

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF CAPTAIN TECHNOCAST LIMITED WILL BE HELD ON THURSDAY, 18TH JULY, 2024 AT 11:00 A.M. AT SURVEY NO-257, PLOT NO.4, N.H. NO.8 - B, SHAPAR (VERAVAL), RAJKOT, 360002 GUJARAT INDIA AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

AGENDA NO. 1 TO CONSIDER AND APPROVE THE ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 61(1)(a), Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Authorised Share Capital of the Company be and is hereby increased from Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each Rs. 13,00,00,000 (Rupees Thirteen Crore) divided into 1,30,00,000 (One Crore Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 20,00,000 (Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each in the Authorised Share Capital of the Company.”

“RESOLVED FURTHER THAT pursuant to Section 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be altered to read as under:

“V. The Authorised Share Capital of the Company is 13,00,00,000 (Rupees Thirteen Crore) divided into 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each

“RESOLVED FURTHER THAT the Managing Director and any one of the Director of the Company, be and are hereby severally authorised to intimate the Registrar of Companies, Gujarat about such increase in the Authorised Share Capital of the Company and to do all such acts, deeds, matters and things to give effect to the aforementioned Resolution, including to enable the Company and the Registrar to make necessary changes in the Capital Clause of the Memorandum of Association of the Company as specified in the above Resolution.”

AGENDA NO. 2 ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO NON PROMOTER OF THE COMPANY ON A PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), enabling provisions of the Memorandum and Articles of Association of the Company, applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the competent statutory and / or regulatory authorities, as maybe applicable or necessary including the Securities and Exchange Board of India (“SEBI”), BSE Limited (“BSE”) and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of the competent statutory and / or regulatory authorities while granting consent(s), permission(s) or approval(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board”) which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to offer, issue and allot, from time to time in one or more tranches, up to 14,00,000 (FOURTEEN LAKHS) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupee Ten Only) (“Equity Share”) each (“Warrants”) at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of **Rs. 60/- (Rupees Sixty only)** each payable in cash (“Warrant Issue Price”), **aggregating up to Rs. 8,40,00,000 /- (Eight Crore Forty Lakhs Only) (“Total Issue Size”)** on a preferential basis to non promoter listed below (“Warrant Holder(s)” / “Proposed Allottee(s)”) subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of **Rs. 15.00 (Fifteen Only) for each Warrants**, which is **equivalent to 25%** (twenty five per cent) of the Warrant Issue Price as upfront payment (“Warrant Subscription Price”) entitling the Warrant Holder(s) to apply for and get allotted one fully paid-up equity share of the Company of face value of Rs.10/- each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on **payment of Rs.45.00 /- (Forty Five Rupees only) which is equivalent to 75%** (Seventy five per cent) of the Warrant Issue Price , for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:



Sr no	Name Of Allottees	No Of Warrants	Category
1	Boghara Bharatbhai Khodabhai	200000	Non-Promoter
2	Suresh Govindbhai Mungra	100000	Non-Promoter
3	Bhavna Sureshbhai Mungra	100000	Non-Promoter
4	Sidpara Nidhi Rohit	50000	Non-Promoter
5	Sidpara Reena Hitesh	50000	Non-Promoter
6	Sidpara Jagrutiben Rameshbhai	50000	Non-Promoter
7	Sidpara Rishita Dharmesh	50000	Non-Promoter
8	Bhavesh Ramjibhai Limbasia	200000	Non-Promoter
9	Savaliya Vilasben Laljibhai	200000	Non-Promoter
10	Truptiben Kaushikbhai Bhatt	200000	Non-Promoter
11	Manishkumar Rambhai Patel	25000	Non-Promoter
12	Patel Nrup Harshadkumar	25000	Non-Promoter
13	Patel Nisarg Manishkumar	50000	Non-Promoter
14	Sarojben Dinkarbhai Shah	25000	Non-Promoter
15	Harshaben Maheshbhai Shah	25000	Non-Promoter
16	Lataben Ashokbhai Shah	25000	Non-Promoter
17	Pragyaben Hemantbhai Shah	25000	Non-Promoter
	Total	14,00,000	

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holder, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of Warrants and equity shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions apart from other requirements as prescribed under applicable laws:

1) Pricing: The Equity Shares of the Company are listed on BSE Limited (“BSE”), however, the shares were infrequently traded and the trading volume of Equity Shares of the Company was not ten per cent of the total number of such class of shares of the Company during the 240 trading days preceding the relevant date. Therefore price was arrived as per regulation 165 (Pricing of infrequently traded shares) of SEBI (ICDR) REGULATIONS, 2018 , i.e. Rs.54.00/- as per valuation report of registered valuer. The company want to issue the warrant at the price of Rs.60.00/- per warrant

2) Face Value: Each Warrant shall have a face value of Rs. 10/- (Rupees Ten Only).

3) Form: The Warrants shall be allotted as partially paid-up with an amount equivalent to twenty-five per cent of the consideration to be paid against each Warrant on the date of allotment of Warrants and the balance seventy-five per cent of the consideration to be paid at the time of allotment of the equity shares pursuant to exercise of options against each such Warrant by the warrant holder. The Warrants shall be allotted in dematerialised form and shall be rupee denominated, unsecured, unlisted, unrated, convertible and subject to the provisions of the Companies Act, 2013, Chapter V of the ICDR Regulations and the Memorandum and Articles of Association of the Company.

4) Conversion Ratio / Other Conversion Terms: Each Warrant having a face value of Rs. 10/- each (Rupees Ten Only) each shall be convertible into 1 (one) number of fully paid up equity share of the Company having a face value of Rs. 10/- (Rupees Ten Only) each. Upon occurrence of the Conversion Event, the Warrants shall be convertible in to equity shares, as above, at the option of the warrant holder during the period of 18 (eighteen) months from the date of allotment, provided however that the warrant holder has, along with the conversion request in writing, paid the balance seventy-five per cent of the consideration and fulfilled other regulatory and compliance requirements as may necessary and as may be desired by the Company. If the Conversion Event does occur and / or warrant holder fails to pay the balance seventy-five per cent. of the consideration and / or fails to exercise the conversion rights during the period of 18 (Eighteen) months from the date of the allotment as specified in the ICDR Regulations, the Warrants shall expire on the last day of 18 (Eighteen) months from the date of allotment as specified in the ICDR Regulations, without any further action required from the Company or the warrant holder and the amount subscribed shall stand forfeited. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.

5) Interest: The Warrants shall not carry any interest.

6) Voting Rights: The Warrants by their nature, until converted into equity shares, do not give the warrant holders rights as shareholder of the Company including the voting rights.

7) Amendment of terms: The Board may, subject to the applicable laws and consent of the warrant holders, vary the terms of allotment and / or conversion of the Warrants, from time to time, as it may think fit in the best interest of the Company.

8) Terms of equity shares arising pursuant to conversion: The equity shares arising from exercise of the Warrants shall be fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the ICDR Regulations. The said equity shares shall be listed on the BSE Limited subject to the receipt of necessary regulatory permissions and approvals, as the case may be."

In terms of Regulation 165 and 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

"RESOLVED FURTHER THAT in accordance with Regulation 161(b) of the ICDR Regulations, the "Relevant Date", for determining the price of the equity shares to be allotted to the warrant holder, on conversion of Warrants issued on a preferential basis is 18th JUNE 2024 being the date which is 30 (Thirty) days prior to the date on which the meeting of the shareholders is held to consider the proposed preferential issue of the Warrants."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, revising the Relevant Date in accordance with applicable law, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to the depositories for admission of securities / lock-in of securities, giving credit for the securities so allotted directly into the depository accounts of the proposed allottees, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, RBI, MCA, etc. and such other approvals including approvals of the lenders of the Company, if required, and as may be agreed to by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares arising there from, including utilisation of the issue proceeds, cancelling the unsubscribed portion (if any) and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board (for actions that are permitted to be performed by such committee under the provisions of the Act) to give effect to this resolution."

AGENDA NO.3 MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND X2 VALVES PRIVATE LIMITED- A SUBSIDIARY COMPANY.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and **X2 VALVES PRIVATE LIMITED**, Subsidiary of Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and **X2 VALVES PRIVATE LIMITED**, for an aggregate value **not exceeding Rs. 10.00 crore** during the financial year 2024-25, with an increase of 25% on the previous year limit year on year upto FY 2028-29 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business."

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

AGENDA NO.4 MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND X2 ENGINEER- A PARTNERSHIP FIRM HAVING PARTNERS FROM PROMOTER GROUP.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and **X2 ENGINEERS**, partnership firm having partners from promoter group of Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as may be mutually agreed between the Company and **X2 ENGINEERS**, for an aggregate value **not exceeding Rs. 15.00 crore** during the financial year 2024-25 with an increase of 25% on the previous year limit year on year upto FY 2028-29, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

AGENDA NO. 5 APPROVAL OF REMUNERATION OF RELATED PARTY SANJAYBHAI D. BHUT HOLDING OFFICE OR PLACE OF PROFIT

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

“RESOLVED THAT pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re- enactment thereof for the time being in force), the consent of the members be and is hereby accorded to pay Mr. SANJAYBHAI D. BHUT a remuneration as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding ₹ 36,00,000/- (Rupees Thirty Six Lakh only) per annum during the financial year 2024-25 with an increase of 10% on the previous year limit year on year upto FY 2028-29 .

“RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution .”

FOR, CAPTAIN TECHNOCAST LIMITED

ANILBHAI V BHALU
MANAGING DIRECTOR
DIN: 03159038

DATE : 20.06.2024
PLACE : RAJKOT

NOTES:

1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.

2) A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.

3) Corporate Members intending to send their authorized representatives to attend and vote at the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

4) An Explanatory Statement pursuant to Section 102(1) of the Companies act, 2013, relating to the Business as set out at **item nos. 1 to 5** of the EGM Notice, to be transacted at the Meeting is annexed hereto.

5) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL.

The facility for voting through ballot paper shall be made available at the EGM 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. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

6) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.captaintechnocast.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. The Notice of EGM is being sent by electronic mode to all the shareholders **dated 21.06.2024** whose E-mail addresses are registered with the Company or Depository Participants (DP).

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday 13th July, 2024 at 09:00 A.M. and ends on Wednesday 17th July, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 11TH July, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 11TH July, 2024.

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





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ksdudhatra@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ketankumar Patel at evoting@nsdl.com

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

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

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

**MR. ANILBHAI V BHALU
MANAGING DIRECTOR
DIN: 03159038**

**DATE: 20.06.2024
PLACE: RAJKOT**

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO. 1

The present Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each. The Board of Directors of the Company at its meeting held on 14th June, 2024 approved issuance of share warrant on preferential basis to non-promoter group. In view of the same and to meet to the future working capital requirements of the Company, it has been felt necessary to increase the authorised share capital of the Company suitably.

As a consequence of the above, it would be necessary to alter the Capital Clause of the Memorandum of Association of the Company. As per the provisions of Section 61(1)(a) and Section 13 of the Companies Act, 2013, the increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company respectively require the consent of the shareholders at a general meeting.

A copy of amended Memorandum and Articles of Association of the Company shall be made available for inspection at the Registered Office of the Company between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the Meeting. Such documents shall also be made available on the website of the Company (www.captaintechnocast.com) to facilitate online inspection till the conclusion of the Meeting.

The Board of Directors recommend passing of the Ordinary Resolution to approve increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.1 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

ITEM NO. 2

The Proposal of issuance of 14,00,000 Warrants to Non Promoter group on preferential basis in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as the "ICDR Regulations"). Accordingly, the audit committee and Board of Directors of the Company at its meeting held on 14th June, 2024 has approved offer, issue and allotment of 14,00,000 Warrants of Rs. 10/- on preferential basis to Non Promoter group as mentioned in resolution .

A company can undertake preferential allotment only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the "Act") and further read with the provisions of Chapter V – "Preferential Issue" of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

The following details of the proposed preferential issue are disclosed in accordance with the provisions of the Act and the ICDR Regulations-

a. Pursuant to Regulation 160(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the allotment of the Equity shares upon conversion of the warrants shall be made only in dematerialised form, or any other form as prescribed in the law/regulations.

b. In accordance with the provisions of Regulation 161 of ICDR Regulations, the 'Relevant Date' for the Warrant issue is determined to be 18th June, 2024.

c. In accordance with the applicable provisions of the ICDR Regulations an amount of Rs. 15.00/- (Fifteen rupees Only) which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company as upfront payment ("Warrant Subscription Price").

d. The Warrant Holders shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of Rs. 45.00/- /- (Forty Five only) being 75% (seventy five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Warrant Holder.

e. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders.

f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.

g. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the ICDR Regulations.

h. The Equity Shares allotted upon exercise of the Warrants shall only be in dematerialized form and shall rank paripassu with the then existing Equity Shares of the Company including entitlement to voting powers and dividend, bonus and other corporate action etc.

i. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, the ICDR Regulations as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, as amended, ("Listing Regulations"), applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities, as maybe applicable including the Securities and Exchange Board of India ("SEBI").

j. The allotment of the Warrants is subject to the Proposed Allottees not having sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date i.e., 18th June, 2024. The Proposed Allottees has represented that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.

The details of the Warrant issue and other particulars and relevant disclosures as, inter alia, required under of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and under Regulation 163 of the ICDR Regulations are set out below:

A. Objects of the Preferential Issue:

The company is looking to raise additional funds to meet its working capital requirement. Therefore, the Company has proposed the Issue of warrants on preferential basis to non-promoter to meet its working capital requirement in due course.

B. Maximum number of warrants to be issued:

14,00,000 (FOURTEEN LAKHS) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupee Ten Only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 60.00 /- (Rupees Sixty only) each payable in cash ("Warrant Issue Price"), aggregating upto Rs. Rs. 8,40,00,000/- (Rs. Eight crore Forty Lakhs Only) ("Total Issue Size") on a preferential basis to non promoter group listed below ("Warrant Holder(s)" / "Proposed Allottee(s)") subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of Rs 15.00 /- for each Warrants, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the Warrant Holder(s) to apply for and get allotted one fully paid-up equity share of the Company of face value of Rs.10/- each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of Rs 45.00 /- which is equivalent to 75% (Seventy five per cent) of the Warrant Issue Price .

C. Terms of Issue of the warrants, if any: General terms & conditions as mentioned here. Warrants will be unlisted.

D. Relevant Date: 18th June, 2024

In accordance with the provisions of SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determination of the price of the equity shares to be issued and allotted shall be the date 30 (thirty) days prior to the date of passing of this Special Resolution by the Members of the Company or in the case where "Relevant Date" falls on weekend/ holidays, the day preceding the weekend/holidays, will be reckoned to be the Relevant Date.

E. Pricing of Preferential Issue: Rs. 54/- per Equity Shares as determined in terms of Regulation 165 of Chapter V of the SEBI (ICDR) Regulations, 2018, but board intends to issue warrant at Rs.60.00/- for each warrant get fully converted into equity of Rs.10/- each after exercising the attached right upon paying the full amount.

F. Basis on which the price has been arrived at:

The equity shares of Company are listed on the BSE SME Platform. The shares of the Company are infrequently traded in accordance with regulation 165 of SEBI (ICDR) Regulations, 2018:

The price of the equity shares has been determined based on the valuation made by independent valuer CS ABHISHEK CHHAJED (IBBI Registered Valuer) as per section 165, as shares of the company being infrequently traded on BSE Limited. The copy of the Valuation report shall be available for inspection by the members on all working days between Monday to Friday of every week, upto the voting period of EGM Notice and the same may be accessed on the Company's website at the link: <https://www.captaintechnocast.com/announcements.html>

The Value derived through valuation report is Rs.54.00/- (Fifty Four) and the board intends to issue at a price of Rs. 60.00/- (Rupees Sixty Only) which is more than the price derived through Valuation Report. Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

Pricing certificate to that effect has been issued by PCS and uploaded on website of company <https://www.captaintechnocast.com/announcements.html>

G. Intention of Promoters/Directors/Key Managerial Personnel to subscribe to the offer:

None of the Promoters, Directors or key managerial personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue. The proposed allottees is intending to participate / subscribe to the proposed issue of warrants.

H. The name of the proposed allottee, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

Sl. No.	Details of Subscriber	Category / Class of Subscriber (Current & proposed)	Pre Issue holding (in number)	Pre Issue holding (in %)	Number of Warrants proposed to be allotted	Post Issue holding (in number)	Post Issue holding (in %)	Ultimate Beneficial Owners of proposed allottee
1	Boghara Bharatbhai Khodabhai	Non promoter	0	0	200000	200000	1.72	Boghara Bharatbhai Khodabhai
2	Suresh Govindbhai Mungra	Non promoter	0	0	100000	100000	0.86	Suresh Govindbhai Mungra
3	Bhavna Sureshbhai Mungra	Non promoter	0	0	100000	100000	0.86	Bhavna Sureshbhai Mungra
4	Sidpara Nidhi Rohit	Non promoter	0	0	50000	50000	0.43	Sidpara Nidhi Rohit
5	Sidpara Reena Hitesh	Non promoter	0	0	50000	50000	0.43	Sidpara Reena Hitesh
6	Sidpara Jagrutiben Rameshbhai	Non promoter	0	0	50000	50000	0.43	Sidpara Jagrutiben Rameshbhai
7	Sidpara Rishita Dharmesh	Non promoter	0	0	50000	50000	0.43	Sidpara Rishita Dharmesh
8	Bhavesh Ramjibhai Limbasia	Non promoter	0	0	200000	200000	1.72	Bhavesh Ramjibhai Limbasia
9	Savaliya Vilasben Laljibhai	Non promoter	0	0	200000	200000	1.72	Savaliya Vilasben Laljibhai
10	Truptiben Kaushikbhai Bhatt	Non promoter	0	0	200000	200000	1.72	Truptiben Kaushikbhai Bhatt

11	Manishkumar Rambhai Patel	Non promoter	0	0	25000	25000	0.22	Manishkumar Rambhai Patel
12	Patel Nrup Harshadkumar	Non promoter	0	0	25000	25000	0.22	Patel Nrup Harshadkumar
13	Patel Nisarg Manishkumar	Non promoter	0	0	50000	50000	0.43	Patel Nisarg Manishkumar
14	Sarojben Dinkarbhahi Shah	Non promoter	0	0	25000	25000	0.22	Sarojben Dinkarbhahi Shah
15	Harshaben Maheshbhahi Shah	Non promoter	0	0	25000	25000	0.22	Harshaben Maheshbhahi Shah
16	Lataben Ashokbhahi Shah	Non promoter	0	0	25000	25000	0.22	Lataben Ashokbhahi Shah
17	Pragyaben Hemantbhahi Shah	Non promoter	0	0	25000	25000	0.22	Pragyaben Hemantbhahi Shah
	Total				1400000			

I. The pre-issue and post-issue shareholding pattern of the Company:

Category of Shareholders	Pre-issue *		Post-Allotment #	
	No. of Equity Shares	%	No. of Equity Shares	%
Promoter & Promoter Group				
1. Indian				
a. Individuals / HUF	7510050	73.56	7510050	64.69
Total Promoter/ Promoter Group (A)	7510050	73.56	7510050	64.69
Public Shareholders				
a. Non-Institutions	2700000	26.44	4100000	35.31
Total Public Shareholding (B)	2700000	26.44	4100000	35.31
TOTAL (A+B)	10210050	100	11610050	100

*pre issue shareholding pattern as on 31.03.2024

Assuming all the Warrants is converted into Equity Shares of the Company.

J. Proposed time within which the allotment shall be completed:

As required under the Regulation 170(1) of SEBI (ICDR) Regulations, the Company shall complete the allotment of warrants as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of warrant would require any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s), as the case may be.

K. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price: N.A.

L. Change in control, if any, in the Company that would occur consequent to the preferential offer: There shall be no change in management or control of the Company pursuant to the issue of the equity shares after conversion from the warrants.

M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable

N. Lock in period: The proposed allotment of the warrants and later equity shares upon exercising the rights attached to the warrants shall be subject to a lock-in as per the requirements of SEBI (ICDR) Regulations.

O. Valuation Report and Issue Price certificate: Valuation Report issued by the Registered valuer valuing the equity share of the company and the certificate from Practising Company Secretary certifying that the issue of warrants in accordance with requirements of SEBI (ICDR) Regulations are being made available on the website of the company at <https://www.captaintechnocast.com/announcements.html>.

P. Undertaking as to re-computation of price and lock-in of equity shares and warrants:

Undertaking that the issuer shall re -compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

Q. undertaking that if the amount payable on account of the re -computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked - in till the time such amount is paid by the allottees.

R. Listing:

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued and allotted on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, including voting rights and dividend or any other corporate actions. Convertible Warrants shall not be listed.

S. The current and proposed status of the allottee(s) post the preferential issue as per reg 163(1) j of SEBI ICDR. As per table mentioned in point H OF THE NOTES. All the allottees will be non-promoter of the company.

T. Disclosure pertaining to wilful defaulters:

Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower or has been identified as a fugitive economic offender as per the Fugitive Economic Offenders Act, 2018 and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. Accordingly, consent of the members is being sought for passing the Special Resolution as set out at Item No. 2 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the Notice.

ITEM NO.: 3

Details of the proposed RPTs between the Company and X2 Valves Pvt Ltd, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and X2 Valves Private Limited
1. Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a.	Name of the Related Party and its relationship with the Company or its associate, including nature of its concern or interest (financial or otherwise).	X2 Valves Private Limited is subsidiary company of the Captain Technocast Limited.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company and X2 Valves Private Limited have entered into/propose to enter into the following during FY 2024-25, not exceeding Rs. 10.00 crore with an increase of 25% on the previous year limit year on year upto FY 2028-29:: • Purchase / Sales of goods / services (including material procurement).
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	15.96% (Consolidated Turnover is Rs. 6266.98 Lacs for F.Y. 2023-2024)
2. Justification for the proposed RPTs.		
As mentioned in above para.		
3. Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its associates		
a.	Details of the source of funds in connection with the proposed transaction.	Not applicable.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not applicable.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable.
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable.

4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr Anilbhai Vasantbhai Bhalu, Managing Director of the Company is also a Director on the Board of X2 Valves Private Limited. His interest or concern is limited only to the extent of his holding directorship / KMP position in the Company and X2 Valves Private Limited.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No.3 of the Notice. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 3 of the Notice, whether the entity is a Related Party to the particular transaction or not.

ITEM NO.: 4

Details of the proposed RPTs between the Company and X2 Engineers, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and X2 Engineers
1. Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a.	Name of the Related Party and its relationship with the Company or its associate, including nature of its concern or interest (financial or otherwise).	X2 Engineers is partnership firm in which the person from promoter and promoter group and relative of promoter and promoter group are partners in partnership firm.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company and X2 Engineers have entered into/propose to enter into the following RPTs during FY 2024-25, not exceeding Rs. 15.00 crore with an increase of 25% on the previous year limit year on year upto FY 2028-29: • Sales of goods / services/job work (including material procurement).
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	23.93% (Consolidated Turnover is Rs. 6266.98 Lacs for F.Y. 2023-2024)
2.	Justification for the proposed RPTs.	As mentioned in above para.
3. Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its associates		
a.	Details of the source of funds in connection with the proposed transaction.	Not applicable.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not applicable.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable.
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable.

4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Jagdish Movaliya & Ronak Vagadiya from promoter group of company are partner in firm
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 4 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 4 of the Notice, whether the entity is a Related Party to the particular transaction or not.

AGENDA NO. 5

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required. Sanjaybhai D. Bhut, was appointed as Head of all department. He is the cousin brother of Mr. Shailesh K.Bhut,Wholetime director (KMP) of the Company. In view of the same, the position/office held by Sanjaybhai D. Bhut in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of ₹ 36,00,000/- (Rupees Thirty Six Lakh only) per annum, requires shareholders' approval. Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. Sanjaybhai D. Bhut has vast experience of more than two decades in casting business. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on 23.05.2024 had recommended a ceiling on remuneration of 36,00,000/- (Rupees Thirty Six Lakh only) per annum, payable to Sanjaybhai D. Bhut w.e.f 1st April , 2024 , subject to approval of the Shareholders by way of an Ordinary Resolution. The main terms and conditions of remuneration of Sanjaybhai D. Bhut are as under: Remuneration: a) Maximum Remuneration: ₹ 36,00,000/- per annum (including perquisites) for F.Y. 2024-25 with an increase of 10% on the previous year limit year on year upto FY 2028-29 .

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof except Mr. Shailesh K.Bhut ,Wholetime director is concerned or interested financially or otherwise in the resolution at Item no. 5 of this notice.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the members of the Company

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

**MR. ANILBHAI V BHALU
MANAGING DIRECTOR
DIN: 03159038**

**DATE: 20.06.2024
PLACE: RAJKOT**