnings Ratio | 28.47 | 18.55 | 53.48 |

6y

h. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer

| Market Price (BSE) | As per note given below |
|------------------------|-------------------------|
| 142 (as on 31.03.2017) | |

Company came out with Last public offer at Rs.30/- per share in 2013 and market price as on 31.03.2017 is Rs.142/- which shows increase of 373.33 % in share prices with compare to public offer rate.

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

There is no any exceptional circumstances for increase in the managerial remuneration as compared to previous year.

j. Comparison of each remuneration of KMP against the performance of the company

| | Ashok bhai Patel (WTD) | Rameshbhai Khichadia (MD) | Khyati S. Mehta (CS) | Kaushik V.Mori (CFO) |
|------------------------------|------------------------|---------------------------|----------------------|-----------------------|
| Remuneration in FY15-16 | 346670 | 3090844 | 187500 | 852074 |
| Revenue | 1147802017 | | | |
| Remuneration as % of revenue | 0.0300% | 0.2693 | 0.0163% | 0.0742% |
| Profit before Tax | 75394029 | | | |
| Remuneration as % of PBT | 0.4598% | 4.0996% | 0.2487% | 1.1302% |

- j. **The key parameters for any variable component of remuneration availed by the directors:** N.A.
- k. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:** None
- l. **Affirmation that the remuneration is as per the remuneration policy of the Company**
The Company affirms remuneration is as per the remuneration policy of the Company.

Remuneration Policy

For Directors, KMPs and other Employees

1. Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made there under. Overall remuneration should be reflective of the size of the Company, complexity of the sector/industry/company's operations and the company's capacity to pay the remuneration.

2. Sitting Fees:

Independent Directors ("ID") and Non-Independent Non- Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members). The payment of sitting fees will be recommended by the NRC and approved by the Board. Quantum of sitting fees may be subject to review on a periodic basis, as required provided that the amount of such fees shall not exceed Rs. One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Commission:

Company will not pay commission to these NEDs'.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

Whole-time Director / CFO Certification

To
The Board of Directors,
Captain Polyplast Limited,

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

- (a) We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2017 and that to the best of our knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit committee that;
- there have been no significant changes in internal control over financial reporting during the year;
 - there have been no significant changes in accounting policies during the year; and
 - there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Ramesh D.Khichadia
Managing Director

Sd/-

Kaushik Mori
Chief Financial Officer

Sd/-

Ashok K.Patel
Wholetime Director

Place : Rajkot
Dated: 29.05.2017

Annexure – H

Annual Report on CSR Activity

- 1) A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken:
Corporate Social Responsibility is a way of conducting business which enables creation and distribution of wealth for the betterment of local populace, its stakeholders and society at large, through implementation and integration of ethical systems and sustainable management practices. It actively contribute to the social and economic development of the communities in which we operate. In so doing build a better, sustainable way of life for the weaker sections of society and raise the country's human development index. Company undertakes projects/activities under Corporate Social Responsibility as specified in Schedule VII of the Companies Act, 2013. The CSR policy of the Company is available on the Company's website:
- 2) The Composition of the CSR Committee.
The CSR Committee of the company comprises of the following Directors:

| <u>SR. No</u> | <u>Name</u> | <u>Category</u> | <u>Designation in committee</u> |
|---------------|--------------------------------|-----------------------------|---------------------------------|
| <u>1</u> | <u>Dhanjibhai R. Padmani</u> | <u>Independent director</u> | <u>Chairman</u> |
| <u>2</u> | <u>Rameshbhai D. Khichadia</u> | <u>Managing Director</u> | <u>Member</u> |
| <u>3</u> | <u>Gopalbhai D. Khichadia</u> | <u>Director</u> | <u>Member</u> |

- 3) Average net profit of the company for last three financial year : Rs. 427.78 Lacs.
- 4) Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above) : Rs. 8.56 Lacs.
- 5) Details of CSR spent during the financial year.
 - (a) Total amount spent for the financial year : Rs. 9.25 Lacs
 - (b) Amount unspent, if any : `nil

* *Note: Total Amount of ` 9.25 Lacs was spent during the year,

(c)Manner in which the amount spent during the financial year is detailed below

An Amount of Rs. 9.25 Lacs has been spent and donated to / in favour of Smt. T. V. Mehta Charitable Trust

- 6) A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company. ·
We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

Dhanjibhai Padmani
(Chairman of CSR Committee)

Ramesh D. Khichadia
(Managing Director)

C o n t e n t s

STANDALONE FINANCIALS

| | |
|--|-----------|
| Auditor's Report | 46 |
| Balance Sheet | 60 |
| Statement of Profit & Loss | 62 |
| Cash Flow Statement | 64 |
| Notes Forming Part of Financial Statement | 66 |

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF 'CAPTAIN POLYPLAST LTD.'

Report on Audited Standalone Financial Statements

We have audited the accompanying standalone financial statements of **CAPTAIN POLYPLAST LTD.** ('the Company'), which comprise the Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position and financial performance of the Company including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;
- b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company, so far as it appears from our examination of those books;
 - c) the Balance Sheet and Statement of Profit and Loss dealt with by this report are in agreement with the books of account, as submitted to us;
 - d) in our opinion, the aforesaid standalone financial statements comply with the accounting standards specified under Section 133 of the Companies Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable;
 - e) On the basis of written representations received from the directors, as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure - B** and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no pending litigations which would impact the standalone financial position of the Company, except for litigation as referred to in **Note 28(i)(d)**
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The Company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. **Refer Note 42** to the standalone financial statements

For SVK & ASSOCIATES

Chartered Accountants

Firm No. – 118564W

Shilpang V. Karia

Partner

M. No. – 102114

Place: Rajkot

Date: 29th May, 2017

ANNEXURE-A TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 of our Report of even date on the Statement of Accounts of **CAPTAIN POLYPLAST LIMITED**, for the year ended on 31st March, 2017)

i. **FIXED ASSETS:**

- a. In our opinion, the company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b. As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to size of the company and nature of its assets. No material discrepancies with respect to book records were noticed on such verification.
- c. As explained to us and on the basis of our examination of the books of accounts, the deeds of immovable properties are held in the name of the company.

ii. **INVENTORIES:**

- a. According to the information and explanation given to us, the inventories have been physically verified during the year by the management and in our opinion, the frequency of verification is reasonable.
- b. As explained to us, no material discrepancies were noticed on physical verification of inventories as compared to the book records.

iii. **LOANS:**

According to the information and explanations given to us and on the basis of our examination of the books of account, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013, during the year under review. Consequently, the provisions of clause (iii) of the order are not applicable to the company.

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

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

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

v. **DEPOSITS:**

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

vi. **COST RECORDS:**

We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, prescribed by the Central Government under Section 148(1)(d) of

the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. STATUTORY DUES:

- a. As per information and explanation available to us, undisputed statutory dues including provident fund, investor education and protection fund, employee's state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other statutory dues have been generally regularly deposited with the appropriate authorities, applicable to it though there had been some delays in certain cases. Further according to information explanation given to us, No undisputed statutory dues applicable to the company were outstanding as at 31st March, 2017 for a period of more than 6 months from the date they become payable.
- b. According to the information and explanation available to us, there are no dues outstanding on account sales tax, income tax, wealth tax, service tax, custom duty, excise duty, cess on account of dispute, except as follows :

| Sr. No. | Name of the statute | Nature of dues | Amount under dispute Rs. In lacs | Period to which amount relates | Forum where dispute is pending |
|---------|--------------------------|--|--|--------------------------------|---|
| 1 | The Income Tax Act, 1961 | Income Tax (Incl. Int.) Disallowance of Sales Commission Exp. | 4.76 | AY 07-08 | CIT(A)-IV Rajkot |
| 2 | The Income Tax Act, 1961 | Income Tax (Incl. Int.) (i) Disallowance of Sales Commission Exp. (ii) Disallowance Deduction u/s.80IB | 17.50 | AY 08-09 | CIT(A)-IV Rajkot |
| 3 | The Income Tax Act, 1961 | Income Tax (Incl. Int.) (i) Disallowance of Sales Commission Exp. (ii) Addition u/s.68 of the Act. | 43.93 | AY 09-10 | ITAT |
| 4 | The Income Tax Act, 1961 | Income Tax (Incl. Int.). (i) Addition u/s.68 of the Act. | 38.59 | AY 10-11 | ITAT |
| 5 | The Income Tax Act, 1961 | Income Tax (Incl. Int.) Disallowance of employee Contribution to PF | 0.30 | AY 12-13 | CIT(A)-IV Rajkot |
| 6 | Excise Act, 1944 | Central Excise (Duty Amount) | 18.40 | FY 09-10 | First / Second Appellate Tribunal |

viii. **DUES TO FINANCIAL INSTITUTION, BANKS OR DEBENTURE HOLDER:**

Based on our audit procedures and as per information and explanation given to us by the management of the company, we are of the opinion that company has not defaulted in repayment of dues to financial institutions and banks during the year under review.

The company has not issued any debentures.

ix. **TERM LOANS & PUBLIC ISSUE:**

Based on the audit procedures performed and according to the information, explanations given to us, on an overall basis, the existing as well as new term loans have been applied for the purpose for which they were obtained. The company has not raised any money through a public issue during the year under review.

x. **FRAUD:**

Based upon the audit procedures performed and as per the information and explanation given by the management, we report that no fraud by the company or any fraud on the company by its officers / employees has been noticed or reported during the course of our audit.

xi. **MANAGERIAL REMUNERATION:**

As per the information and explanations given to us, the company has complied with the provisions of section 197 of the Companies Act, 2013 regarding managerial remuneration to the extent applicable.

xii. **NIDHI COMPANY:**

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

xiii. **RELATED PARTY TRANSACTIONS:**

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

xiv. **PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT:**

Based on the audit procedures performed and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Consequently, the provisions of clause (xiv) of the order are not applicable to the company.

xv. **NON-CASH TRANSACTIONS:**

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

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

Since the company is not an NBFC, the provisions of clause (xvi) of the order are not applicable to the company.

For, SVK & ASSOCIATES
Chartered Accountants

Shilpang V. Karia
Partner
M. No. – 102114

Place: Rajkot
Date: 29th May, 2017

ANNEXURE-B TO THE AUDITOR'S REPORT

(Referred to in paragraph 2(f) of our Report of even date on the Statement of Accounts of **CAPTAIN POLYPLAST LIMITED**, for the year ended on 31st March, 2017)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **CAPTAIN POLYPLAST LIMITED** ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The

procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, SVK & ASSOCIATES
Chartered Accountants

Shilpang V. Karia
Partner
M. No. – 102114

Place: Rajkot
Date: 29th May, 2017

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2016-17

1. Corporate Information

Captain Polyplast Ltd. ('the company') having its manufacturing facilities at Shapar (Veraval), Rajkot, is engaged in the business of manufacturing and selling of quality Micro Irrigation Systems and allied products. Further, the company also undertakes installation of micro irrigation systems and providing of agronomical services to farmers.

2. Significant accounting policies :

(i) Basis of preparation

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

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

(ii) Use of Estimates:

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

(iii) Revenue Recognition:

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

Sales of Goods:

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

Power Generation Income:

Power generation income was recognised on the basis of electrical units generated and eligible for captive consumption or captive consumed or sold as shown in the power generation reports issued by the concerned authorities. Power generation income was booked as the per unit electricity rate, being paid by the company / actually sold by the company.

Interest:

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

Agronomy Consultancy Income:

Revenue is recognised on the basis of completion of services being provided to farmers in relation to crops and irrigation system

Installation Income:

Revenue is recognised on the basis of completion of services being provided.

Jobwork Income:

Revenue is recognised on the basis of completion of services being provided.

Land Trenching Income:

Revenue is recognised on the basis of completion of services being provided.

(iv) Tangible Fixed Assets :

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

(v) Depreciation / Amortization :

The company has charged depreciation on fixed assets on Written Down Value (WDV) method on the basis of useful life / remaining useful life and in the manner as prescribed in, Part C, Schedule II of the Companies Act, 2013. Depreciation on additions/ disposals during the year has been provided on pro-rata basis with reference to the nos. of days utilized.

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

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

| Type of Asset | Useful Life as per management's estimate |
|----------------------------|--|
| Factory Building | 30 Years |
| Plant & Machineries | 15 Years |
| Furniture & Fixtures | 10 Years |
| Computers | 3 Years |
| Vehicles | 8 Years |
| Windmill Plant & Machinery | 22 Years |

(vi) Inventories:

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

(vii) Retirement Benefits and other employee benefits :

Defined Contribution Plans :

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

Defined Benefit Plans :

Provision for gratuity liability is provided based on actuarial valuation made at the end of the financial year.

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

Bonus expenditure is charged to profit and loss account on accrual basis.

(viii) Foreign Currency Transactions:

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

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

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

(ix) Operating Lease :

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

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

(x) Borrowing Cost :

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

(xi) Taxes on Income

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

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

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

(xii) Earnings/(Loss) per Share :

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

(xiii) Provisions, contingent liabilities and contingent assets :

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

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

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

Contingent assets are not recognized.

(xiv) Investments :

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

(xv) Cash and Cash Equivalents:

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

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

(xvi) Government Grants & Assistance:

This includes cash subsidy being received from State Government and District Industries Center (DIC) for fixed assets being non-repayable is grouped under Capital Reserve.

(xvii) Segment Reporting:

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

(xviii) Share Issue Expenses:

Portion of share issue expenses being in nature of deferred revenue expenses incurred for raising the money through initial public offer are amortized to profit and loss account over period of five years from the commencement of the relevant project.

As per our attached Report of even date

For and on behalf of Board

For, SVK & ASSOCIATES
Chartered Accountants

Shilpang V. Karia
Partner
M. No. – 102114

R. D. Khichadia
Managing Director
DIN : 00087859

A. K. Patel
Whole Time Director
DIN : 00127951

Place: Rajkot
Date: 29th May, 2017

Kaushik Mori
Chief Financial Officer

Khyati S. Mehta
Company Secretary

BALANCE SHEET AS AT 31st MARCH, 2017

| PARTICULARS | Note No. | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|--|-------------|-------------------------------|-------------------------------|
| I. EQUITY AND LIABILITIES : | | | |
| 1. SHAREHOLDERS' FUNDS : | | | |
| (a) Share capital | 3 | 100,757,580 | 100,757,580 |
| (b) Reserves and surplus | 4 | 191,185,932 | 144,464,646 |
| (c) Money received against share warrants | - | - | - |
| Sub Total | | 291,943,512 | 245,222,226 |
| 2. SHARE APPLICATION MONEY | | | |
| PENDING ALLOTMENT : | - | - | - |
| 3. DEFERRED GOVERNMENT GRANTS | | | |
| 4. MINORITY INTEREST | | | |
| 5. NON-CURRENT LIABILITIES : | | | |
| (a) Long-term borrowings | 5 | 33,709,661 | 60,894,932 |
| (b) Deferred tax liabilities (Net) | 6 | 1,674,147 | 3,161,482 |
| (c) Foreign Currency Monetary Item Translation Difference Liability Account | - | - | - |
| (d) Other long term liabilities | - | - | - |
| (e) Long term provisions | - | - | - |
| Sub Total | | 35,383,808 | 64,056,414 |
| 6. CURRENT LIABILITIES : | | | |
| (a) Short-Term Borrowings | 7 | 180,805,315 | 164,112,895 |
| (b) Trade Payables | | | |
| (A) Total Outstanding Dues of Micro Enterprises & Small Enterprises | 43 | - | - |
| (B) Total Outstanding Dues of Creditors other than Micro Enterprises & Small Enterprises | 8 | 369,089,942 | 394,486,500 |
| (c) Other Current Liabilities | 9 | 103,571,859 | 72,516,893 |
| (d) Short-Term Provisions | 10 | 31,065,057 | 24,576,290 |
| Sub Total | | 684,532,174 | 655,692,578 |
| TOTAL | | 1,011,859,494 | 964,971,217 |

BALANCE SHEET AS AT 31st MARCH, 2017

| PARTICULARS | Note No. | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|---|-------------|-------------------------------|-------------------------------|
| II. ASSETS : | | | |
| 1. NON-CURRENT ASSETS : | | | |
| (a) Fixed Assets | 11 | | |
| (i) Tangible assets | | 108,716,699 | 119,499,228 |
| (ii) Intangible assets | | - | - |
| (iii) Tangible Assets Capital work-in-progress | | - | 1,272,980 |
| (iv) Intangible assets under development or work in progress | | - | - |
| (b) Non-current investment | 12 | 49,707,500 | 19,707,500 |
| (c) Deferred tax assets (Net) | - | - | - |
| (d) Foreign Currency Monetary Item Translation Difference Asset Account | - | - | - |
| (e) Long term loans and advances | 13 | 34,503,018 | 16,309,311 |
| (f) Other non-current assets | 14 | 663,386 | 1,326,686 |
| Sub Total | | 193,590,603 | 158,115,705 |
| 2. CURRENT ASSETS | | | |
| (a) Current Investments | - | - | - |
| (b) Inventories | 15 | 219,116,805 | 210,556,328 |
| (c) Trade Receivables | 16 | 511,051,470 | 515,551,764 |
| (d) Cash and Cash Equivalents | 17 | 813,254 | 1,286,762 |
| (e) Bank Balances other than Cash and Cash Equivalents | 17 | 37,848,335 | 50,903,967 |
| (f) Short-term Loans and Advances | 18 | 49,193,066 | 27,617,078 |
| (g) Other Current Assets | 19 | 245,961 | 939,613 |
| Sub Total | | 818,268,891 | 806,855,512 |
| TOTAL | | 1,011,859,494 | 964,971,217 |

Accompanying Notes forming part of the Financial Statements

1 to 45

As per our report of even date attached

On behalf of the Board of Directors

FOR SVK & ASSOCIATES

FOR, CAPTAIN POLYPLAST LTD.

Chartered Accountants

Firm Reg. No. 118564W

Shilpang V. Karia

Partner

M. No. 102114

Place : Rajkot

Date : 29th May, 2017

Annual Report 2016-17

R. D. Khichadia

Managing Director

DIN : 00087859

Kaushik Mori

Chief Financial Officer

A. K. Patel

Wholtime
Director

DIN : 00127951

Khyati S. Mehta

Company
Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2017

| PARTICULARS | Note No. | For the Year 31-03-2017 Rupees | For the Year 31-03-2016 Rupees |
|--|-------------|--------------------------------------|--------------------------------------|
| I. Revenue from Operation | 20 | 1,147,802,017 | 1,191,069,082 |
| II. Other Income | 21 | 4,130,070 | 5,272,058 |
| III. Total Revenue (I + II) | | 1,151,932,087 | 1,196,341,140 |
| IV. Expenses: | | | |
| 1. Cost of Materials and Stores Consumed | 22 | 746,408,912 | 784,352,950 |
| 2. Purchases of Stock-in-Trade | - | - | - |
| 3. Changes in Inventories of Finished Goods, Work-inprocess and Stock-in-trade | 23 | (25,178,847) | (17,716,488) |
| 4. Employee Benefits Expenses | 24 | 68,796,080 | 59,505,035 |
| 5. Financial Costs | 25 | 63,358,021 | 65,770,469 |
| 6. Depreciation and Amortization Expenses | 11 | 21,271,210 | 26,005,788 |
| 7. Other Expenses | 26 | 201,882,682 | 221,134,963 |
| Total Expenses | | 1,076,538,058 | 1,139,052,718 |
| V. Profit Before Exceptional and Extraordinary Items and Tax (III - IV) | | 75,394,029 | 57,288,422 |
| VI. Exceptional Items | | - | - |
| VII. Profit Before Extraordinary Items and Tax (V - VI) | | 75,394,029 | 57,288,422 |
| VIII. Extraordinary Items | | - | - |
| IX. Profit Before Tax (VII - VIII) | | 75,394,029 | 57,288,422 |
| X. Tax Expenses: | | | |
| (1) Current tax - Pertaining to Current Year | | (27,600,000) | (21,850,000) |
| (2) Current tax - Pertaining to Prior Year | | (134,687) | (245,484) |
| (3) Deferred Tax | | 1,487,335 | 3,308,974 |
| XI. Profit(Loss) for the period from Continuing Operation (IX - X) | | 49,146,677 | 38,501,912 |
| XII. Profit/(Loss) from Discontinuing Operation | | - | - |
| Tax Expense Discounting Operation | | - | - |

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2017

| PARTICULARS | Note No. | For the Year 31-03-2017 Rupees | For the Year 31-03-2016 Rupees |
|---|-------------|--------------------------------------|--------------------------------------|
| XIV. Profit/(loss) from Discontinuing Operation (XII - XIII) | | - | - |
| XV. Profit/(Loss) for the period (XI + XIV) | | 49,146,677 | 38,501,912 |
| XVI. Earning per equity share: | | | |
| Basic & Diluted <i>(Refer Note No. 27)</i> | | 4.88 | 3.82 |
| <i>Accompanying Notes forming part of the Financial Statements</i> | 1 to 45 | | |

As per our report of even date attached

FOR SVK & ASSOCIATES

Chartered Accountants

Firm Reg. No. 118564W

On behalf of the Board of Directors

FOR, CAPTAIN POLYPLAST LTD.

Shilpang V. Karia

Partner

M. No. 102114

R. D. Khichadia

Managing Director

DIN : 00087859

A. K. Patel

Wholetime

Director

DIN : 00127951

Place : Rajkot

Date : 29th May, 2017

Kaushik Mori

Chief Financial Officer

Khyati S. Mehta

Company

Secretary

CASH FLOW STATEMENT

| PARTICULARS | Year Ended 31-03-2017 Rupees | Year Ended 31-03-2016 Rupees |
|---|------------------------------------|------------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before tax | 75,394,029 | 57,288,422 |
| Adjustment for : | | |
| Depreciation and Amortization Exp | 21,271,210 | 26,005,788 |
| Interest Income | (3,773,633) | (5,082,197) |
| Financial Cost | 63,358,021 | 65,770,469 |
| | 80,855,598 | 86,694,060 |
| Operating profit before working capital changes | 156,249,627 | 143,982,482 |
| Adjustment for : | | |
| Changes in Working Capital : | | |
| Increase / (Decrease) in Trade Payable | (25,396,557) | 88,717,680 |
| Increase / (Decrease) in Other Current Liabilities | 31,054,967 | 18,390,809 |
| Increase / (Decrease) in Short Term Provision | 604,080 | (656,076) |
| (Increase) / decrease in Inventories | (8,560,477) | (47,145,882) |
| (Increase) / Decrease in Trade Receivable | 4,500,294 | (125,802,693) |
| (Increase) / Decrease in Loans & Advances | (39,769,695) | (10,146,291) |
| Increase / (Decrease) in Other Current Assets | 9,219,530 | (815,844) |
| | (28,347,858) | (77,458,297) |
| Cash Generated from Operation | 127,901,769 | 66,524,185 |
| Net Income-tax paid | (30,375,878) | (10,377,475) |
| Net Cash Flow from Operating Activities | 97,525,891 | 56,146,710 |
| B. CASH FLOW FROM INVESTING ACTIVITIES : | | |
| Capital Expenditure on Fixed Assets (Net) | (9,215,701) | (5,575,123) |
| (Increase) / Decrease in Non-current Investments | (30,000,000) | (2,000,000) |
| Increase / (Decrease) in Non-current Assets | 663,300 | 663,300 |
| Interest Received | 3,773,633 | 5,082,197 |
| Net Cash Flow from/(used) in Investing Activities | (34,778,768) | (1,829,626) |
| C. CASH FLOW FROM FINANCING ACTIVITIES : | | |
| Proceeds from Long Term Borrowings | (27,185,271) | (22,124,034) |
| Short Term Borrowings | 16,692,420 | 49,475,839 |
| Dividend paid (including Tax) | (2,425,391) | (4,850,776) |
| Financial Cost paid | (63,358,021) | (65,770,469) |
| Net Cash Flow from/(used) in Financing Activities | (76,276,263) | (43,269,440) |
| Net Increase/(decrease) in Cash & Cash Equivalents(A+B+C) | (13,529,140) | 11,047,644 |
| Cash & Cash Equivalents at the beginning of the period | 52,190,729 | 41,143,085 |
| | 38,661,589 | 52,190,729 |
| Cash & Cash Equivalents at the end of the period | 38,661,589 | 52,190,729 |

CASH FLOW STATEMENT

| COMPONENTS OF CASH & CASH EQUIVALENTS | | Year Ended 31-03-2017 | | Year Ended 31-03-2016 |
|---------------------------------------|------------|--------------------------|------------|--------------------------|
| (a) Balance with banks | 2,475,130 | | 3,734,665 | |
| (b) Cash on hand | 813,254 | | 1,286,762 | |
| (c) Earmarked balances with banks | 35,373,205 | 38,661,589 | 47,169,302 | 52,190,729 |

- 1) The figures in bracket indicate outflow
- 2) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on "Cash Flow Statement" issued by ICAI.
- 3) Figures of Cash & Cash Equivalents have been taken from Note 17
- 4) Previous period's figures have been regrouped wherever considered necessary.

As per our attached report of even date

On behalf of the Board of Directors

FOR SVK & ASSOCIATES

FOR, CAPTAIN POLYPLAST LTD.

Chartered Accountants
Firm Reg. No. 118564W

Shilpang V. Karia
Partner
M. No. 102114

R. D. Khichadia
Managing Director
DIN :
00087859

A. K. Patel
Wholetime Director
DIN :
00127951

Place : Rajkot
Date : 29th May, 2017

Kaushik Mori
Chief Financial Officer

Khyati S. Mehta
Company Secretary

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| | As at 31-03-2017 | | As at 31-03-2016 | |
|---|-------------------|--------------|-------------------|--------------|
| | Nos | Rupees | Nos | Rupees |
| 03 SHARE CAPITAL : | | | | |
| (i) Authorized : | | | | |
| Equity Shares of Rs. 10/- Each | 11,000,000 | 110,000,000 | 11,000,000 | 110,000,000 |
| Issued : | | | | |
| Equity Shares of Rs. 10/- each | 10,075,758 | 100,757,580 | 10,075,758 | 100,757,580 |
| Subscribed & Paid-up : | | | | |
| Equity Shares of Rs. 10/- each | 10,075,758 | 100,757,580 | 10,075,758 | 100,757,580 |
| Calls Unpaid | | - | | - |
| Par value per share | | 10 | | 10 |
| (ii) Reconciliation of number of Equity Shares : | | | | |
| Equity Shares : | | | | |
| Shares outstanding at the beginning of the year | 10,075,758 | 100,757,580 | 8,956,230 | 89,562,300 |
| Shares issued during the period | - | - | 1,119,528 | 11,195,280 |
| Shares outstanding at the end of the year | 10,075,758 | 100,757,580 | 10,075,758 | 100,757,580 |
| (iii) the rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and repayment of capital. | - | - | - | - |
| (iv) Shares in respect of each class in the company held by its holding company or ultimate holding company. | - | - | - | - |
| (v) Details of Shareholders holding more than 5% shares : | As at 31-03-17 | | As at 31-03-16 | |
| | No of shares held | % of holding | No of shares held | % of holding |
| Ramesh D. Khichadia | 1,855,642 | 18.42% | 1,855,642 | 18.42% |
| Gopal D. Khichadia | 1,545,817 | 15.34% | 1,545,817 | 15.34% |
| Sangita R. Khichadia | 609,443 | 6.05% | 602,100 | 5.98% |
| Captain Pipes Ltd. | 1,093,500 | 10.85% | 1,093,500 | 10.85% |
| | As at 31-03-17 | | As at 31-03-16 | |
| (vi) Shares reserved for issue under option and contracts/ commitments for sale of shares/disinvestment. | - | - | - | - |
| (vii) For the period of 5 years immediately preceding the date as at Balance Sheet is prepared : | | | | |
| - Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash | - | - | - | - |
| - Aggregate number and class of shares allotted as fully paid up by way of bonus shares | - | - | 1,119,528 | 11,195,280 |
| - Aggregate number and class of shares bought back | - | - | - | - |
| (viii) Terms of any securities convertible into equity/preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date | - | - | - | - |
| (ix) Calls unpaid | - | - | - | - |
| (x) Forfeited shares | - | - | - | - |

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|--|-------------------------------|-------------------------------|
| 04. RESERVE AND SURPLUS : | | |
| (a) Security Premium Reserve | 13,477,670 | 24,672,950 |
| Less : Utilized for issue of Bonus Shares | - | 11,195,280 |
| Total (a) | 13,477,670 | 13,477,670 |
| (b) Other Reserves : | | |
| - General Reserve | 421,308 | 421,308 |
| - Capital Reserve - State Cash Subsidy | 1,763,866 | 1,763,866 |
| Total (b) | 2,185,174 | 2,185,174 |
| (c) Balance in Statement of Profit and Loss Account : | | |
| - Opening Balance | 128,801,802 | 95,150,666 |
| Less : Adjustment relating to Carrying amount of assets | - | - |
| Less : Interim Dividend | (2,015,154) | (4,030,303) |
| Less : Interim Dividend Tax | (410,237) | (820,473) |
| Add : Profit for the year | 49,146,677 | 38,501,912 |
| Total (c) | 175,523,088 | 128,801,802 |
| TOTAL | 191,185,932 | 144,464,646 |
| 05. LONG TERM BORROWINGS : | | |
| (a) Term Loans : | | |
| Secured Loan : | | |
| - From banks : | - | 14,930,554 |
| - From Financial Institutions | 26,928,553 | 28,322,359 |
| (b) Loans and Advances from Related Parties : | | |
| - Unsecured : | | |
| - From Directors | 6,781,108 | 17,642,019 |
| (c) Business Loans | | |
| - From Banks & Financial Institutions | - | - |
| TOTAL | 33,709,661 | 60,894,932 |

Secured Loans From Banks :

- a) Term Loan- I from S. B. I., Current O/s. as on 31-03-17 Rs. 98,77,457/-, secured by hypothecation of machinery and guarantee by all Directors, Rate of Interest @ 12.15% p. a., Repayable in monthly installment of Rs. 1050000/- p. m. plus interest
- b) Wind Turbine - I Term Loan from S. B. I., Current O/s. as on 31-03-17 Rs. 1,02,036/- is secured by hypothecation of Wind Turbine and guarantee by all Directors, Rate of Interest @ 12.15% p. a. Repayable in monthly installment of Rs. 150000/- p.m
- c) Wind Turbine - II Term Loan from S. B. I., Current O/s. as on 31-03-17 Rs. 51,14,501/- is secured by hypothecation of Wind Turbine and guarantee by all Directors, Rate of Interest @ 12.15% p. a. Repayable in monthly installment of Rs. 455000/- p. m. plus interest.

Business Loans From Banks & Financial Institutions :

- d) Business loan from Bajaj Finance Ltd, Current O/s. as on 31-03-17 Rs. 37,81,878/- is secured by hypothecation of residential building of Directors, Rate of interest 10.75% p. a., Repayable in 180 monthly EMI of Rs. 44166/-, Last Instalment due on 02-10-30.
- e) Business loan from Bajaj Finance Ltd, Current O/s. as on 31-03-17 Rs. 2,48,08,426/- is secured by hypothecation of residential building of Directors, Rate of interest 11.35% p. a., Repayable in 178 monthly EMI of Rs. 320121/-, Last Instalment due on 05-03-29
- f) Business loan from Kotak Mahindra Bank Ltd, Current O/s. as on 31-03-17 Rs. 47,86,209/- repayable in 13 monthly instalments of Rs. 6,25,125

Unsecured Loans From Directors :

- g) Unsecured Loans from directors and relatives are long term in nature and as per management explanation, generally not repayable within one year from the balance sheet date. Rate of Interest @ 12% p.a.

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|-------------|-------------------------------|-------------------------------|
|-------------|-------------------------------|-------------------------------|

6 DEFERRED TAX LIABILITY/(ASSET) (NET)

| PARTICULARS | Deferred Tax Liability/ (Asset) as at 31-03-17 | Current year Charge (Credit) | Deferred Tax Liability/ (Asset) as at 31-03-16 |
|--|---|---------------------------------------|---|
| Deferred Tax Liabilities : | | | |
| - Tax on difference between book and Tax Depr. | 2,872,829 | (1,768,241) | 4,641,070 |
| Deferred Tax Assets : | | | |
| - Other Disallowance - Gratuity Provision & PT | (1,198,682) | 280,906 | (1,479,588) |
| Net Deferred Tax Liability/(Asset) | 1,674,147 | (1,487,335) | 3,161,482 |

7 SHORT TERM BORROWINGS

Secured :

| | | |
|--------------------------------------|--------------------|--------------------|
| Cash Credit from State Bank of India | 180,805,315 | 164,112,895 |
| TOTAL | 180,805,315 | 164,112,895 |

Note :

Working Capital Facilities from Banks:

Cash Credit from Banks o/s. as on 31.03.2017 Rs. 182,494,876/-, secured by way of first charge by hypothecation of stocks, book debts and all current assets of the Company (Present & Future) including Plant & Machinery situated at Company's premises. Rate of interest at PLR 12.05% subject to change from time to time..

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|--|-------------------------------|-------------------------------|
| 08. TRADE PAYABLES : | | |
| <i>(Refer Note No. 43)</i> | | |
| (a) Trade payables for goods | 268,540,082 | 316,408,553 |
| (b) Trade payables for expenses | 100,549,861 | 78,077,947 |
| TOTAL | 369,089,942 | 394,486,500 |
| 09. OTHER CURRENT LIABILITIES : | | |
| (a) Current Maturities of Long Term Debts | 21,059,730 | 27,122,479 |
| (b) Interest Accrued but not Due on Borrowings | 2,171,785 | 2,371,634 |
| (c) Advances Received From Customers | 74,962,441 | 35,622,700 |
| (d) Statutory Liabilities | 5,377,903 | 7,400,080 |
| TOTAL | 103,571,859 | 72,516,893 |
| 10. SHORT TERM PROVISIONS : | | |
| (a) Provision For Employees Benefit | 3,397,557 | 2,651,290 |
| <i>(Refer Note No. 38)</i> | | |
| (b) Provision for current income-tax | 27,600,000 | 21,850,000 |
| (c) Provision for unpaid expenses | 67,500 | 75,000 |
| TOTAL | 31,065,057 | 24,576,290 |

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

11. FIXED ASSETS

| Sr. No. | Particulars | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | |
|------------|--|------------------------------|-------------------|------------------|------------------------------|-------------------|------------------|------------------------------|------------------------------|
| | | Balance as at 01.04.2016 Rs. | Additions Rs. | Disposals Rs. | Balance as at 31.03.2017 Rs. | For the Year Rs. | Disposals Rs. | Balance as at 31.03.2017 Rs. | Balance as at 31.03.2016 Rs. |
| I | Tangible Assets : | | | | | | | | |
| | Factory Land | 1,935,768 | - | - | 1,935,768 | - | - | 1,935,768 | 1,935,768 |
| | Open Plot of land | 141,816 | - | - | 141,816 | - | - | 141,816 | 141,816 |
| | Factory Buildings | 13,644,104 | 7,652,227 | - | 21,296,331 | 715,260 | - | 14,159,884 | 7,222,917 |
| | Plant & Machinery | 129,347,339 | 1,212,564 | - | 130,559,903 | 13,843,511 | - | 60,028,761 | 72,659,708 |
| | Furniture & Fixture | 8,772,010 | 1,399,040 | - | 10,171,050 | 1,120,690 | - | 3,829,508 | 3,551,158 |
| | Computer System | 3,381,091 | 367,732 | - | 3,748,823 | 477,824 | - | 663,921 | 774,013 |
| | Vehicles | 13,494,915 | 112,553 | 1,727,279 | 11,880,189 | 1,525,045 | 1,471,844 | 3,113,281 | 4,781,208 |
| | Wind Turbine | 48,606,458 | - | - | 48,606,458 | 3,588,880 | - | 23,762,698 | 28,432,640 |
| | Total | 219,323,501 | 10,774,116 | 1,727,279 | 228,340,338 | 21,271,210 | 1,471,844 | 119,623,639 | 119,499,228 |
| | <i>Previous Year Total</i> | <i>213,142,880</i> | <i>6,189,095</i> | <i>8,474</i> | <i>219,323,501</i> | <i>26,005,788</i> | <i>7,803</i> | <i>99,824,273</i> | <i>139,316,592</i> |
| II | Intangible Assets : | | | | | | | | |
| | Total | - | - | - | - | - | - | - | - |
| | <i>Previous Year Total</i> | - | - | - | - | - | - | - | - |
| III | Capital Work-in-progress | | | | | | | | |
| | Factory Buildings | 1,272,980 | - | 1,272,980 | - | - | - | - | 1,272,980 |
| | Total | 1,272,980 | - | 1,272,980 | - | - | - | - | 1,272,980 |
| | <i>Previous Year Total</i> | <i>1,886,281</i> | <i>1,272,980</i> | <i>1,886,281</i> | <i>1,272,980</i> | - | - | <i>1,272,980</i> | <i>1,886,281</i> |
| IV | Intangible Assets under Development : | | | | | | | | |
| | Total | - | - | - | - | - | - | - | - |
| | <i>Previous Year Total</i> | - | - | - | - | - | - | - | - |

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|---|-------------------------------|-------------------------------|
| 12. NON-CURRENT INVESTMENT: | | |
| Unquoted :- (At Cost) | | |
| 250000(Previous 250000) Equity Share- Captain Eng. Pvt. Ltd. | 2,500,000 | 2,500,000 |
| Quoted :- (At Cost) | | |
| 1230600(Previous 1230600) Equity Share- Captain Pipes Ltd. | 15,207,500 | 15,207,500 |
| Market Value Rs. 12,26,90,820 (Rs. 4,55,93,730) | | |
| SBI MUTUAL FUND | 7,000,000 | 2,000,000 |
| SBI DYNAMIC BOND FUND | 15,000,000 | - |
| SBI REGULAR SAVING FUND | 10,000,000 | - |
| TOTAL | 49,707,500 | 19,707,500 |
| 13. LONG TERM LOANS AND ADVANCES : | | |
| <i>(Unsecured and considered good as certified by the management)</i> | | |
| Security Deposits | 34,503,018 | 16,309,311 |
| TOTAL | 34,503,018 | 16,309,311 |
| 14. OTHER NON-CURRENT ASSETS : | | |
| <i>(Unsecured and considered good as certified by the management)</i> | | |
| Unamortized Expenses (Share Issue Exp.) | 663,386 | 1,326,686 |
| TOTAL | 663,386 | 1,326,686 |
| 15. INVENTORIES : | | |
| <i>(As taken, valued & certified by the management)</i> | | |
| (a) Raw Materials | 34,161,071 | 50,779,441 |
| (b) Work-in-process | - | - |
| (c) Finished Goods | 184,955,734 | 159,041,558 |
| (d) Stock-in-trade (in respect of goods acquired for trading) | - | - |
| (e) Others - Waste & Scrap | - | 735,329 |
| <i>(Inventories are valued at lower of the estimated cost or net realizable value)</i> | | |
| TOTAL | 219,116,805 | 210,556,328 |
| <i>Details of Raw-materials : HDPE Granuals, Drip & Sprinkler components,</i> | 34,161,071 | 50,779,441 |
| <i>Finished Goods : Micro Irrigation Systems/Scrap</i> | 184,955,734 | 159,776,887 |
| 16. TRADE RECEIVABLES : | | |
| (a) Unsecured, considered good : | | |
| - Outstanding or a period exceeding six months from the date they are due for payment. | 87,277,474 | 136,554,889 |
| - Outstanding or a period less than six months from the date they are due for payment. | 423,773,996 | 378,996,875 |
| (b) Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member | - | - |
| TOTAL | 511,051,470 | 515,551,764 |

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|---|-------------------------------|-------------------------------|
| 17. CASH AND CASH EQUIVALENTS : | | |
| (i) Cash and Cash Equivalents | | |
| Cash on hand | 813,254 | 1,286,762 |
| (a) | 813,254 | 1,286,762 |
| (ii) Bank Balances other than | | |
| Cash and Cash Equivalents : | | |
| (a) Balance with banks | 2,475,130 | 3,734,665 |
| (b) Earmarked balances with banks | 35,373,205 | 47,169,302 |
| (b) | 37,848,335 | 50,903,967 |
| TOTAL | 38,661,589 | 52,190,729 |
| 18. SHORT TERM LOANS AND ADVANCES : | | |
| <i>(Unsecured and considered good as certified by the management)</i> | | |
| (a) Balances with Revenue Authorities | 23,694,892 | 15,047,500 |
| (b) Advance to Suppliers & Others | 16,665,843 | 7,930,944 |
| (c) Prepaid Expenses | 8,832,331 | 4,638,634 |
| TOTAL | 49,193,066 | 27,617,078 |
| 19. OTHER CURRENT ASSETS : | | |
| Advance Recoverable in cash or in kind or for value to be received (Considered Good) : | | |
| - Income Receivable | 245,961 | 939,613 |
| TOTAL | 245,961 | 939,613 |

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|--|-------------------------------|-------------------------------|
| 20. REVENUE FROM OPERATION : | | |
| (a) Sale of Products | 1,126,901,036 | 1,151,606,578 |
| (b) Sale of Services | 10,781,715 | 15,287,236 |
| (c) Other Operating Revenues | 31,165,991 | 59,639,512 |
| | <u>1,168,848,742</u> | <u>1,226,533,326</u> |
| Less : Discount & Rate Difference | 21,046,725 | 35,464,244 |
| Less : Excise Duty | - | - |
| TOTAL | <u>1,147,802,017</u> | <u>1,191,069,082</u> |
| <i>Details of Sale of Products : Micro Irrigation Systems</i> | <i>1147802017</i> | <i>1191069082</i> |
| 21. OTHER INCOME : | | |
| Interest Income | 3,773,633 | 5,082,197 |
| Sundry Creditor Written Bank | - | 189,861 |
| Foreign Exchange Rate Difference | 356,437 | - |
| TOTAL | <u>4,130,070</u> | <u>5,272,058</u> |
| 22. COST OF RAW MATERIAL AND STORES CONSUMED : | | |
| Opening Stock : | 50,779,441 | 21,350,047 |
| Add : Purchases | <u>729,790,542</u> | <u>813,782,344</u> |
| | 780,569,983 | 835,132,391 |
| Less : Closing Stock | <u>34,161,071</u> | <u>50,779,441</u> |
| TOTAL | <u>746,408,912</u> | <u>784,352,950</u> |
| <i>Details of raw material & Stores consumed :</i> | | |
| <i>HDPE Granuals, Micro Irrigation System Components/items</i> | <i>746,408,912</i> | <i>784,352,950</i> |
| 23. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROCESS & STOCK-IN-TRADE : | | |
| Opening Stock : | | |
| Finished Goods | 159,041,558 | 141,998,733 |
| Waste & Scrap | <u>735,329</u> | <u>61,666</u> |
| | 159,776,887 | 142,060,399 |
| Less : Closing stock : | | |
| Finished Goods | 184,955,734 | 159,041,558 |
| Waste & Scrap | <u>-</u> | <u>735,329</u> |
| | 184,955,734 | 159,776,887 |
| TOTAL | <u>(25,178,847)</u> | <u>(17,716,488)</u> |
| 24. EMPLOYEE BENEFITS EXPENSES : | | |
| Salary, Wages and Bonus (including directors remuneration) | 62,795,328 | 53,336,996 |
| Contribution to Provident Fund & Gratuity Fund | 4,221,874 | 4,232,567 |
| Staff Welfare Expenses | <u>1,778,878</u> | <u>1,935,472</u> |
| TOTAL | <u>68,796,080</u> | <u>59,505,035</u> |

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|---|-------------------------------|-------------------------------|
| 25. FINANCIAL COSTS : | | |
| Interest Expenses | 51,589,066 | 55,178,685 |
| Other Borrowing Costs | 11,768,955 | 10,591,784 |
| TOTAL | 63,358,021 | 65,770,469 |
| 26. OTHER EXPENSES : | | |
| a. Manufacturing & Operating Costs | | |
| Consumption of Electirc, Power and Fuel | 19,088,864 | 20,414,935 |
| Machinery Repairs & Maintenance | 916,592 | 2,140,108 |
| Other Manufacturing & Operating Expenses | 3,515,187 | 6,570,490 |
| (a) | 23,520,643 | 29,125,533 |
| b. Sales & Distribution Expenses | | |
| Advertisement Expenses | 3,142,608 | 3,823,898 |
| Sales Promotion Expenses | 86,511,850 | 69,718,464 |
| Travelling Expenses | 10,447,655 | 8,797,365 |
| Outward Transportation Expenses | 24,601,628 | 11,137,510 |
| Rent, Rates & Taxes | 2,353,971 | 2,062,492 |
| (b) | 127,057,712 | 95,539,729 |
| c. General & Administrative Expenses | | |
| Audit Fees | 75,000 | 75,000 |
| Legal & Professional Expenses | 7,927,406 | 7,806,932 |
| Insurance | 1,144,427 | 648,306 |
| Contract Expenses | 23,791,929 | 65,737,568 |
| Other General & Administration Expenses | 18,365,565 | 22,201,896 |
| (c) | 51,304,327 | 96,469,701 |
| TOTAL (a+b+c) | 201,882,682 | 221,134,963 |

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|---|-------------------------------|-------------------------------|
| 27. Earning per Share (EPS) : | | |
| (a) Profit after tax for calculation of Basic and Diluted EPS | 49,146,677 | 38,501,912 |
| (b) Weighted average number of equity shares outstanding for calculating EPS (Adjusted for Bonus Issue) | 10,075,758 | 10,075,758 |
| (c) Basic and Diluted EPS | 4.88 | 3.82 |
| 28. Contingent Liabilities and Commitments : | | |
| (to the extent not provided for) | | |
| (i) Contingent Liabilities | | |
| (a) Claim against the company not acknowledgement as debt | Nil | Nil |
| (b) Counter guarantee given to the banks against guarantee issued by banks on behalf of company. | 126,815,527 | 82,317,592 |
| (c) Letter of Credits issued by bank | 118,365,076 | 69,225,684 |
| (d) Disputed Liability in Appeal : | | |
| (i) Income-tax | 10,507,534 | 11,111,327 |
| (ii) Central Excise | 1,840,897 | 1,840,897 |
| Based on favourable decision in similar cases / legal opinions taken by the Company / discussion with the solicitors etc., the Company believes that there are favourable chances in company's favour in respect of all the items above hence no provision there against is made. | | |
| (ii) Commitments | Nil | Nil |
| (a) Estimated amount of contracts remaining to be executed on capital account and not provided for | Nil | Nil |
| (b) Uncalled liability on shares/investments partly paid | Nil | Nil |
| (c) Other commitments | Nil | Nil |
| <i>(Contingent liabilities as disclosed above are as certified by the management of the company)</i> | | |

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|---|-------------------------------|-------------------------------|
| 29. Value of imports calculated on CIF basis by the company | | |
| during financial year in respect of : | | |
| i. Raw materials | 45,724,668 | 34,257,205 |
| ii. Components and spare parts | - | - |
| iii. Capital Goods / Parts for machinery | 143,312 | - |
| 30. Earnings & Expenditure in foreign currency | | |
| a Earnings | - | - |
| b Expenditures | | |
| - Travelling Expenses | 243,450 | 65,080 |
| 31. Imported and Indigenous Material Consumed : | | |
| i. Total value of imported raw materials, spare parts and components consumed during the financial year | 45,724,668 | 34,257,205 |
| ii. Total value of all indigenous raw materials, spare parts and components similarly consumed | 700,684,244 | 750,095,745 |
| iii. Total value of imported and indigenous raw materials, spare consumed during the financial year | 746,408,912 | 784,352,950 |
| iv. Imported raw materials and spare parts consumed in % | 6.13% | 4.37% |
| v. Indigenous raw materials and spare parts consumed in % | 93.87% | 95.63% |
| 32. Payment to Auditors (without Service tax) : | | |
| - Audit Fees | 75,000 | 75,000 |

33. Details of raw materials consumed : (In Rupees)

746,408,912

784,352,950

34. Details of Manufactured Goods : (In Rupees)

| Product | Micro Irrigation Systems | |
|---------------|--------------------------|---------------|
| | Set/Items | |
| Opening Stock | 159,041,558 | 141,998,733 |
| Closing Stock | 184,955,734 | 159,041,558 |
| Sales | 1,105,854,311 | 1,116,142,334 |

35. There is no employees getting remuneration as required under
Section 217 (2-A) of the Companies Act, 2013

NA

NA

36. Realisation :

In the opinion of the Board and to the best of its knowledge and belief, the value on realisation of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

37. Contratual Liabilities :

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|-------------|-------------------------------|-------------------------------|
|-------------|-------------------------------|-------------------------------|

38. Gratuity Benefits

The Company has defined benefit gratuity plan. Every employee who has completed five years or more of services gets a gratuity on departure at 15 days salary (Last drawn salary) for each completed year of service.

The following table summarizes the component of net benefit expenses recognized in Statement of Profit & Loss. Gratuity Obligation as at year end as per Actuarial Valuation Report.

| Particulars | 2016-17 | 2015-16 |
|------------------------------------|-----------|-----------|
| Opening defined benefit obligation | 2,651,290 | 1,512,125 |
| Adjustment during the year (Net) | 746,267 | 1,139,165 |
| Closed Defined benefit obligation | 3,397,557 | 2,651,290 |

39. Previous year's figure have been reworked, regrouped, rearranged and reclassified wherever necessary. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

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

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

41. Related Party Disclosure :

(I) List of Related Parties and Relationship

| Name of Related Party | Relationship |
|--|---------------------|
| Key Management Personnel (KMP) | |
| Mr. Ramesh D. Khichadia | Chairman and M. D. |
| Mr. Ashok K. Patel | Whole time Director |
| Mr. Kaushik V. Mori | CFO |
| Mr. Gopal D. Khichadia | Director |
| Mr. Harshadray L. Patel | Director |
| Ms. Anjanaben P. Paghadar | Director |
| Mr. Dhanjibhai R. Padmani | Director |
| Ms. Khyati S. Mehta | Company Secretary |
| Relatives of KMP | |
| Ritesh R. Khichadia | Relative |
| Enterprise owned by Relative of Key Management Personnel | |
| M/s. Capital Polymers | |
| M/s. Capital Polyplast (Guj) Pvt Ltd | |
| Associate : (Where Company Exercises Significant influence) | |
| M/s. Captain Pipes Ltd. | |

(ii) Disclosure of Transactions with Related Parties

| Particulars | 2016-2017 | | | |
|--|---|-----------------------------|--------------|-------------------------|
| | Remuneration (R) / Bonus (B) / Sitting Fees (S) | Loan Received (Loan Repaid) | Interest | Purchases (P) Sales (S) |
| Key Management Personnel | | | | |
| Mr. Ramesh D. Khichadia | 3095820 (R+B) | - | 1,639,126.00 | - |
| Mr. Ramesh D. Khichadia | - | (12,030,000) | - | - |
| Mr. Ashok K. Patel | 346670 (R+B) | - | - | - |
| Mr. Kaushik V. Mori | 951476 (R+B) | - | - | - |
| Mr. Gopal D. Khichadia | - | 25,000,000 | 1,409,863.00 | - |
| Mr. Gopal D. Khichadia | - | (26,575,000) | - | - |
| Mr. Harshadray L. Patel | 14000 (S) | - | - | - |
| Ms. Anjanaben P. Paghadar | 14000 (S) | - | - | - |
| Ms. Khyati S. Mehta | 194988 (R+B) | - | - | - |
| Mr. Dhanjibhai R. Padmani | 14000 (S) | - | - | - |
| Relatives of KMP | | | | |
| Ritesh R. Khichadia | 230922 (R+B) | | | |
| Enterprise owned by Relative of key Management Personal : | | | | |
| M/s. Capital Polymers | - | - | - | 19300412 (P) |
| M/s. Capital Polyplast (Guj) Pvt Ltd | - | - | - | 341643 (S) |
| Associate : (Where Company Exercises Significant influence) : | | | | |
| M/s. Captain Pipes Ltd. | - | - | - | 105838820 (P) |
| M/s. Captain Pipes Ltd. | - | - | - | 47389966 (S) |

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| Particulars | 2015-2016 | | | |
|--|---|--------------------------------|--------------|----------------------------|
| | Remuneration (R) / Bonus (B) / Sitting Fees (S) | Loan Received (Loan Repaid) | Interest | Purchases (P) Sales (S) |
| Key Management Personnel | | | | |
| Mr. Ramesh D. Khichadia | 2940600 (R+B) | 29,000,000 | 1,841,655.00 | - |
| Mr. Ramesh D. Khichadia | - | (15,745,166) | - | - |
| Mr. Ashok K. Patel | 349699 (R+B) | (1,161,636) | 24,671.00 | - |
| Mr. Kaushik V. Mori | 852074 (R+B) | - | - | - |
| Mr. Gopal D. Khichadia | - | 2,500,000 | 157,333.00 | - |
| Mr. Gopal D. Khichadia | - | (7,898,620) | - | - |
| Mr. Harshadray L. Patel | 14000 (S) | 3,000,000 | - | - |
| Mr. Harshadray L. Patel | - | (3,000,000) | - | - |
| Ms. Anjanaben P. Paghadar | 14000 (S) | - | - | - |
| Ms. Khyati S. Mehta | 187500 (R+B) | - | - | - |
| Mr. Dhanjibhai R. Padmani | 14000 (S) | - | - | - |
| Relatives of KMP | | | | |
| Ritesh R. Khichadia | 1080840 (R+B) | - | - | - |
| | | | | |
| Enterprise owned by Relative of key Management Personal : | | | | |
| M/s. Capital Polymers | - | | - | 25854189 (P) |
| M/s. Capital Polyplast (Guj) Pvt Ltd | - | | | 474 (S) |
| Associate : (Where Company Exercises Significant influence) : | | | | |
| M/s. Captain Pipes Ltd. | - | - | - | 193386280 (P) |
| M/s. Captain Pipes Ltd. | - | - | - | 35412616 (S) |

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

42. The details of SBNs held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination-wise SBNs and other notes as per the MCA notification are as under : -

(Amount in Rs.)

| Particulars | SBNs | Other denomina- tion notes | Total |
|--|-----------|----------------------------------|------------|
| | | | |
| Closing Cash in hand on 8th November, 2016 | 840000.00 | 691532.00 | 1531532.00 |
| Add : Withdrawal from Banks | 0.00 | 506000.00 | 506000.00 |
| Add : Non-Permitted Receipts | 66500.00 | 0.00 | 66500.00 |
| Add : Permitted Receipts | 0.00 | 26820.00 | 26820.00 |
| Less : Permitted Payments | 0.00 | 256935.00 | 256935.00 |
| Less : Paid for non-permitted transactions | 0.00 | 0.00 | 0.00 |
| Less : Amount Deposited in Banks | 906500.00 | 0.00 | 906500.00 |
| Closing Cash as on 30th December, 2016 | 0.00 | 967417.00 | 967417.00 |

43. In the absence of information regarding outstanding dues of MICRO or Small Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act, the Company has not disclosed the same as required by Schedule III to the Companies Act,
44. Wherever no vouchers and documentary evidences were made available for our verification, we have relied on the authentication given by management of the company.
45. Figures have been rounded off to nearest rupee and have been regrouped, rearranged and reclassified wherever necessary.

Signature to Notes No. 1 to 45

FOR SVK & ASSOCIATES

Chartered Accountants
Firm Reg. No. 118564W

Shilpang V. Karia

Partner
M. No. 102114

Place : Rajkot

Date : 29th May, 2017

On behalf of the Board of Director

FOR, CAPTAIN POLYPLAST LTD.

R. D. Khichadia

Managing Director
DIN : 00087859

Kaushik Mori

Chief Financial Officer

A. K. Patel

Wholetime
Director
DIN : 00127951

Khyati S. Mehta

Company
Secretary

C o n t e n t s

CONSOLIDATED FINANCIALS

| | |
|--|------------|
| Auditor's Report | 83 |
| Balance Sheet | 93 |
| Statement of Profit & Loss | 95 |
| Cash Flow Statement | 97 |
| Notes Forming Part of Financial Statement | 99 |
| Attendance Slip | 117 |
| Proxy Form | 118 |

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF 'CAPTAIN POLYPLAST LTD.'

Report on Audited Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **CAPTAIN POLYPLAST LTD.** ('the Holding Company') and its associate (collectively referred to as "the Company" or "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2017 and the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements')

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position and consolidated financial performance of the Company including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of

such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

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

- d) In the case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Company as at 31st March, 2017;
- e) In the case of the Consolidated Statement of Profit and Loss, of the consolidated profit of the Company for the year ended on that date; and
- f) In the case of the Consolidated Cash Flow Statement, of the consolidated cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

- a) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) in our opinion, proper books of account as required by law have been kept by the Company, so far as it appears from our examination of those books;
- c) the Consolidated Balance Sheet and Consolidated Statement of Profit and Loss dealt with by this report are in agreement with the books of account, as submitted to us;
- d) in our opinion, the aforesaid consolidated financial statements comply with the accounting standards specified under Section 133 of the Companies Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable;
- e) On the basis of written representations received from the directors, as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure - A** and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- v. There were no pending litigations which would impact the consolidated financial position of the Company, except for litigation as referred to in **Note 28(i)(d)**

- vi. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
- vii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- viii. The Holding Company has provided requisite disclosures in its consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016. Based on the audit procedures performed and the representations provided to us by the management, we report that these disclosures are in accordance with the books of accounts maintained by the Holding Company and its Associate. **Refer Note 42** to the consolidated financial statements

For SVK & ASSOCIATES

Chartered Accountants

Firm No. – 118564W

Shilpang V. Karia

Partner

M. No. – 102114

Place: Rajkot

Date: 29th May, 2017

ANNEXURE-A TO THE AUDITOR'S REPORT

(Referred to in paragraph 2(f) of our Report of even date on the Statement of Accounts of **CAPTAIN POLYPLAST LIMITED** ('the Holding Company') and its associate, for the year ended on 31st March, 2017)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **CAPTAIN POLYPLAST LIMITED** ("the Holding Company") and its associate as of 31 March 2017 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its Associate have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017 based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SVK & ASSOCIATES

Chartered Accountants

Firm No. – 118564W

Shilpang V. Karia

Partner

M. No. – 102114

Place : Rajkot

Date: 29th May, 2017

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2016-17

1. A. Corporate Information

Captain Polyplast Ltd. ("the Holding Company") having its manufacturing facilities at Shapar (Veraval), Rajkot, is engaged in the business of manufacturing and selling of quality Micro Irrigation Systems and allied products. Further, the company also undertakes installation of micro irrigation systems and providing of agronomical services to farmers.

B. Consolidated Financial Statements

The Consolidated Financial Statements comprises of Captain Polyplast Limited ('the Holding Company') and its Associate Captain Pipes Limited with investment holding of 29.59% in the Associate.

4. Significant accounting policies :

(i) Basis of preparation

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

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

The consolidated financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under AS-21 Consolidated Financial Statements. The consolidated financial statements are prepared by applying uniform accounting policies in use at the Group.

(ii) Use of Estimates:

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

(iii) Revenue Recognition:

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

Sales of Goods:

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

Power Generation Income:

Power generation income was recognised on the basis of electrical units generated and eligible for captive consumption or captive consumed or sold as shown in the power generation reports issued by the concerned authorities. Power generation income was booked as the per unit electricity rate, being paid by the company / actually sold by the company.

Interest:

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

Agronomy Consultancy Income:

Revenue is recognised on the basis of completion of services being provided to farmers in relation to crops and irrigation system

Installation Income:

Revenue is recognised on the basis of completion of services being provided.

Jobwork Income:

Revenue is recognised on the basis of completion of services being provided.

Land Trenching Income:

Revenue is recognised on the basis of completion of services being provided.

(iv) Tangible Fixed Assets :

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

(v) Depreciation / Amortization :

The company has charged depreciation on fixed assets on Written Down Value (WDV) method on the basis of useful life / remaining useful life and in the manner as prescribed in, Part C, Schedule II of the Companies Act, 2013. Depreciation on additions/ disposals during the year has been provided on pro-rata basis with reference to the nos. of days utilized.

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

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

| Type of Asset | Useful Life as per management's estimate |
|----------------------------|--|
| Factory Building | 30 Years |
| Plant & Machineries | 15 Years |
| Furniture & Fixtures | 10 Years |
| Computers | 3 Years |
| Vehicles | 8 Years |
| Windmill Plant & Machinery | 22 Years |

(vi) Inventories:

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

(vii) Retirement Benefits and other employee benefits :

Defined Contribution Plans :

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

Defined Benefit Plans :

Provision for gratuity liability is provided based on actuarial valuation made at the end of the financial year.

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

(viii) Foreign Currency Transactions:

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

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

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

(ix) Operating Lease :

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

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

(x) Borrowing Cost :

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

(xi) Taxes on Income

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

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

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

asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

(xii) Earnings/(Loss) per Share :

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

(xiii) Provisions, contingent liabilities and contingent assets :

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

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

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

Contingent assets are not recognized.

(xiv) Investments :

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

(xv) Cash and Cash Equivalents:

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

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

(xvi) Government Grants & Assistance:

This includes cash subsidy being received from State Government and District Industries Center (DIC) for fixed assets being non-repayable is grouped under Capital Reserve.

(xvii) Segment Reporting:

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

(xviii) Share Issue Expenses:

Portion of share issue expenses being in nature of deferred revenue expenses incurred for raising the money through initial public offer are amortized to profit and loss account over period of five years from the commencement of the relevant project.

As per our attached Report of even date

For and on behalf of Board

For, SVK & ASSOCIATES
Chartered Accountants

Shilpang V. Karia
Partner
M. No. – 102114

R. D. Khichadia
Managing Director
DIN : 00087859

A. K. Patel
Whole Time Director
DIN : 00127951

Place: Rajkot
Date: 29th May, 2017

Kaushik Mori
Chief Financial Officer

Khyati S. Mehta
Company Secretary

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2017

| PARTICULARS | Note No. | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|---|-------------|-------------------------------|-------------------------------|
| I. EQUITY AND LIABILITIES : | | | |
| 1. SHAREHOLDERS' FUNDS : | | | |
| (a) Share capital | 3 | 100,757,580 | 100,757,580 |
| (b) Reserves and surplus | 4 | 190,746,529 | 143,592,323 |
| (c) Money received against share warrants | - | - | - |
| Sub Total | | 291,504,109 | 244,349,903 |
| 2. SHARE APPLICATION MONEY | | | |
| PENDING ALLOTMENT : | - | - | - |
| 3. DEFERRED GOVERNMENT GRANTS | | | |
| 4. MINORITY INTEREST | | | |
| 5. NON-CURRENT LIABILITIES : | | | |
| (a) Long-term borrowings | 5 | 33,709,661 | 60,894,932 |
| (b) Deferred tax liabilities (Net) | 6 | 1,674,147 | 3,161,482 |
| (c) Foreign Currency Monetary Item Translation Difference Liability Account | - | - | - |
| (d) Other long term liabilities | - | - | - |
| (e) Long term provisions | - | - | - |
| Sub Total | | 35,383,808 | 64,056,414 |
| 6. CURRENT LIABILITIES : | | | |
| (a) Short-Term Borrowings | 7 | 180,805,315 | 164,112,895 |
| (b) Trade Payables | 8 | | |
| (A) Total Outstanding Dues of Micro Enterprises & Small Enterprises | 43 | - | - |
| (B) Total Outstanding Dues of Creditors other than Micro Enterprises & Small | | 369,089,942 | 394,486,500 |
| (c) Other Current Liabilities | 9 | 103,571,859 | 72,516,893 |
| (d) Short-Term Provisions | 10 | 31,065,057 | 24,576,290 |
| Sub Total | | 684,532,174 | 655,692,578 |
| TOTAL | | 1,011,420,091 | 964,098,894 |

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2017

| PARTICULARS | Note No. | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|---|-------------|-------------------------------|-------------------------------|
| II. ASSETS : | | | |
| 1. NON-CURRENT ASSETS : | | | |
| (a) Fixed Assets | 11 | | |
| (i) Tangible assets | | 108,716,699 | 119,499,228 |
| (ii) Intangible assets | | - | - |
| (iii) Tangible Assets Capital work-in-progress | | - | 1,272,980 |
| (iv) Intangible assets under development or Work in progress | | - | - |
| (b) Non-current investment | 12 | 49,268,097 | 18,835,177 |
| (c) Deferred tax assets (Net) | - | - | - |
| (d) Foreign Currency Monetary Item Translation Difference Asset Account | - | - | - |
| (e) Long term loans and advances | 13 | 34,503,018 | 16,309,311 |
| (f) Other non-current assets | 14 | 663,386 | 1,326,686 |
| Sub Total | | 193,151,200 | 157,243,382 |
| 2. CURRENT ASSETS | | | |
| (a) Current Investments | - | - | - |
| (b) Inventories | 15 | 219,116,805 | 210,556,328 |
| (c) Trade Receivables | 16 | 511,051,470 | 515,551,764 |
| (d) Cash and Cash Equivalents | 17 | 813,254 | 1,286,762 |
| (e) Bank Balances other than Cash and Cash Equivalents | 17 | 37,848,335 | 50,903,967 |
| (f) Short-term Loans and Advances | 18 | 49,193,066 | 27,617,078 |
| (g) Other Current Assets | 19 | 245,961 | 939,613 |
| Sub Total | | 818,268,891 | 806,855,512 |
| TOTAL | | 1,011,420,091 | 964,098,894 |

**Accompanying Notes forming part of the
Financial Statements**

1 to 45

As per our report of even date attached

On behalf of the Board of Directors

FOR SVK & ASSOCIATES

FOR, CAPTAIN POLYPLAST LTD.

Chartered Accountants

Firm Reg. No. 118564W

Shilpang V. Karia

R. D. Khichadia

A. K. Patel

Partner

Managing Director

Wholetime
Director

M. No. 102114

DIN : 00087859

DIN : 00127951

Place : Rajkot

Kaushik Mori

Khyati S. Mehta

Date : 29th May, 2017

Chief Financial Officer

Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON
31ST MARCH, 2017**

| PARTICULARS | Note No. | For the Year 31-03-2017 Rupees | For the Year 31-03-2016 Rupees |
|--|-------------|--------------------------------------|--------------------------------------|
| I. Revenue from Operation | 20 | 1,306,031,929 | 1,350,086,585 |
| II. Other Income | 21 | 4,414,118 | 5,606,401 |
| III. Total Revenue (I + II) | | 1,310,446,046 | 1,355,692,986 |
| IV. Expenses: | | | |
| 1. Cost of Materials and Stores Consumed | 22 | 873,733,612 | 918,722,510 |
| 2. Purchases of Stock-in-Trade | - | 3,066,178 | 3,792,379 |
| 3. Changes in Inventories of Finished Goods, Work-in-process and Stock-in-trade | 23 | (26,240,420) | (25,973,407) |
| 4. Employee Benefits Expenses | 24 | 72,437,902 | 62,900,709 |
| 5. Financial Costs | 25 | 69,346,773 | 74,014,628 |
| 6. Depreciation and Amortization Expenses | 11 | 25,209,126 | 30,531,629 |
| 7. Other Expenses | 26 | 217,514,769 | 235,380,107 |
| Total Expenses | | 1,235,067,940 | 1,299,368,555 |
| V. Profit Before Exceptional and Extraordinary Items and Tax (III - IV) | | 75,378,106 | 56,324,431 |
| VI. Exceptional Items | | - | - |
| VII. Profit Before Extraordinary Items and Tax (V - VI) | | 75,378,106 | 56,324,431 |
| VIII. Extraordinary Items | | - | - |
| IX. Profit Before Tax (VII - VIII) | | 75,378,106 | 56,324,431 |
| X. Tax Expenses: | | | |
| (1) Current tax - Pertaining to Current Year | | (27,600,000) | (21,850,000) |
| (2) Current tax - Pertaining to Prior Year | | (134,687) | (245,484) |
| (3) Deferred Tax | | 1,064,614 | 3,400,642 |
| XI. Profit(Loss) for the period from Continuing Operation (IX - X) | | 48,708,033 | 37,629,589 |
| XII. Profit/(Loss) from Discontinuing Operation | | - | - |
| XIII. Tax Expenses of Discounting Operation | | - | - |

**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON
31ST MARCH, 2017**

| PARTICULARS | Note No. | For the Year 31-03-2017 Rupees | For the Year 31-03-2016 Rupees |
|---|-------------|--------------------------------------|--------------------------------------|
| XIV. Profit/(loss) from Discontinuing Operations (XII - XIII) | | - | - |
| XV. Profit/(Loss) for the period (XI + XIV) | | 48,708,033 | 37,629,589 |
| XVI. Earning per equity share: | | | |
| Basic & Diluted <i>(Refer Note No. 27)</i> | | 4.83 | 3.73 |
| <i>Accompanying Notes forming part of the Financial Statements</i> | 1 to 45 | | |

As per our report of even date attached
FOR SVK & ASSOCIATES
Chartered Accountants
Firm Reg. No. 118564W

On behalf of the Board of Directors
FOR, CAPTAIN POLYPLAST LTD.

Shilpang V. Karia
Partner
M. No. 102114

R. D. Khichadia
Managing Director
DIN : 00087859

A. K. Patel
Wholetime
Director
DIN : 00127951

Place : Rajkot
Date : 29th May, 2017

Kaushik Mori
Chief Financial Officer

Khyati S. Mehta
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT

| PARTICULARS | Year Ended 31-03-2017 Rupees | Year Ended 31-03-2016 Rupees |
|---|------------------------------------|------------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before tax | 75,378,106 | 56,324,431 |
| Adjustment for : | | |
| Depreciation and Amortization Exp | 25,209,126 | 30,531,629 |
| Interest Income | (3,887,198) | (5,233,115) |
| Financial Cost | 69,346,773 | 74,014,628 |
| | 90,668,701 | 99,313,141 |
| Operating profit before working capital changes | 166,046,807 | 155,637,572 |
| Adjustment for : | | |
| Changes in Working Capital : | | |
| Increase / (Decrease) in Trade Payable | (25,396,557) | 88,717,680 |
| Increase / (Decrease) in Other Current Liabilities | 31,054,967 | 18,390,809 |
| Increase / (Decrease) in Short Term Provision | 1,052,923 | (1,387,346) |
| (Increase) / decrease in Inventories | (8,560,477) | (47,145,882) |
| (Increase) / Decrease in Trade Receivable | 4,500,294 | (125,802,693) |
| (Increase) / Decrease in Loans & Advances | (39,769,695) | (10,146,291) |
| Increase / (Decrease) in Other Current Assets | 9,219,530 | (815,844) |
| | (27,899,015) | (78,189,567) |
| Cash Generated from Operation | 138,147,792 | 77,448,005 |
| Net Income-tax paid | (30,375,878) | (10,377,475) |
| Net Cash Flow from Operating Activities | 107,771,914 | 67,070,530 |
| B. CASH FLOW FROM INVESTING ACTIVITIES : | | |
| Capital Expenditure on Fixed Assets (Net) | (13,153,617) | (10,100,964) |
| (Increase) / Decrease in Non-current Investments | (30,432,920) | (304,740) |
| Increase / (Decrease) in Non-current Assets | 663,300 | 663,300 |
| Interest Received | 3,887,198 | 5,233,115 |
| Net Cash Flow from/(used) in Investing Activities | (39,036,039) | (4,509,288) |
| C. CASH FLOW FROM FINANCING ACTIVITIES : | | |
| Proceeds from Long Term Borrowings | (27,185,271) | (22,124,034) |
| Short Term Borrowings | 16,692,420 | 49,475,839 |
| Dividend paid (including Tax) | (2,425,391) | (4,850,776) |
| Financial Cost paid | (69,346,773) | (74,014,628) |
| Net Cash Flow from/(used) in Financing Activities | (82,265,015) | (51,513,599) |
| Net Increase/(decrease) in Cash & Cash Equivalents(A+B+C) | (13,529,140) | 11,047,643 |
| Cash & Cash Equivalents at the beginning of the period | 52,190,729 | 41,143,086 |
| Cash & Cash Equivalents at the end of the period | 38,661,589 | 52,190,729 |

CONSOLIDATED CASH FLOW STATEMENT

| COMPONENTS OF CASH & CASH EQUIVALENTS | Year Ended 31-03-2017 | Year Ended 31-03-2016 |
|---------------------------------------|--------------------------|--------------------------|
| (a) Balance with banks | 2,475,130 | 3,734,665 |
| (b) Cash on hand | 813,254 | 1,286,762 |
| (c) Earmarked balances with banks | 35,373,205 | 47,169,302 |
| | 38,661,589 | 52,190,729 |

- 1) The figures in bracket indicate outflow
- 2) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard -3 on Cash Flow Statement" issued by ICAI.
- 3) Figures of Cash & Cash Equivalents have been taken from Note 17
- 4) Previous period's figures have been regrouped wherever considered necessary.

As per our report of even date attached
FOR SVK & ASSOCIATES
 Chartered Accountants
 Firm Reg. No. 118564W

On behalf of the Board of Directors
FOR, CAPTAIN POLYPLAST LTD.

Shilpang V. Karia

Partner
 M. No. 102114

R. D. Khichadia

Managing Director
 DIN : 00087859

A. K. Patel

Wholetime
 Director
 DIN : 00127951

Place : Rajkot
 Date : 29th May, 2017

Kaushik Mori

Chief Financial Officer

Khyati S. Mehta

Company Secretary

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| | As at 31-03-2017 | | As at 31-03-2016 | |
|---|-------------------|--------------|-------------------|--------------|
| | Nos | Rupees | Nos | Rupees |
| 03 SHARE CAPITAL : | | | | |
| (i) Authorized : | | | | |
| Equity Shares of Rs. 10/- Each | 11,000,000 | 110,000,000 | 11,000,000 | 110,000,000 |
| Issued : | | | | |
| Equity Shares of Rs. 10/- each | 10,075,758 | 100,757,580 | 10,075,758 | 100,757,580 |
| Subscribed & Paid-up : | | | | |
| Equity Shares of Rs. 10/- each | 10,075,758 | 100,757,580 | 10,075,758 | 100,757,580 |
| Calls Unpaid | | - | | - |
| Par value per share | | 10 | | 10 |
| (ii) Reconciliation of number of Equity Shares : | | | | |
| Equity Shares : | | | | |
| Shares outstanding at the beginning of the year | 10,075,758 | 100,757,580 | 8,956,230 | 89,562,300 |
| Shares issued during the period | - | - | 1,119,528 | 11,195,280 |
| Shares outstanding at the end of the year | 10,075,758 | 100,757,580 | 10,075,758 | 100,757,580 |
| (iii) the rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and repayment of capital. | - | - | - | - |
| (iv) Shares in respect of each class in the company held by its holding company or ultimate holding company. | - | - | - | - |
| (v) Details of Shareholders holding more than 5% shares : | As at 31-03-17 | | As at 31-03-16 | |
| | No of shares held | % of holding | No of shares held | % of holding |
| Ramesh D. Khichadia | 1,855,642 | 18.42% | 1,855,642 | 18.42% |
| Gopal D. Khichadia | 1,545,817 | 15.34% | 1,545,817 | 15.34% |
| Sangita R. Khichadia | 609,443 | 6.05% | 602,100 | 5.98% |
| Captain Pipes Ltd. | 1,093,500 | 10.85% | 1,093,500 | 10.85% |
| | As at 31-03-17 | | As at 31-03-16 | |
| (vi) Shares reserved for issue under option and contracts/ commitments for sale of shares/disinvestment. | - | - | - | - |
| (vii) For the period of 5 years immediately preceding the date as at Balance Sheet is prepared : | | | | |
| - Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash | - | - | - | - |
| - Aggregate number and class of shares allotted as fully paid up by way of bonus shares | - | - | 1,119,528 | 11,195,280 |
| - Aggregate number and class of shares bought back | - | - | - | - |
| (viii) Terms of any securities convertible into equity/preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date | - | - | - | - |
| (ix) Calls unpaid | - | - | - | - |
| (x) Forfeited shares | - | - | - | - |

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|--|-------------------------------|-------------------------------|
| 04. RESERVE AND SURPLUS : | | |
| (a) Security Premium Reserve | 13,477,670 | 24,672,950 |
| Less : Utilized for issue of Bonus Shares | - | 11,195,280 |
| Total (a) | 13,477,670 | 13,477,670 |
| (b) Other Reserves : | | |
| - General Reserve | 421,308 | 421,308 |
| - Capital Reserve - State Cash Subsidy | 1,763,866 | 1,763,866 |
| Total (b) | 2,185,174 | 2,185,174 |
| (c) Balance in Statement of Profit and Loss Account : | | |
| - Opening Balance | 127,929,479 | 95,973,603 |
| Less : Adj of Prev. Year's Share in Profit/(Loss) of Asso. | 871,563 | (822,937) |
| Less : Interim Dividend | (2,015,154) | (4,030,303) |
| Less : Interim Dividend Tax | (410,237) | (820,473) |
| Add : Profit for the year | 48,708,033 | 37,629,859 |
| Total (c) | 175,083,685 | 127,929,479 |
| TOTAL | 190,746,529 | 143,592,323 |
| 05. LONG TERM BORROWINGS : | | |
| (a) Term Loans : | | |
| Secured Loan : | | |
| - From banks : | - | 14,930,554 |
| - From Financial Institutions | 26,928,553 | 28,322,359 |
| (b) Loans and Advances from Related Parties : | | |
| - Unsecured : | | |
| - From Directors | 6,781,108 | 17,642,019 |
| (c) Business Loans | | |
| - From Banks & Financial Institutions | - | - |
| TOTAL | 33,709,661 | 60,894,932 |

Secured Loans From Banks :

- a) Term Loan- I from S. B. I., Current O/s. as on 31-03-17 Rs. 98,77,457/-, secured by hypothecation of machinery and guarantee by all Directors, Rate of Interest @ 12.15% p. a., Repayable in monthly installment of Rs. 1050000/- p. m. plus interest
- b) Wind Turbine - I Term Loan from S. B. I., Current O/s. as on 31-03-17 Rs. 1,02,036/- is secured by hypothecation of Wind Turbine and guarantee by all Directors, Rate of Interest @ 12.15% p. a. Repayable in monthly installment of Rs. 150000/- p.m
- c) Wind Turbine - II Term Loan from S. B. I., Current O/s. as on 31-03-17 Rs. 51,14,501/- is secured by hypothecation of Wind Turbine and guarantee by all Directors, Rate of Interest @ 12.15% p. a. Repayable in monthly installment of Rs. 455000/- p. m. plus interest.

Business Loans From Banks & Financial Institutions :

- d) Business loan from Bajaj Finance Ltd, Current O/s. as on 31-03-17 Rs. 37,81,878/- is secured by hypothecation of residential building of Directors, Rate of interest 10.75% p. a., Repayable in 180 monthly EMI of Rs. 44166/-, Last Instalment due on 02-10-30.
- e) Business loan from Bajaj Finance Ltd, Current O/s. as on 31-03-17 Rs. 2,48,08,426/- is secured by hypothecation of residential building of Directors, Rate of interest 11.35% p. a., Repayable in 178 monthly EMI of Rs. 320121/-, Last Instalment due on 05-03-29
- f) Business loan from Kotak Mahindra Bank Ltd, Current O/s. as on 31-03-17 Rs. 47,86,209/- repayable in 13 monthly instalments of Rs. 6,25,125

Unsecured Loans From Directors :

- g) Unsecured Loans from directors and relatives are long term in nature and as per management explanation, generally not repayable within one year from the balance sheet date. Rate of Interest @ 12% p.a.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|--|---|---|
| 6 DEFERRED TAX LIABILITY/(ASSET) (NET) | | |
| PARTICULARS | Deferred Tax Liability/ (Asset) as at 31-03-17 | Current year Charge (Credit) |
| Deferred Tax Liabilities : | | Deferred Tax Liability/ (Asset) as at 31-03-16 |
| - Tax on difference between book and Tax Depr. | 2,872,829 | (1,768,241) |
| Deferred Tax Assets : | | |
| - Other Disallowance - Gratuity Provision & PT | (1,198,682) | 280,906 |
| Net Deferred Tax Liability/(Asset) | 1,674,147 | (1,487,335) |
| 7 SHORT TERM BORROWINGS | | |
| Secured : | | |
| Cash Credit from State Bank of India | 180,805,315 | 164,112,895 |
| TOTAL | 180,805,315 | 164,112,895 |

Note :

Working Capital Facilities from Banks:

Cash Credit from Banks o/s. as on 31.03.2017 Rs. 182,494,876/-, secured by way of first charge by hypothecation of stocks, book debts and all current assets of the Company (Present & Future) including Plant & Machinery situated at Company's premises. Rate of interest at PLR 12.05% subject to change from time to time..

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|--|-------------------------------|-------------------------------|
| 08. TRADE PAYABLES : | | |
| <i>(Refer Note No. 43)</i> | | |
| (a) Trade payables for goods | 268,540,082 | 316,408,553 |
| (b) Trade payables for expenses | 100,549,861 | 78,077,947 |
| TOTAL | 369,089,942 | 394,486,500 |
| 09. OTHER CURRENT LIABILITIES : | | |
| (a) Current Maturities of Long Term Debts | 21,059,730 | 27,122,479 |
| (b) Interest Accrued but not Due on Borrowings | 2,171,785 | 2,371,634 |
| (c) Advances Received From Customers | 74,962,441 | 35,622,700 |
| (d) Statutory Liabilities | 5,377,903 | 7,400,080 |
| TOTAL | 103,571,859 | 72,516,893 |
| 10. SHORT TERM PROVISIONS : | | |
| (a) Provision For Employees Benefit | 3,397,557 | 2,651,290 |
| <i>(Refer Note No. 38)</i> | | |
| (b) Provision for current income-tax | 27,600,000 | 21,850,000 |
| (c) Provision for unpaid expenses | 67,500 | 75,000 |
| TOTAL | 31,065,057 | 24,576,290 |

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

11. FIXED ASSETS

| Sr. No. | Particulars | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | |
|---------|---|--|--|------------------|---------------------------------|---------------------------------|---------------------|------------------|---------------------------------|
| | | Balance as at 01.04.2016 Rs. | Additions Rs. | Disposals Rs. | Balance as at 31.03.2017 Rs. | Balance as at 01.04.2016 Rs. | For the Year Rs. | Disposals Rs. | Balance as at 31.03.2017 Rs. |
| I | Tangible Assets : | | | | | | | | |
| | Factory Land | 1,935,768 | - | - | 1,935,768 | - | - | - | 1,935,768 |
| | Open Plot of land | 141,816 | - | - | 141,816 | - | - | - | 141,816 |
| | Factory Buildings | 13,644,104 | 7,652,227 | - | 21,296,331 | 6,421,187 | 715,260 | - | 14,159,884 |
| | Plant & Machinery | 129,347,339 | 1,212,564 | - | 130,559,903 | 56,687,631 | 13,843,511 | - | 60,028,761 |
| | Furniture & Fixture | 8,772,010 | 1,399,040 | - | 10,171,050 | 5,220,852 | 1,120,690 | - | 3,829,508 |
| | Computer System | 3,381,091 | 367,732 | - | 3,748,823 | 2,607,078 | 477,824 | - | 663,921 |
| | Vehicles | 13,494,915 | 112,553 | 1,727,279 | 11,880,189 | 8,713,707 | 1,525,045 | 1,471,844 | 3,113,281 |
| | Wind Turbine | 48,606,458 | - | - | 48,606,458 | 20,173,818 | 3,588,880 | - | 23,762,698 |
| | Total | 219,323,501 | 10,774,116 | 1,727,279 | 228,340,338 | 99,824,273 | 21,271,210 | 1,471,844 | 108,716,699 |
| | <i>Previous Year Total</i> | <i>213,142,880</i> | <i>6,189,095</i> | <i>8,474</i> | <i>219,323,501</i> | <i>73,826,288</i> | <i>26,005,788</i> | <i>7,803</i> | <i>119,499,228</i> |
| II | Intangible Assets : | | | | | | | | |
| | Total | - | - | - | - | - | - | - | - |
| | <i>Previous Year Total</i> | - | - | - | - | - | - | - | - |
| III | Capital Work-in-progress | | | | | | | | |
| | Factory Buildings | 1,272,980 | - | 1,272,980 | - | - | - | - | - |
| | Total | 1,272,980 | - | 1,272,980 | - | - | - | - | - |
| | <i>Previous Year Total</i> | <i>1,886,281</i> | <i>1,272,980</i> | <i>1,886,281</i> | <i>1,272,980</i> | - | - | - | <i>1,272,980</i> |
| IV | Intangible Assets under Development : | | | | | | | | |
| | Total | - | - | - | - | - | - | - | - |
| | <i>Previous Year Total</i> | - | - | - | - | - | - | - | - |
| | Depreciation Holding Co. Share in Dep. of Associate | 16-17 21,271,210 3,937,916 25,209,126 | 15-16 26,005,788 4,525,841 30,531,629 | | | | | | |
| | Grand Total | 220,596,481 | 10,744,116 | 3,000,259 | 228,340,338 | 99,824,273 | 21,271,210 | 1,471,844 | 108,716,699 |
| | <i>Grand Total</i> | <i>215,029,161</i> | <i>7,462,075</i> | <i>1,894,755</i> | <i>220,596,481</i> | <i>73,826,288</i> | <i>26,005,788</i> | <i>7,803</i> | <i>120,772,208</i> |

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|---|-------------------------------|-------------------------------|
| 12. NON-CURRENT INVESTMENT: | | |
| Unquoted :- (At Cost) | | |
| 250000(Previous 250000) Equity Share- Captain Eng. Pvt. Ltd. | 2,500,000 | 2,500,000 |
| Quoted :- (At Cost) | | |
| 1230600(Previous 1230600) Equity Share- Captain Pipes Ltd. | 15,207,500 | 15,207,500 |
| Market Value Rs. 12,26,90,820 (Rs. 4,55,93,730) | | |
| [Add / (Less) : Share in Profit / (Loss) of Associates | (439,403) | (872,323) |
| SBI MUTUAL FUND | 7,000,000 | 2,000,000 |
| SBI DYNAMIC BOND FUND | 15,000,000 | - |
| SBI REGULAR SAVING FUND | 10,000,000 | - |
| TOTAL | 49,268,097 | 18,835,177 |
| 13. LONG TERM LOANS AND ADVANCES : | | |
| <i>(Unsecured and considered good as certified by the management)</i> | | |
| Security Deposits | 34,503,018 | 16,309,311 |
| TOTAL | 34,503,018 | 16,309,311 |
| 14. OTHER NON-CURRENT ASSETS : | | |
| <i>(Unsecured and considered good as certified by the management)</i> | | |
| Unamortized Expenses (Share Issue Exp.) | 663,386 | 1,326,686 |
| TOTAL | 663,386 | 1,326,686 |
| 15. INVENTORIES : | | |
| <i>(As taken, valued & certified by the management)</i> | | |
| (a) Raw Materials | 34,161,071 | 50,779,441 |
| (b) Work-in-process | - | - |
| (c) Finished Goods | 184,955,734 | 159,041,558 |
| (d) Stock-in-trade (in respect of goods acquired for trading) | - | - |
| (e) Others - Waste & Scrap | - | 735,329 |
| <i>(Inventories are valued at lower of the estimated cost or net realizable value)</i> | | |
| TOTAL | 219,116,805 | 210,556,328 |
| <i>Details of Raw-materials : HDPE Granuals, Drip & Sprinkler components,</i> | 34,161,071 | 50,779,441 |
| <i>Finished Goods : Micro Irrigation Systems/Scrap</i> | 184,955,734 | 159,776,887 |
| 16. TRADE RECEIVABLES : | | |
| (a) Unsecured, considered good : | | |
| - Outstanding or a period exceeding six months from the date they are due for payment. | 87,277,474 | 136,554,889 |
| - Outstanding or a period less than six months from the date they are due for payment. | 423,773,996 | 378,996,875 |
| (b) Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member | - | - |
| TOTAL | 511,051,470 | 515,551,764 |

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|---|-------------------------------|-------------------------------|
| 17. CASH AND CASH EQUIVALENTS : | | |
| (i) Cash & Cash Equivalents | | |
| Cash on Hand | 813,254 | 1,286,762 |
| (a) | 813,254 | 1,286,762 |
| (ii) Bank Balances other than Cash and Cash Equivalents : | | |
| (a) Balance with banks | 2,475,130 | 3,734,665 |
| (b) Earmarked balances with banks | 35,373,205 | 47,169,302 |
| (b) | 37,848,335 | 50,903,967 |
| TOTAL | 38,661,589 | 52,190,729 |
| 18. SHORT TERM LOANS AND ADVANCES : | | |
| <i>(Unsecured and considered good as certified by the management)</i> | | |
| (a) Balances with Revenue Authorities | 23,694,892 | 15,047,500 |
| (b) Advance to Suppliers & Others | 16,665,843 | 7,930,944 |
| (c) Prepaid Expenses | 8,832,331 | 4,638,634 |
| TOTAL | 49,193,066 | 27,617,078 |
| 19. OTHER CURRENT ASSETS : | | |
| Advance Recoverable in cash or in kind or for value to be received (Considered Good) : | | |
| - Income Receivable | 245,961 | 939,613 |
| TOTAL | 245,961 | 939,613 |

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|--|-------------------------------|-------------------------------|
| 20. REVENUE FROM OPERATION : | | |
| (a) Sale of Products | 1,304,471,777 | 1,314,673,982 |
| (b) Sale of Services | 10,781,715 | 15,287,236 |
| (c) Other Operating Revenues | 31,165,991 | 59,639,512 |
| | <u>1,346,419,483</u> | <u>1,389,600,730</u> |
| Less : Discount & Rate Difference | 21,235,127 | 35,496,967 |
| Less : Excise Duty | 19,152,427 | 4,017,178 |
| TOTAL | <u>1,306,031,929</u> | <u>1,350,086,585</u> |
| 21. OTHER INCOME : | | |
| Interest Income | 3,887,198 | 5,233,115 |
| Dividend Income | 64,713 | 129,427 |
| Sundry Creditor Written Bank | - | 189,861 |
| Other Misc. Income | 105,769 | 53,998 |
| Foreign Exchange Rate Difference | 356,437 | - |
| TOTAL | <u>4,414,118</u> | <u>5,606,401</u> |
| 22. COST OF RAW MATERIAL AND STORES CONSUMED : | | |
| Opening Stock : | 60,236,700 | 28,909,395 |
| Add : Purchases | 870,213,371 | 950,585,007 |
| | <u>930,450,070</u> | <u>979,494,402</u> |
| Less : Closing Stock | 57,031,939 | 60,236,700 |
| Discount & Rebate | (315,480) | 535,192 |
| TOTAL | <u>873,733,612</u> | <u>918,722,510</u> |
| 23. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROCESS & STOCK-IN-TRADE : | | |
| Opening Stock : | | |
| Finished Goods | 175,631,630 | 149,362,085 |
| Stock in Trade | 2,427,525 | 3,397,325 |
| Waste & Scrap | 735,329 | 61,666 |
| | <u>178,794,483</u> | <u>152,821,076</u> |
| Less : Closing stock : | | |
| Finished Goods | 201,942,885 | 175,631,630 |
| Stock in Trade | 3,092,018 | 2,427,525 |
| Waste & Scrap | - | 735,329 |
| | <u>205,034,903</u> | <u>178,794,483</u> |
| TOTAL | <u>(26,240,420)</u> | <u>(25,973,407)</u> |
| 24. EMPLOYEE BENEFITS EXPENSES : | | |
| Salary, Wages and Bonus (including directors remuneration) | 66,002,350 | 56,598,869 |
| Contribution to Provident Fund & Gratuity Fund | 4,464,466 | 4,363,771 |
| Staff Welfare Expenses | 1,971,086 | 1,938,069 |
| TOTAL | <u>72,437,902</u> | <u>62,900,709</u> |

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|--|-------------------------------|-------------------------------|
| 25. FINANCIAL COSTS : | | |
| Interest Expenses | 56,880,024 | 62,775,246 |
| Other Borrowing Costs | 12,466,749 | 11,239,382 |
| TOTAL | 69,346,773 | 74,014,628 |
| 26. OTHER EXPENSES : | | |
| a. Manufacturing & Operating Costs | | |
| Consumption of Electirc, Power and Fuel | 24,239,949 | 25,669,656 |
| Machinery Repairs & Maintenance | 1,054,910 | 2,342,031 |
| Building Repairs & Maintenance | - | 4,137 |
| Freight and Forwarding Charges | 1,200,253 | 1,166,992 |
| Other Manufacturing & Operating Expenses | 6,811,113 | 9,830,053 |
| (a) | 33,306,226 | 39,012,869 |
| b. Sales & Distribution Expenses | | |
| Advertisement Expenses | 3,534,360 | 4,111,047 |
| Sales Promotion Expenses | 86,533,223 | 69,928,731 |
| Travelling Expenses | 10,584,718 | 8,937,268 |
| Outward Transportation, Export & Godown Expenses | 26,872,760 | 12,243,971 |
| Commission Expenses | 38,766 | 497,157 |
| Rent, Rates & Taxes | 3,202,655 | 2,541,574 |
| (b) | 130,766,481 | 98,259,746 |
| c. General & Administrative Expenses | | |
| Audit Fees | 82,398 | 82,398 |
| Legal & Professional Expenses | 8,558,611 | 8,357,076 |
| Insurance | 1,193,798 | 759,046 |
| Contract Expenses | 23,791,929 | 65,737,568 |
| Other General & Administration Expenses | 19,815,326 | 23,171,404 |
| (c) | 53,442,062 | 98,107,492 |
| TOTAL (a+b+c) | 217,514,769 | 235,380,107 |

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|---|-------------------------------|-------------------------------|
| 27. Earning per Share (EPS) : | | |
| (a) Profit after tax for calculation of Basic and Diluted EPS | 48,708,033 | 37,629,589 |
| (b) Weighted average number of equity shares outstanding for calculating EPS (Adjusted for Bonus Issue) | 10,075,758 | 10,075,758 |
| (c) Basic and Diluted EPS | 4.83 | 3.73 |
| 28. Contingent Liabilities and Commitments : | | |
| (to the extent not provided for) | | |
| <u>Holding Company</u> | | |
| (i) Contingent Liabilities | | |
| (a) Claim against the company not acknowledgement as debt | Nil | Nil |
| (b) Counter guarantee given to the banks against guarantee issued by banks on behalf of company. | 126,815,527 | 82,317,592 |
| (c) Letter of Credits issued by bank | 118,365,076 | 69,225,684 |
| (d) Disputed Liability in Appeal : | | |
| (i) Income-tax | 10,507,534 | 11,111,327 |
| (ii) Central Excise | 1,840,897 | 1,840,897 |
| Based on favourable decision in similar cases / legal opinions taken by the Company / discussion with the solicitors etc., the Company believes that there are favourable chances in company's favour in respect of all the items above hence no provision there against is made. | | |
| (ii) Commitments | Nil | Nil |
| (a) Estimated amount of contracts remaining to be executed on capital account and not provided for | Nil | Nil |
| (b) Uncalled liability on shares/investments partly paid | Nil | Nil |
| (c) Other commitments | Nil | Nil |
| <i>(Contingent liabilities as disclosed above are as certified by the management of the company)</i> | | |
| <u>Associate Company</u> | | |
| (i) Contingent Liabilities | | |
| (a) Claim against the company not acknowledgement as debt | Nil | Nil |
| (b) Counter guarantee given to the banks against guarantee issued by banks on behalf of company. | 250,000 | 250,000 |
| (c) Letter of Credits issued by bank | 41,519,424 | 25,397,232 |
| (d) Disputed Liability in Appeal : | | |
| (i) Income-tax | Nil | Nil |
| (ii) Central Excise | Nil | Nil |
| (ii) Commitments | Nil | Nil |
| (a) Estimated amount of contracts remaining to be executed on capital account and not provided for | Nil | Nil |
| (b) Uncalled liability on shares/investments partly paid | Nil | Nil |
| (c) Other commitments | Nil | Nil |
| <i>(Contingent liabilities as disclosed above are as certified by the management of the company)</i> | | |

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 Rupees | As at 31-03-2016 Rupees |
|--|-------------------------------|-------------------------------|
| 29. Value of imports calculated on CIF basis by the company during financial year in respect of : | | |
| <u>Holding Company</u> | | |
| i. Raw materials | 45,724,668 | 34,257,205 |
| ii. Components and spare parts | - | - |
| iii. Capital Goods / Parts for machinery | 143,312 | - |
| <u>Associate Company</u> | | |
| i. Raw materials | 59,963,091 | 11,292,346 |
| ii. Components and spare parts | - | - |
| iii. Capital Goods / Parts for machinery | - | - |
| 30. Earnings & Expenditure in foreign currency | | |
| <u>Holding Company</u> | | |
| a Earnings | - | - |
| b Expenditures | | |
| - Travelling Expenses | 243,450 | 65,080 |
| <u>Associate Company</u> | | |
| a Earnings | 33,111 | 8,572,911 |
| b Expenditures | | |
| - Travelling Expenses | Nil | Nil |
| 31. Imported and Indigenous Material Consumed : | | |
| <u>Holding Company</u> | | |
| i. Total value of imported raw materials, spare parts and components consumed during the financial year | 45,724,668 | 34,257,205 |
| ii. Total value of all indigenous raw materials, spare parts and components similarly consumed | 828,008,944 | 884,465,305 |
| iii. Total value of imported and indigenous raw materials, spare consumed during the financial year | 873,733,612 | 918,722,510 |
| iv. Imported raw materials and spare parts consumed in % | 5.23% | 3.73% |
| v. Indigenous raw materials and spare parts consumed in % | 94.77% | 96.27% |
| <u>Associate Company</u> | | |
| i. Total value of imported raw materials, spare parts and components consumed during the financial year | 59,963,091 | 11,292,346 |
| ii. Total value of all indigenous raw materials, spare parts and components similarly consumed | 370,333,291 | 442,812,284 |
| iii. Total value of imported and indigenous raw materials, spare consumed during the financial year | 430,296,382 | 454,104,630 |
| iv. Imported raw materials and spare parts consumed in % | 13.94% | 2.49% |
| v. Indigenous raw materials and spare parts consumed in % | 86.06% | 97.51% |
| 32. Payment to Auditors (without Service tax) : | | |
| <u>Holding Company</u> | | |
| - Audit Fees | 75,000 | 75,000 |
| <u>Associate Company</u> | | |
| - Audit Fees | 25,000 | 25,000 |

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| PARTICULARS | As at 31-03-2017 | As at 31-03-2016 |
|---|---|---------------------|
| 33. Details of raw materials consumed : (In Rupees) | | |
| <u>Holding Company</u> | | |
| HDPE Granuals & Micro Irrigation Systems Components | 873,733,612 | 918,722,510 |
| <u>Associate Company</u> | | |
| UPVC Pipes & Fittings | 430,296,382 | 454,104,630 |
| 34. Details of Manufactured Goods : (In Rupees) | | |
| <u>Holding Company</u> | | |
| Product | <u>Micro Irrigation Systems Set/Items</u> | |
| Opening Stock | 175,631,630 | 141,998,733 |
| Closing Stock | 201,942,885 | 159,041,558 |
| Sales | 1,264,084,223 | 1,116,142,334 |
| <u>Associate Company</u> | | |
| Product | <u>UPVC Pipes and Fittings</u> | |
| Opening Stock | 64,270,349 | 36,365,925 |
| Closing Stock | 67,857,955 | 64,270,349 |
| Sales | 534,741,168 | 537,402,849 |
| 35. There is no employees getting remuneration as required under Section 217 (2-A) of the Companies Act, 2013 | NA | NA |
| 36. Realisation : | | |
| In the opinion of the Board and to the best of its knowledge and belief, the value on realisation of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet. | | |
| 37. Contratual Liabilities : | | |
| All other contractual liabilities connected with business operations of the Company have been appropriately provided for. | | |
| 38. Gratuity Benefits | | |
| <u>Holding company</u> | | |
| The Company has defined benefit gratuity plan. Every employee who has completed five years or more of services gets a gratuity on departure at 15 days salary (Last drawn salary) for each completed year of service. | | |
| The following table summarizes the component of net benefit expenses recognized in Statement of Profit & Loss. Gratuity Obligation as at year end as per Acturial Valuation Report. | | |

| Particulars | 2016-17 | 2015-16 |
|------------------------------------|-----------|-----------|
| Opening defined benefit obligation | 2,651,290 | 1,512,125 |
| Adjustment during the year (Net) | 746,267 | 1,139,165 |
| Closed Defined benefit obligation | 3,397,557 | 2,651,290 |

Associate company

Provision for gratuity is provided based on valuation made at the end of the financial year, by the management of the company in respect of employees who have completed five or more years of services and are eligible for gratuity at departure @ 15 days salary (Last drawn salary) for each completed year of service

Gratuity liability as at year end 1,326,346 917,397

- 39.** Previous year's figure have been reworked, regrouped, rearranged and reclassified wherever necessary. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.
- 40.** Balances of Trade Payables, Unsecured Loans, Trade Receivables, Long Term and Short Term Loans & Advances, Other Current and Other Non Current Assets and Provisions are subject to the confirmation of the parties concerned. Wherever confirmation of the parties for the amounts due to them / amounts due from them as per books of accounts are not received, necessary adjustments, if any, will be made when the accounts are reconciled / settled.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

41. Related Party Disclosure :

Holding Company

(I) List of Related Parties and Relationship

| Name of Related Party | Relationship |
|--|---------------------|
| Key Management Personnel (KMP) | |
| Mr. Ramesh D. Khichadia | Chairman and M. D. |
| Mr. Ashok K. Patel | Whole time Director |
| Mr. Kaushik V. Mori | CFO |
| Mr. Gopal D. Khichadia | Director |
| Mr. Harshadray L. Patel | Director |
| Ms. Anjanaben P. Paghadar | Director |
| Mr. Dhanjibhai R. Padmani | Director |
| Ms. Khyati S. Mehta | Company Secretary |
| Relatives of KMP | |
| Ritesh R. Khichadia | Relative |
| Enterprise owned by Relative of Key Management Personnel | |
| M/s. Capital Polymers | |
| M/s. Capital Polyplast (Guj) Pvt Ltd | |
| Associate : (Where Company Exercises Significant influence) | |
| M/s. Captain Pipes Ltd. | |

(ii) Disclosure of Transactions with Related Parties

| Particulars | 2016-2017 | | | |
|--|---|-----------------------------|--------------|-------------------------|
| | Remuneration (R) / Bonus (B) / Sitting Fees (S) | Loan Received (Loan Repaid) | Interest | Purchases (P) Sales (S) |
| Key Management Personnel | | | | |
| Mr. Ramesh D. Khichadia | 3095820 (R+B) | - | 1,639,126.00 | - |
| Mr. Ramesh D. Khichadia | - | (12,030,000) | - | - |
| Mr. Ashok K. Patel | 346670 (R+B) | - | - | - |
| Mr. Kaushik V. Mori | 951476 (R+B) | - | - | - |
| Mr. Gopal D. Khichadia | - | 25,000,000 | 1,409,863.00 | - |
| Mr. Gopal D. Khichadia | - | (26,575,000) | - | - |
| Mr. Harshadray L. Patel | 14000 (S) | - | - | - |
| Ms. Anjanaben P. Paghadar | 14000 (S) | - | - | - |
| Ms. Khyati S. Mehta | 194988 (R+B) | - | - | - |
| Mr. Dhanjibhai R. Padmani | 14000 (S) | - | - | - |
| Relatives of KMP | | | | |
| Ritesh R. Khichadia | 230922 (R+B) | | | |
| Enterprise owned by Relative of key | | | | |
| Management Personnel : | | | | |
| M/s. Capital Polymers | - | - | - | 19300412 (P) |
| M/s. Capital Polyplast (Guj) Pvt Ltd | - | - | - | 341643 (S) |
| Associate : (Where Company Exercises Significant influence) : | | | | |
| M/s. Captain Pipes Ltd. | - | - | - | 105838820 (P) |
| M/s. Captain Pipes Ltd. | - | - | - | 47389966 (S) |

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

| Particulars | 2015-2016 | | | |
|--|---|-----------------------------|--------------|-------------------------|
| | Remuneration (R) / Bonus (B) / Sitting Fees (S) | Loan Received (Loan Repaid) | Interest | Purchases (P) Sales (S) |
| Key Management Personnel | | | | |
| Mr. Ramesh D. Khichadia | 2940600 (R+B) | 29,000,000 | 1,841,655.00 | - |
| Mr. Ramesh D. Khichadia | - | (15,745,166) | - | - |
| Mr. Ashok K. Patel | 349699 (R+B) | (1,161,636) | 24,671.00 | - |
| Mr. Kaushik V. Mori | 852074 (R+B) | - | - | - |
| Mr. Gopal D. Khichadia | - | 2,500,000 | 157,333.00 | - |
| Mr. Gopal D. Khichadia | - | (7,898,620) | - | - |
| Mr. Harshadray L. Patel | 14000 (S) | 3,000,000 | - | - |
| Mr. Harshadray L. Patel | - | (3,000,000) | - | - |
| Ms. Anjanaben P. Paghadar | 14000 (S) | - | - | - |
| Ms. Khyati S. Mehta | 187500 (R+B) | - | - | - |
| Mr. Dhanjibhai R. Padmani | 14000 (S) | - | - | - |
| Relatives of KMP | | | | |
| Ritesh R. Khichadia | 1080840 (R+B) | - | - | - |
| Enterprise owned by Relative of key Management Personnel | | | | |
| M/s. Capital Polymers | - | - | - | 25854189 (P) |
| M/sCapital Polyplast (Guj) Pvt Ltd | - | - | - | 474 (S) |
| Associate : (Where Company Exercises Significant influence) : | | | | |
| M/s. Captain Pipes Ltd. | - | - | - | 193386280 (P) |
| M/s. Captain Pipes Ltd. | - | - | - | 35412616 (S) |

Associate Company

(I) List of Related Parties and Relationship

| Name of Related Party | Relationship |
|--|----------------------|
| Key Management Personnel (KMP) | |
| Mr. Ramesh D. Khichadia | Director |
| Mr. Gopal D. Khichadia | Director |
| Mr. Kantilal M. Gedia | Director |
| Arvindbhai Ranpariya | Independent Director |
| Ratilal Baldha | Independent Director |
| Prafullaben Tank | Independent Director |
| Chandrakant Gadhiya | CFO |
| Enterprise owned by Relative of Key Management Personnel | |
| M/s. Capital Polymers | |
| Companies under same management | |
| M/s. Captain polyplast Ltd. | |
| Enterprise owned by Key Management Personnel and Relative of Key Management Personnel | |
| M/s. Captain Technocast Pvt Ltd | |

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

(ii) Disclosure of Transactions with Related Parties

| Particulars | 2016-17 | | | |
|--|---|-----------------------------|--------------------------------|-------------------------|
| | Remuneration (R) / Bonus (B) / Sitting Fees (S) | Loan Received (Loan Repaid) | Interest (I) Jobwork Exps. (J) | Purchases (P) Sales (S) |
| Key Management Personnel | | | | |
| Mr. Gopal D. Khichadia | 2098642 (R+B) | 9000000 (8375000) | - | - |
| Mr. Kantilal M. Gedia | 281484 (R+B) | - | - | - |
| Arvindbhai Ranpariya | - | - | - | - |
| Ratilal Baldha | - | - | - | - |
| Prafullaben Tank | - | - | - | - |
| Chandrakant Gadhiya | 389747(R+B) | - | - | - |
| Enterprise owned by Relative of Key Management Personnel | | | | |
| M/s. Capital Polyplast (Guj) Pvt Ltd | - | - | 229758 (J) | - |
| M/s. Capital Polyplast (Guj) Pvt Ltd | - | - | - | 19073 (S) |
| Enterprise owned by Key Management Personnel and Relative of Key Management Personnel | | | | |
| M/s. Captain Technocast Pvt Ltd | - | - | - | 94255 (S) |
| Companies under same management | | | | |
| M/s. Captain Polyplast Ltd. | - | - | - | 105838820 (S) |
| M/s. Captain Polyplast Ltd. | - | - | - | 47389966 (P) |

Dues from companies under same management - Captain Polyplast Ltd. - Rs. 1,72,97,721 (Rs. 3,77,76,985)

| Particulars | 2015-2016 | | | |
|--|---|-----------------------------|--------------------------------|-------------------------|
| | Remuneration (R) / Bonus (B) / Sitting Fees (S) | Loan Received (Loan Repaid) | Interest (I) Jobwork Exps. (J) | Purchases (P) Sales (S) |
| Key Management Personnel | | | | |
| Mr. Ramesh D. Khichadia | - | 2,000,000 | - | - |
| Mr. Gopal D. Khichadia | 1842957 (R+B) | 1,375,000 | - | - |
| Mr. Kantilal M. Gedia | 260862 (R+B) | 1,750,000 | - | - |
| Companies under same management | | | | |
| M/s. Captain Polyplast Ltd. | - | - | - | 193386280 (S) |
| M/s. Captain Polyplast Ltd. | - | - | - | 35412616 (P) |

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

42. The details of SBNs held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination-wise SBNs and other notes as per the MCA notification are as under : -

Holding Company

(Amount in Rs.)

| Particulars | SBNs | Other denomina- tion notes | Total |
|--|---------|----------------------------------|-----------|
| Closing Cash in hand on 8th November, 2016 | 840,000 | 691,532 | 1,531,532 |
| Add : Withdrawal from Banks | - | 506,000 | 506,000 |
| Add : Non-Permitted Receipts | 66,500 | - | 66,500 |
| Add : Permitted Receipts | - | 26,820 | 26,820 |
| Less : Permitted Payments | - | 256,935 | 256,935 |
| Less : Paid for non-permitted transactions | - | - | - |
| Less : Amount Deposited in Banks | 906,500 | - | 906,500 |
| Closing Cash as on 30th December, 2016 | - | 967,417 | 967,417 |

Associate Company

| Particulars | SBNs | Other denomina- tion notes | Total |
|--|-----------|----------------------------------|-----------|
| Closing Cash in hand on 8th November, 2016 | 1,990,000 | 10,874 | 2,000,874 |
| Add : Withdrawal from Banks | - | 430,000 | 430,000 |
| Add : Non-Permitted Receipts | - | - | - |
| Add : Permitted Receipts | - | - | - |
| Less : Permitted Payments | - | 15,276 | 15,276 |
| Less : Paid for non-permitted transactions | - | 153,272 | 153,272 |
| Less : Amount Deposited in Banks | 1,990,000 | - | 1,990,000 |
| Closing Cash as on 30th December, 2016 | - | 272,326 | 272,326 |

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2017**

43. In the absence of information regarding outstanding dues of MICRO or Small Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act, the Company has not disclosed the same as required by Schedule III to the Companies Act,
44. Wherever no vouchers and documentary evidences were made available for our verification, we have relied on the authentication given by management of the company.
45. Figures have been rounded off to nearest rupee and have been regrouped, rearranged and reclassified wherever necessary.

Signature to Notes No. 1 to 45

FOR SVK & ASSOCIATES

Chartered Accountants
Firm Reg. No. 118564W

On behalf of the Board of Director

FOR, CAPTAIN POLYPLAST LTD.

Shilpang V. Karia

Partner
M. No. 102114

R. D. Khichadia

Managing Director
DIN : 00087859

A. K. Patel

Wholesale Director
DIN : 00127951

Place : Rajkot

Date : 29th May, 2017

Kaushik Mori

Chief Financial Officer

Khyati S. Mehta

Company Secretary

NOTES



ATTENDANCE SLIP

20TH ANNUAL GENERAL MEETING

I/We hereby record my/our presence at the 20TH Annual General Meeting of the Company at Captain Polyplast Limited - Polymer Division, Survey No. 257, Plot No. 16, SHAPAR (Veraval), Dist. Rajkot – 360024 (Gujarat) on Thursday, 21st September, 2017 at 11:00 A.M.

| | | |
|--|---|---------------------------------|
| Member" s Folio/ DP ID-Client ID No | Member" s/Proxy" s name in Block Letters | Member" s/Proxy" s Signature |
|--|---|---------------------------------|

Voting through Electronic means

| | | |
|---------------|----------------|---------------------|
| R EVEN | USER ID | PASSWORD/PIN |
| | | |

Note:

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 2016-17 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 2016-17 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 shares of the above named company, hereby appoint

1. Name:, Address:
 E-mail Id:..... Signature:....., or
 failing him,

2. Name:, Address:
 E-mail Id:..... Signature:....., or
 failing him,

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 20TH Annual General Meeting of the company at Captain Polyplast Limited - Polymer Division, Survey No. 257, Plot No. 16, SHAPAR (Veraval), Dist. Rajkot – 360024 (Gujarat) on Thursday 21st September, 2017, at 11:00 A.M. For all the resolutions as mentioned in AGM Notice.

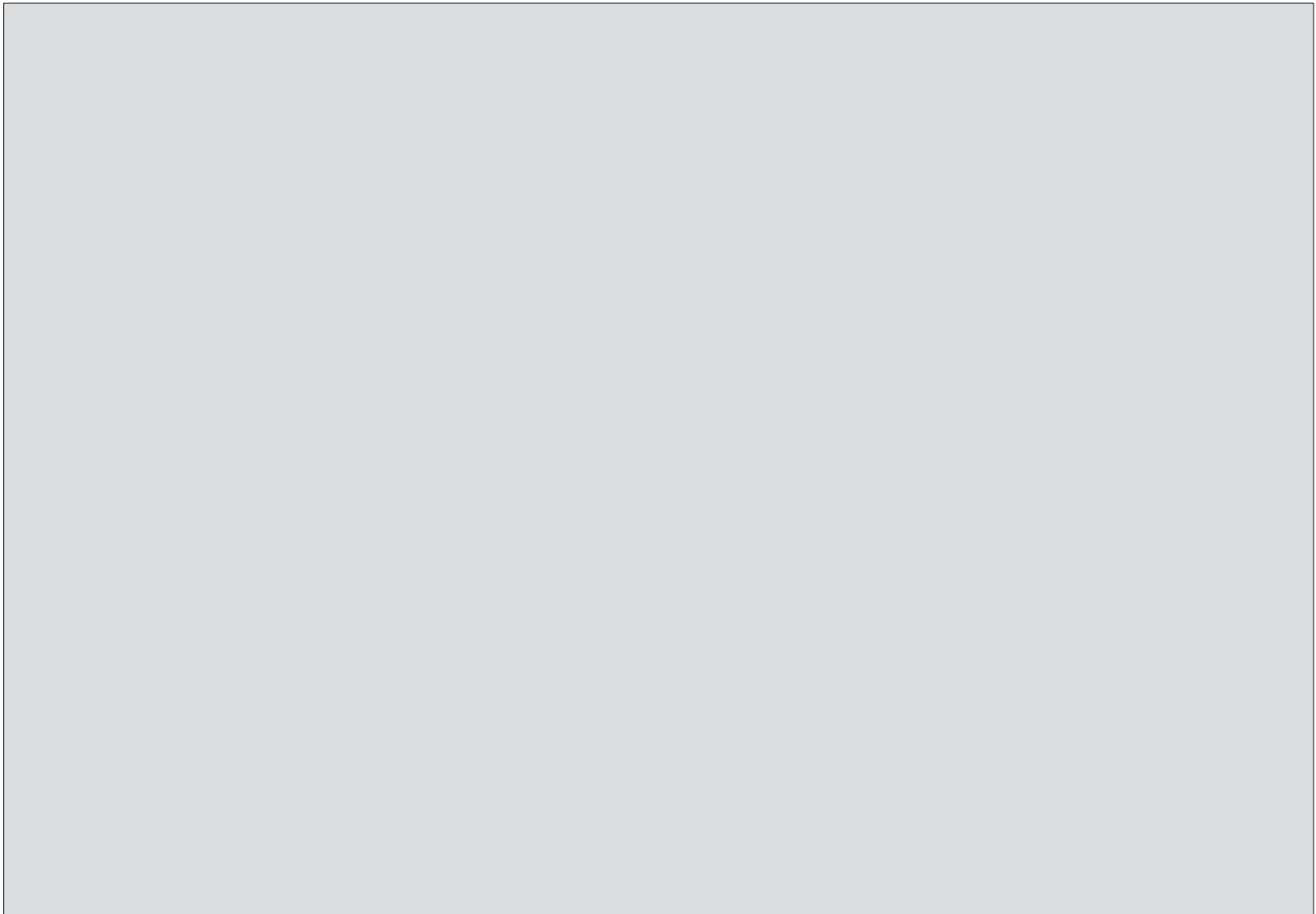
Signed this..... day of.....2017

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.



CAPTAIN POLYPLAST LTD.

Survey No. 267, Plot No. 10A, 10B & 11, N.H. No. 27, SHAPAR (Veraval)
Dist. Rajkot - 360 024 (Guj.) INDIA Telefax : +91-2827-253006, 252056
e-mail : info@captainpolyplast.in | web : www.captainpolyplast.com
CIN No. : L25209GJ1997PLC031985