

## **CAPTAIN TECHNOCAST LIMITED**

Reg. Office: Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar (Veraval),

Rajkot, Gujarat, India, 360002

Email Id: [account@captaintechnocast.com](mailto:account@captaintechnocast.com)

CIN: L27300GJ2010PLC061678

Website: <https://captaintechnocast.com/>

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### **NOTICE OF POSTAL BALLOT**

#### **(Pursuant to Section 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)**

To the members of the Company,

NOTICE is hereby given to the Members of CAPTAIN TECHNOCAST LIMITED (the "Company") pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard-2 on general meeting (the "SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA") for conducting postal ballot process, that the Resolution appended below is proposed to be passed by the Members of CAPTAIN TECHNOCAST LIMITED ("Company") by way of Postal Ballot including voting by electronic means ("e-voting").

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 the Board of Directors of the Company, at its meeting held on Saturday, May 16, 2026 has appointed Mr. Kishor Dudhatra (M. No. FCS 7236, C.P. NO.: 3959), Practicing Company Secretaries, Ahmedabad, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner. The proposed Resolution(s) and the Explanatory Statement stating the facts as required in terms of Section 102 and Section 110 of the Act are appended hereto, for your consideration and approval. Members are requested to read and follow the instructions carefully on remote e-voting and postal ballot as provided in this Postal Ballot Notice.

The Company has engaged the services of NSDL as the agency to provide e-voting facility.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Wednesday, 17<sup>th</sup> June, 2026. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically on or before 5.00 p.m. (IST) on Wednesday, 17<sup>th</sup> June, 2026. Members are requested to follow the procedure as stated in the Notes.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any Director authorised by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to Bombay Stock Exchange of India Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <https://captaintecnocast.com/>.

### **SPECIAL BUSINESS:**

#### **ITEM NO.1:**

#### **TO APPROVE SALE OF SHARES OF VARTIS ENGINEERING PRIVATE LIMITED, MATERIAL SUBSIDIARY 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** pursuant to provisions of Section 180(1)(a), Section 110 read with the Companies (Management and Administration) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013, the Rules thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the Memorandum and Articles of Association of the Company, the provisions of the Regulation 24(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and further subject to the necessary approvals, consents, permissions and sanctions, if any, of any relevant statutory, regulatory or government authorities, Company's lenders (if any), and/or other institutions or bodies and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company, the consent, approval and authority of the members of the Company be and is hereby granted for sale, transfer, convey, assign or otherwise dispose off, the whole of the Company's investment of 4,08,000 (Four Lakh Eight Thousand) Equity shares constituting 51.00% of the Equity Share Capital of its Subsidiary Company, VARTIS ENGINEERING PRIVATE LIMITED for an aggregate consideration of INR 1,95,88,080 (One Crore Ninety-Five Lakhs Eighty eight Thousand Eighty) approximately on such terms and conditions as the Board of Director may, in its absolute discretion, deem fit and appropriate in the best interests of the Company, without any further reference to or approval of the shareholders in this regard.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary be and is hereby authorized to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, including finalizing, varying and settling the terms and conditions of the proposed divestment; to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company; to negotiate and finalize the Share Purchase Agreement and/ or any other transaction documents (including providing such representations, warranties, indemnities and covenants

as may be required) and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, and lenders; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution.

**RESOLVED FURTHER THAT** a certified copy of this resolution be issued under the signature of any of Directors or Key Managerial Personnel of the Company to whomsoever it may concern with a request to act thereon.”

Date: 16.05.2026  
Place: Rajkot

By Order of the Board of Directors,  
FOR CAPTAIN TECHNOCAST LIMITED,

Registered Office:  
Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar  
(Veraval), Rajkot, Gujarat, India, 360002.

Sd/-  
Khushbu Kalpit Shah  
Company Secretary

**NOTES:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company (“the Board”) at its meeting held on Saturday, 16<sup>th</sup> May 2026 has appointed Mr. Kishor Dudhatra (M. No. FCS 7236, C.P. NO.: 3959), Practicing Company Secretaries, Ahmedabad, as the Scrutinizer for conducting the Postal Ballot by way of postal ballot and remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company’s website, [www.https://captaintechnocast.com/](https://captaintechnocast.com/) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 8<sup>th</sup> May, 2026 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means (“e-voting”) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its member.

6. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member casts his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
7. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Wednesday, 17<sup>th</sup> June, 2026.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by 5.00 p.m. (IST) on Wednesday, 17<sup>th</sup> June, 2026. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed business reply envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on Wednesday, 17<sup>th</sup> June, 2026., it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iii) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
10. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the Company's website <https://captaintechnocast.com/>. and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. (IST) Wednesday, 17<sup>th</sup> June, 2026.
11. The voting period begins from Tuesday, 19<sup>th</sup> May, 2026, 9:00 A.M. (IST) onwards to Wednesday, 17<sup>th</sup> June, 2026, 5:00 P.M. (IST). During this period, members of the Company, holding shares as on the cut-off date Friday, 8<sup>th</sup> May, 2026. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
12. Documents referred to in this notice and explanatory statement are open for inspection by the members at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 a.m. to 04:00 p.m. till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e. Wednesday, 17<sup>th</sup> June, 2026.
13. Members are requested to contact Ms. Khushbu Kalpit Shah, Company Secretary (Email ID: [compliance@captaintechnocast.com](mailto:compliance@captaintechnocast.com)) in case of any query pertaining to the postal ballot.

## 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"><li data-bbox="592 753 1458 1150">1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="592 1167 1458 1604">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="592 1621 1458 1772">3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="592 1789 1458 1980">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will</li></ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to</li> </ol>

	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.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. In case shares are held in 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 ([account@captaintecnocast.com](mailto:account@captaintecnocast.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.**
2. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014:**

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

**ITEM NO. 1: TO APPROVE SALE OF SHARES OF VARTIS ENGINEERING PRIVATE LIMITED, MATERIAL SUBSIDIARY OF THE COMPANY:**

CAPTAIN TECHNOCAST LIMITED holds 4,08,000 Equity shares in VARTIS ENGINEERING PRIVATE LIMITED, Material Subsidiary of the Company constituting 51.00 % of the Equity Share capital.

Mr. Rahul Nimavat and Mr. Ashokbhai K. Bhut had expressed their interest to acquire the stake held by the CAPTAIN TECHNOCAST LIMITED in the VARTIS ENGINEERING PRIVATE LIMITED by themselves. The Board of Directors of the Company after strategically evaluating the offer proposed by Mr. Rahul Nimavat and Mr. Ashokbhai K. Bhut has proposed to divest the investment in VARTIS ENGINEERING PRIVATE LIMITED to secure the best interests of the Company and its stakeholders.

The overall consideration amount has been determined at INR 1,95,88,080 (One Crore Ninety-Five Lakhs Eighty-Eight Thousand Eighty) for sale/disposal of 4,08,000 Equity shares aggregating to 51.00% of the Equity Share Capital in its Subsidiary company, in VARTIS ENGINEERING PRIVATE LIMITED. Further, the Company shall receive a consideration of INR 1,95,88,080 (One Crore Ninety-Five Lakhs Eighty-Eight Thousand Eighty) for transfer of 4,08,000 (Four lakh Eight Thousand) Equity Shares by themselves.

In order to arrive at this overall consideration amount, the Company has obtained and relied upon the Valuation Report dated May 4,2026, which has been approved by the Audit Committee and the Board of the Company.

The sale proceeds resulting out of this transaction will be significantly beneficial and will enable the Company to: a) have adequate liquidity for robust growth in operations. b) Strengthening the balance sheet.

In view of the same, the Board of Directors subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such other approvals, consents, permissions and sanctions as may be necessary, approved to sell, transfer, convey, assign or otherwise dispose off, the whole or part of the Company's investment in equity of its Material Subsidiary company VARTIS ENGINEERING PRIVATE LIMITED to Mr. Rahul Nimavat and Mr. Ashokbhai K. Bhut by themselves, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, deeds, sale deed, agreement for sale and such other deeds documents and writings, deeds of conveyances and irrevocable powers of attorney etc. and such other documents in the best interest of the Company.

Members of the Company are further requested to note that Section 180 (1) (a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. An Undertaking for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company

during the previous financial year. Substantially the whole of the undertaking for the purposes of Section 180(1) is in any financial year, shall mean twenty percent or more of the value of the undertaking as per the audited Financial Statements of the preceding financial year. Given the said investment in the equity of VARTIS ENGINEERING PRIVATE LIMITED to Mr. Rahul Nimavat and Mr. Ashokbhai K. Bhut by themselves, the terms and within the thresholds specified herein. However, in order to ensure greater transparency, better corporate governance practice, the Company is seeking approval of the shareholders by way of a Special Resolution.

As per Regulation 24(5) of SEBI (LODR) Regulations, 2015, listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing a special resolution.

The Board is of the opinion that the aforementioned proposal is in the best interest of the Company and hence, the Board recommends passing of the special resolution for the approval of the members of the Company.

Except Promoter & Promoter Group, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution proposed in Item No. 1.

Date: 16.05.2026  
Place: Rajkot

By Order of the Board of Directors,  
FOR CAPTAIN TECHNOCAST LIMITED

Registered Office:  
Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar  
(Veraval), Rajkot, Gujarat, India, 360002.

Sd/-  
Khushbu Kalpit Shah  
Company Secretary and compliance officer

**Form No. MGT- 12**  
**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**Name of the Company:** CAPTAIN TECHNOCAST LIMITED  
**Registered Office:** SURVEY NO-257, PLOT NO. 4, N.H.  
NO. 8-B, SHAPAR (VERAVAL), RAJKOT, Gujarat, India,  
360002  
**CIN:** L27300GJ2010PLC061678

**BALLOTPAPER**

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Special Business	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	TO APPROVE SALE OF SHARES OF VARTIS ENGINEERING PRIVATE LIMITED, MATERIAL SUBSIDIARY OF THE COMPANY			

**Place:**

**Date:**

**(Signature of the shareholder\*)**

(\*as per Company records)