



CAPTAIN PIPES LIMITED

Corporate Identity Number: - U25191GJ2010PLC059094

Our Company was originally incorporated on January 05, 2010, as "Captain Pipes Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Subsequently, our Company was converted into a public limited company pursuant to Shareholders Resolution passed at the Annual General Meeting of the Company held on August 26, 2014 and the name of our Company was changed to "Captain Pipes Limited" pursuant to issuance of fresh Certificate of Incorporation dated September 23, 2014 issued by the Registrar of Companies, Gujarat, Ahmedabad. For details of the changes in our name and registered office, please see section titled "*History and Certain Corporate Matters*" on page 104 of this Prospectus.

Registered Office & Works: Survey No. 257, Plot No. 23 to 28, N.H. 8-B, Shapar – Veraval, Rajkot – 360002, Gujarat, India.
Tel No: +91- 2827-252410, **Fax No:** +91-2827-253006

E-mail: compliance@captainpipes.com, **Website:** www.captainpipes.com
Contact Person: Mr. Jeetkumar B. Raychura (Company Secretary & Compliance Officer)

PROMOTERS OF OUR COMPANY: MR. RAMESH D. KHICHADIA, MR. GOPAL D. KHICHADIA AND CAPTAIN POLYPLAST LIMITED

THE ISSUE

PUBLIC ISSUE OF 11,01,000 EQUITY SHARES OF FACE VALUE OF RS. 10.00 EACH OF CAPTAIN PIPES LIMITED ("OUR COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF RS. 40.00 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 30.00 PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO RS. 440.40 LAKHS ("THE ISSUE"), OF WHICH 57,000 EQUITY SHARES OF FACE VALUE OF RS. 10.00 EACH, AGGREGATING TO RS. 22.80 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 10,44,000 EQUITY SHARES OF FACE VALUE OF RS. 10.00 EACH AT AN ISSUE PRICE OF RS. 40.00 PER EQUITY SHARE AGGREGATING TO RS. 417.60 LAKHS (IS HEREINAFTER REFERRED TO AS THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.48% AND 25.10%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 228 OF THIS PROSPECTUS.

FACE VALUE OF THE EQUITY SHARES IS RS. 10.00 EACH AND THE ISSUE PRICE IS RS. 40.00. THE ISSUE PRICE IS 4 TIMES OF FACE VALUE.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009, AS AMENDED. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 43(4) OF THE SEBI (ICDR) REGULATIONS, 2009, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "ISSUE PROCEDURE" BEGINNING ON PAGE 235 OF THIS PROSPECTUS.

Retail Individual Investors may participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs"). **However, investors other than Retail Individual Investors shall compulsorily participate through the ASBA process only providing details about the bank account which will be blocked by the SCSBs.** In case of delay, in refund if any, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay. For further details, please refer to section titled "Issue Procedure" beginning on page 235 of this Prospectus.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" beginning on page 235 of this Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares of the Company is Rs. 10.00 per equity share and the Issue Price is 4 times of the face value. The Issue Price (has been determined and justified by our Company in consultation with the Lead Manager as stated under the paragraph 'Basis for Issue Price' on page 64 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the "Risk Factors" carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. **Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page 12 of this Prospectus.**

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE"). In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended, we are not required to obtain an in-principle listing approval for the shares being offered in this issue. However, our Company has received an in-principle approval letter dated November 10, 2014 from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited.

LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE



HEM SECURITIES LIMITED

14/15, Khatau Building, 1st Floor,
40, Bank Street, Fort, Mumbai - 400 001.

Tel. No.: +91-22 - 2267 1543 / 44

Fax No.: +91-22 - 2262 5991

Website: www.hemonline.com

Email: ib@hemonline.com

Investor Grievance Email: redressal@hemonline.com

Contact Person: Mr. Yogesh Malpani / Ms. Nishi Mehta

SEBI Regn. No. INM000010981

SHAREPRO SERVICES (INDIA) PRIVATE LIMITED

13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri - Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072.

Tel. No.: 022 – 61915402 / 5400

Fax No.: 022 – 61915444

Website: www.shareproservices.com

Email: sme.ipo@shareproservices.com

Investor Grievance Email: lobo@shareproservices.com

Contact Person: Mr. Subhash Dhingreja

SEBI Regn. No. INR000001476

ISSUE PROGRAMME

ISSUE OPENS ON: NOVEMBER 26, 2014

ISSUE CLOSES ON: DECEMBER 01, 2014

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates/implies, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

Conventional / General Terms

Term	Description
"Captain Pipes Limited", "CPL", "Captain Pipes", "We" or "us" or "our Company" or "the Issuer" or "the Company"	Unless the context otherwise requires, refers to Captain Pipes Limited, a Company incorporated under the Companies Act, 1956 vide a Certificate of Incorporation issued by the Registrar of Companies, Gujarat, Dadra & Nagar Havelli.
"you", "your" or "yours"	Prospective investors in this Issue
AOA / Articles / Articles of Association	Articles of Association of Captain Pipes Limited, as amended from time to time
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013 and Clause 52 of the SME Listing Agreement to be entered into with the BSE.
Board of Directors/ the Board / our Board	The Board of Directors of Captain Pipes Limited, including all duly constituted Committee(s) thereof.
Companies Act / Act	The Companies Act, 2013 and amendments thereto and The Companies Act, 1956, to the extent applicable
Depositories Act	The Depositories Act, 1996, as amended
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)
DIN	Directors Identification Number
Director(s)	Director(s) of Captain Pipes Limited, unless otherwise specified
Equity Shares	Equity Shares of our Company of Face Value of Rs. 10 each unless otherwise specified in the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
General Information Document (GID)	The General Information Document for investing in Public Issues prepared and issued in accordance with SEBI circular CIR/CFD/DIL/12/2013 dated October 23, 2013
Group Companies	Group companies shall mean companies, firms, ventures promoted by the Promoters of our Company irrespective of whether such entities are covered under Companies Act, or not and as disclosed in the section titled " <i>Our Promoter Group and Group Companies / Entities</i> " beginning on page 133 of this Prospectus.
ISIN	International Securities Identification Number. In this case being INE513R01018
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Captain Pipes Limited, as amended till date
Non Resident	A person resident outside India, as defined under FEMA Regulations, 2000
NRI/ Non-Resident Indian	A person resident outside India, as defined under FEMA and who is a citizen of India or a person of Indian origin, each such term as defined under the FEMA (Deposit) Regulations, 2000, as amended.
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being M/s S.S. Rathi & Co., Chartered Accountants
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership firm, limited liability partnership firm, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoter/Promoters	Shall mean promoters of our Company i.e. Mr. Ramesh D. Khichadia, Mr. Gopal D. Khichadia and Captain Polyplast Limited.
Promoter Group Companies	Persons and entities covered under Regulation 2(1)(zb) of the SEBI (ICDR) Regulations as enlisted in the section titled " <i>Our Promoter Group and Group Companies / Entities</i> " beginning on page 133 of this Prospectus.

Term	Description
Registered Office of our Company	Survey No. 257, Plot No. 23 to 28, N.H. 8-B, Shapar – Veraval, Rajkot – 360002, Gujarat, India.
RoC / Registrar of Companies	Registrar of Companies, Gujarat, Ahmedabad.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI (ICDR) Regulations, 2009	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended. , including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011.
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, including instructions and clarifications issued by SEBI from time to time.
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Statutory Auditors/ Auditor	The statutory auditor of our Company being M/s. P. H. Patel & Associates, Chartered Accountants

Issue Related Terms

Term	Description
Allot/ Allotment/ Allotted	Unless the context otherwise requires, issue/allotment of Equity Shares pursuant to the Issue to successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An applicant to whom the Equity Shares are being / have been issued /allotted.
Applicant	Any prospective investor (including an ASBA Applicant) who makes an application pursuant to the terms of the Prospectus and the Application Form.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which the Applicant shall make an application to subscribe to the Equity Shares of our Company.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by all Applicants to make application authorizing a SCSB to block the application amount in the ASBA Account maintained with such SCSB.
ASBA Account	Account maintained by an ASBA Bidder with a SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant.
ASBA Applicant	Prospective investor who apply through ASBA. Pursuant to SEBI circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, Non- Retail Investors i.e. QIBs and Non-Institutional Investors participating in this Issue are required to mandatorily use the ASBA facility to submit their Applications.
ASBA Application Form	The form, whether physical or electronic, used by an ASBA Applicant to make an application, which will be considered as the application for Allotment for purposes of the Prospectus.
Bankers to the Company	Such banks which are disclosed as bankers to our Company in the chapter titled “ General Information ” on page 38 of this Prospectus
Basis of Allotment	The basis on which the Equity Shares will be allotted as described in the section titled “ Issue Procedure - Basis of Allotment ” beginning on page 250 of this Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of the BSE on the following link:- http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3
BSE	BSE Limited.
Business Day	Monday to Friday (except public holidays)
CAN or Confirmation of	The note or advice or intimation sent to each successful Applicant indicating the

Term	Description
Allocation Note	Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Mr. Jeetkumar B. Raychura
Controlling Branches of SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on http://www.sebi.gov.in
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996
Depository Participant/DP	A depository participant as defined under the Depositories Act.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on http://www.sebi.gov.in
Designated Date	The date on which the Escrow Collection Banks and the SCSBs transfer the funds from the Escrow Accounts and the ASBA Accounts, respectively, to the Public Issue Account, or the Refund Account, as appropriate, in terms of the Prospectus.
Draft Prospectus	The Draft Prospectus dated October 20, 2014 issued in accordance with Section 32 of the Companies Act, 2013.
Eligible NRI	NRIs from such jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe for the Equity Shares on the basis of the terms thereof.
Eligible QFI	QFIs from such jurisdictions outside India (i) which are compliant with FATF standards and are signatories to the International Organisation of Securities Commissions (IOSCOs) Multilateral Memorandum of Understanding; (ii) who have opened demat accounts with SEBI registered qualified depository participants and (iii) where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe to the Equity Shares offered thereby.
Escrow Account(s)	Account(s) opened with Escrow Collection Bank(s) for the Issue and in whose favour the Applicant (excluding the ASBA Applicants) will issue cheques or drafts in respect of the Application Amount when submitting an Application.
Escrow Agreement	Agreement entered into on October 30, 2014 amongst our Company, Lead Manager, the Registrar, the Escrow Collection Bank(s) for collection of the Application Amounts and for remitting refunds (if any) of the amounts collected to the Applicants (excluding the ASBA Applicants) on the terms and condition thereof.
Escrow Collection Bank(s)/Bankers to the Issue	The bank(s), which are clearing members and are registered with SEBI as Banker (s) to the Issue at which the Escrow Account for the Issue will be opened, in this case being HDFC Bank Limited.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Issue Closing Date	December 01, 2014
Issue Opening Date	November 26, 2014
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.
Issue Price	The price at which Equity Shares will be issued and allotted by our Company being Rs. 40 per Equity Share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter title " <i>Objects of the Issue</i> " page no. 58
Issue/Offer	Public Issue of 11,01,000 equity shares of face value Rs. 10 each of Captain Pipes Limited for cash at a price of Rs. 40 per Equity Share (the " <i>Issue Price</i> "), including a share premium of Rs. 30 per equity share aggregating up to Rs. 440.40 Lakhs.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the SME Platform of BSE Limited
LM / Lead Manager	The Lead Manager for the Issue being Hem Securities Limited.

Term	Description
Market Maker	Member Brokers of BSE who are specifically registered as Market Makers with the BSE SME Platform. In our case, Hem Securities Limited (Registration No. SMEMM0024801022013) is the sole Market Maker to the Issue.
Market Making Agreement	The Market Making Agreement dated September 30, 2014 between our Company and Market Maker (HSL)
Market Maker Reservation Portion	The reserved portion of 57,000 Equity Shares of Rs. 10 each at an Issue Price of Rs. 40 each to be subscribed by Market Maker.
MOU/ Issue Agreement	The Memorandum of Understanding dated September 30, 2014 between our Company and Lead Manager.
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 10,44,000 equity shares of face value Rs. 10 each of Captain Pipes Limited for cash at a price of Rs. 40 per Equity Share (the " Issue Price "), including a share premium of Rs. 30 per equity share aggregating up to Rs. 417.60 Lakhs.
Non Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have applied for Equity Shares for an amount of more than Rs. 200,000 (but not including NRIs other than Eligible NRIs)
Other Investors	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body / OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Prospectus	This Prospectus, filed with the RoC in accordance with the provisions of Section 32 of the Companies Act, 2013.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue to receive monies from the Escrow Account and from the ASBA Accounts.
Qualified Institutional Buyers or QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital investor registered with the Board, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with the Board; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs. 25.00 Crore rupees; National Investment Fund set up by resolution No. F. No. 2/3/2005 - DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
Refund Account	The account opened with Refund Bank(s), from which refunds, if any, of the whole or part of the Application Amount (excluding to the ASBA Applicants) shall be made to the Applicants.
Refund Bankers	The bank(s) which is a/are clearing member(s) and registered with the SEBI as Bankers to the Issue, at which the Refund Accounts will be opened, in this case being HDFC Bank Limited.
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable.
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on

Term	Description
	http://www.bseindia.com/members/MembershipDirectory.aspx & http://www.nseindia.com/membership/dynaContent/find_a_broker.htm
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended
Registrar/ Registrar to this Issue/RTI	Registrar to the Issue being Sharepro Services (India) Private Limited.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors/RIIs	Individual Bidders (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to Rs. 2,00,000 in this Issue.
Self Certified Syndicate Bank or SCSB	A Bank which is registered with SEBI under SEBI (Bankers to an Issue) Regulations, 1994 and offers services of ASBA including blocking of bank account, a list of which is available on http://www.sebi.gov.in/pmd/scsb.pdf
SME Exchange	SME Platform of the BSE Limited
Stock Exchange	BSE Limited (SME Platform)
Underwriters	The Lead Manager and the Market Maker who have underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the SEBI (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated September 30, 2014 entered into amongst the Underwriters and our Company.
Working Days	All days other than a Sunday or a public holiday (except during the Issue Period where a working day means all days other than a Saturday, Sunday or a public holiday), on which commercial banks in India are open for business.

Technical and Industry Related Terms

Term	Description
APEDA	Agricultural and Processed Food Products Export Development Authority
ASTM	American Society for Testing and Materials
BSCIC	BSC International Certifications Co.
CAGR	Compound Annual Growth Rate
CCEA	The Cabinet Committee on Economic Affairs
CII	Confederation of Indian Industry's
CM Pipe	Corrugated Metal Pipe
CPVC	Chlorinated polyvinyl chloride
D&B	Dun & Bradstreet
DIPP	Department of Industrial Policy and Promotion
ERW	Electric resistance welding
FTA	Female threaded adapter
GI	Galvanized Iron
HDPE	High-density polyethylene
HSAW	Helical Submerged Arc Welded
ICAR	Indian Council of Agricultural Research
ISI	Indian Statistical Institute
ISO	International Organization for Standardization
JV	Joint Venture
kgf/cm ²	Kilogram-Force Per Square Centimeter
KVA	KiloVolt Ampere
KVK	Krishi Vigyan Kendras
LSAW	Longitudinal Submerged Arc Welded
MHUPA	Ministry of Housing & Urban Poverty Alleviation
Mm	Millimetre
MS	Mild steel
MT	metric ton
MTA	Male threaded adapter
N.H	National Highway

Term	Description
NABARD	National Bank for Agriculture and Rural Development
NCD	Non-Convertible Debentures
NCR	National Capital Region
NFSM	National Food Security Mission
NHM	National Horticulture Mission
NMAET	National Mission on Agricultural Extension and Technology
NPOF	National Project on Organic Farming
PE	Private Equity
R&D	Research and development
RKVY	Rashtriya Krishi Vikas Yojana
SAPREP	Streamlining Approval Procedure for Real Estate Projects
Sq.ft.	Square Feet
sq.mtr	Square Meter
TAFE	Tractors and Farm Equipment Ltd
uPVC	Unplasticised Polyvinyl Chloride

Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment Year
AoA	Articles of Association
ASBA	Application Supported by Blocked Amount
B.Com	Bachelor of Commerce
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
B.Sc.	Bachelor of Science
B. Tech.	Bachelor of Technology
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CB	Controlling Branch
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CIN	Corporate Identity Number
CS	Company Secretary
CST	Central Sales Tax
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy & Promotion
DP	Depository Participant
DP ID	Depository Participant's Identification Number
ECS	Electronic Clearing System
EBIDTA	Earnings before Interest, Depreciation, Tax and Amortisation
EGM	Extraordinary General Meeting of the shareholders
EPFA	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
ESIC	Employee's State Insurance Corporation
ESOP	Employee Stock Option Plan
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FII(s)	Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.

Term	Description
FIPB	Foreign Investment Promotion Board
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the Regulations framed there under
Financial Year/ Fiscal/ F.Y.	The period of twelve (12) months ended on March 31 of that particular year.
FI's	Financial Institutions
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992
FTP	Foreign Trade Policy,2009
FV	Face Value
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offer
IRDA	Insurance Regulatory and Development Authority
I. T. Act	The Income Tax Act, 1961, as amended.
IT Authorities	Income Tax Authorities
I. T. Rules	The Income Tax Rules, 1962, as amended, except as stated otherwise.
KMP	Key Managerial Personnel
LM	Lead Manager
MICR	Magnetic Ink Character Recognition
Mn	Million
MNC	Multi National Company
MoA	Memorandum of Association
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
N.A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NBFC	Non- Banking Finance Company
No.	Number
NoC	No Objection Certificate
NI Act	Negotiable Instruments Act, 1881
NOC	No Objection Certificate
NRE Account	Non-Resident (External) Account
NRO Account	Non-Resident (Ordinary) Account
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
p.a.	Per annum
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
P/E Ratio	Price/Earnings Ratio
Pvt.	Private
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
R & D	Research and Development

Term	Description
ROE	Return on Equity
RoC	Registrar of Companies
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
`	Indian Rupees, the official currency of the Republic of India
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts Regulations Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
U.S.A. / United States / US / U.S.	United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US\$/ \$	United States Dollar, the official currency of the United States of America
VAT	Value added tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India
w.e.f.	With effect from
YoY	Year on Year

CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION

Certain Conventions

All references in this Prospectus to “India” are to the Republic of India. All references in this Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Captain Pipes Limited”, “Captain Pipes”, “CPL”, unless the context otherwise indicates or implies, refers to Captain Pipes Limited. In this Prospectus, unless the context otherwise requires and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Use of Financial Data

Unless stated otherwise, the financial data in this Prospectus is derived from our financial statements prepared and restated for the financial year ended 2010, 2011 2012, 2013 and 2014 and for the period ended April 01, 2014 to September 10, 2014 in accordance with Indian GAAP, Accounting Standards, the Companies Act, as stated in the reports of our Peer Auditors and SEBI (ICDR) Regulations, 2009 included under Section titled “**Financial Information of the Company**” beginning on page 142 of this Prospectus. Our Company has no subsidiaries. Accordingly, financial information relating to us is presented on a Standalone basis. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

There are significant differences between Indian GAAP, U.S. GAAP and the International Financial Reporting Standards (IFRS). Accordingly, the degree to which the Indian GAAP, Financial Statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

For additional definitions used in this Prospectus, see the section “**Definitions and Abbreviations**” on page 1of this Prospectus. In the section titled “**Main Provisions of Articles of Association**” on page no. 258 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association of our Company.

Use of Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout this Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in this Prospectus is reliable, it has not been independently verified by us or the LM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, the section titled “**Basis for Issue Price**” on page 64 of this Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

Currency of Financial Presentation and Exchange Rates

All references to "Rupees" or "INR" or "Rs." or "₹" are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled "*Industry Overview*" throughout this Prospectus all figures have been expressed in Lakhs/Lacs, Million and Crores.

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operation*" on page 12, 79 & 189 in this Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

This Prospectus contains conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

FORWARD LOOKING STATEMENTS

We have included statements in this Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
2. Changes in laws and regulations relating to the Sectors in which we operate;
3. Realization of Contingent Liabilities;
4. Occurrence of Environmental Problems & Uninsured Losses;
5. Increased competition in industries/sector in which we operate;
6. Our ability to successfully implement our growth strategy and expansion plans and to successfully launch and implement various projects and business plans for which funds are being raised through this Issue;
7. Fluctuations in operating costs;
8. Our ability to attract and retain qualified personnel;
9. Changes in technology;
10. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices.
11. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
12. Conflicts of interest with affiliated companies, the promoter group and other related parties; and
13. The performance of the financial markets in India and globally.

For further discussion of factors that could cause our actual results to differ, see the Section titled "**Risk Factors**", "**Our Business**" & and "**Management’s Discussion and Analysis of Financial Condition and Results of Operations**" beginning on page 12, 79 & 189 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Neither our Company, our Directors, our Officers, Lead Manager and Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company, and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

SECTION II: RISK FACTORS

RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Prospectus, particularly the “Restated Financial Statements” and the related notes, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operation” on page 142, 79 and 189 respectively of this Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

Unless otherwise stated, the financial information of our Company used in this section is derived from our audited financial statements under Indian GAAP, as restated.

Materiality

The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

- 1. Some events may not be material individually but may be found material collectively.*
- 2. Some events may have material impact qualitatively instead of quantitatively.*
- 3. Some events may not be material at present but may be having material impact in future.*

INTERNAL RISK FACTORS

- 1. Our Company has received a notice under section 143(2) of Income Tax Act, 1961 issued by Income Tax Authority pertaining to returns submitted for Assessment Year 2012-13.***

Income Tax Authority at Rajkot has issued Notice under section 143(2) of Income Tax Act, 1961 in respect of returns submitted by our Company for Assessment Year 2012-13 thereby requiring our Company to submit certain documents and evidences in support of the said return so filed. Accordingly, our Company has submitted all the documents and evidences as required to the Income Tax Authority, which is under consideration. Though, our Company has not yet received any Show Cause Notice initiating assessment proceeding by the said Income Tax Authority for any financial entry made in the returns. However, our Company cannot assure that any such Show Cause Notice will not be issued against our Company initiating Income Tax Proceeding or any adverse order will not be passed or penalty will not be imposed against our Company, which may have a significant effect on our business and results of operations and which could harm our reputation.

For details on this proceeding, see Section titled “**Outstanding Litigations and Material Developments**” on page no. 200 of this Prospectus.

2. *There are certain outstanding legal proceedings involving our Promoter Company viz. Captain Polyplast Limited which are pending at different stages before the Judicial / Statutory authorities. Any rulings by such authorities against our Promoter Company may have an adverse material impact on their operations.*

There are outstanding legal proceedings involving our Promoter Company viz. Captain Polyplast Limited. These proceedings are pending at different levels before various enquiry officers, tribunals, courts etc. Brief details of such outstanding litigations involving our Promoter Company as on the date of this Prospectus are as follows:

Litigation Involving Our Promoter Company		
Nature Of Cases	Nos. of Outstanding Cases	Amount Involved (Rs. in Lakhs)
Civil		
- Income Tax Cases	5	103.56 [#]
- Central Excise Case	1	18.40*
Criminal	Nil	-
Notices (Income Tax)	1	-
Total	7	121.96

[#]Out of the said involved amount, our Promoter Company has paid a sum of Rs. 64.69 Lakhs till date.

* Out of the said involved amount, our Promoter Company has paid a sum of Rs. 3.40 lakhs.

Out of the total outstanding cases, two out of the five outstanding Income Tax cases and the only outstanding Central Excise case, has been decided in favour of our Promoter Company by the respective authorities and our Promoter Company is awaiting the receipt of the refunds of the amount already paid.

The balance amount of Rs. 4.38 lakhs is payable under the Notices of Demand after considering the amounts paid by the Company under protest in order to file appeals (excluding the amount involved in cases that has been decided in favour of our Promoter Company). In addition, further liability may arise as penalties in respect of the Income Tax Proceedings. For further details of all disputed or contested tax demands and other government claims, if any, along with the disclosures of amount, period for which such demands or claims are outstanding, financial implications and status of the case, see Section titled “*Outstanding Litigations and Material Developments*” on page no. 200 of this Prospectus.

3. *We require several statutory and regulatory permits, licenses and approvals to operate, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect Our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all.*

Our Company requires certain statutory and regulatory registrations, licenses, permits and approvals for our business. The brief details of few such approvals, registrations and License applied for are as follows:

S. No.	Approvals	Places	Status
1	Certificate of Small Scale Industries (Entrepreneurs Memorandum no. 24-009-12-05881) dated November 25, 2010 for increasing the Installed Capacity for the manufacture of uPVC Pipe & uPVC Fittings from 7500 MT p.a to a capacity of 17700 MT p.a.	District Industries Center- Rajkot	Applied
2	Factory License having No. 11227 (Registration no. 1830/25209/2011) dated October 19, 2011 under the Factories Act, 1948 in respect of our manufacturing unit at Shapar, Rajkot.	Director of Industrial Safety and Health- Gujarat	Renewed License is yet to be issued by the authority.

Further, we have applied for change in name on our approvals upon conversion of our Company from private limited to public limited Company. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on our business. For further details, please see chapters titled “*Key Industry Regulations and Policies*” and “*Government and Other Approvals*” at pages 95 and 209 respectively of this Prospectus.

4. We have limited operating history and loss making operations and investors may not be able to analyse our past performances or future prospects.

Our company was incorporated on January 05, 2010 with Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Initially, we have commenced our operations by manufacturing uPVC pipes in the year 2010 with an installed capacity of 7,500 MT p.a. and subsequently diversified our manufacturing line by introducing uPVC Plumbing Fittings and uPVC Agri Fittings to its products line in February, 2014. During the limited operating history of our Company, we have incurred losses in the financial year ended 2010, 2011, 2012 and 2014. Our Company has net profit after tax in the financial year ended 2013 and during the period ended September 10, 2014. As on September 10, 2014, we have accumulated losses of Rs. 79,76,062 as reflected by the financial statements of our Company. With our limited operating history, potential investors may not be able to analyse our past performances or future prospects. For further details of our financial position and information please refer to section titled "**Financial Information of the Company**" on page 142 of this Prospectus.

5. We have high working capital requirements. Our inability to meet our working capital requirements may have a material adverse effect on our business, financial condition and results of operations.

Our business requires a significant amount of working capital for smooth functioning. For instance, as at September 10, 2014 and for the FY 2014, FY 2013 and FY 2012, our working capital requirements (Fund and Non Fund based) were Rs. 699.25 Lakhs, Rs. 540.06 Lakhs, Rs. 273.39 Lakhs and Rs. 291.83 Lakhs respectively. We meet our requirement for working capital majorly through banking facilities or fresh infusion of funds by way of issue of shares or internal accruals. In future, our inability, if any to meet our working capital requirements through banking arrangements can adversely impact our business operations and financial position.

6. We have not entered into any long term supply agreement for the major raw material required for manufacturing of our products. Also volatility in the prices and non availability of this raw material may have an adverse impact in our business.

We depend highly on uPVC resin, which is one of the prime raw material for our products and constitute approximately 85% of our total raw material cost. We have not entered into any agreement to procure this raw material except that we have entered into an agreement with Yamunaji Enterprise (Reliance Industries Limited -Surat Distributor) for supply of uPVC resin and the agreement is renewed on yearly basis. In the absence of any long-term arrangement with our suppliers and in event of any disruption in the supply of raw material in terms of requisite quantities and qualities, our production schedule may also be adversely affected. Moreover this raw material is by-products of petroleum; any fluctuation in the international price of crude oil affects the price and supply of this raw material. Therefore, any significant increase in the prices of this raw material due to any reason and our inability to pass on increased costs of raw material to our customers may adversely affect our sales and profitability.

7. We are highly dependent on our Top 5 suppliers for uninterrupted supply of raw-materials. Any disruption in supply of raw materials from these suppliers will adversely affect our operations.

We are highly dependent on the suppliers of uPVC resin and Calcium Carbonate which are the prime raw material for our products. We procure our supply of raw materials from various Domestic and International suppliers depending upon the price and quality of raw materials. However, our Top 5 supplier contributes significantly to supply of raw materials. Any disruption of supply of raw materials from these suppliers or our procurement of raw materials at terms not favorable to us will adversely affect our operations and financial cost. The contributions of our top 5 suppliers to our total supplies are as follows:

Particulars	For period ended September 10, 2014	Year ended March - 14	Year ended March - 13	Year ended March - 12
Purchase from Top 5 Suppliers (Rs. In Lakhs) (inclusive of all taxes)	1376.56	3576.38	1998.15	505.63
% of Total Purchase	89.54%	84.42%	63.93%	46.04%

8. *We have experienced negative cash flows in previous years. Any operating losses or negative cash flows in the future could adversely affect our results of operations and financial conditions.*

The details of Cash flows of the Company are as follows:

Particulars	For the period April 1, 2014 to September 10, 2014	For the year ended March 31,		
		2014	2013	2012
Net cash (used in) / from Operating Activities	7,802,033	1,018,539	9,373,019	(11,184,969)
Net cash (used in) / from Investing Activities	(22,081,622)	(26,895,376)	(25,338,717)	(6,402,270)
Net cash (used in) / from Financing Activities	14,502,656	30,619,266	17,198,649	17,924,052
Net increase/(decrease) in cash and cash equivalents	223,067	4,742,428	1,232,952	336,812

Cash flow of a Company are perceived to be a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and to make new investments without raising finance from external resources. In future, any operating losses or negative cash flows could adversely affect our results of operations and financial conditions. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations. For more information, regarding Cash flows, please refer *Annexure III* in chapter titled "*Restated Financial Statements*" beginning on page 142 of this Prospectus.

9. *We rely significantly on our Dealers/Distributors and Agents network in open market for sale of our products.*

We sell our products in open market through our network of Dealers/Distributors and agents. At present, we have entered into arrangements/understanding with over 30 dealers/ distributors located across various states. Furthermore, our business growth depends on our ability to attract additional dealerships/distributorships to our network. While, we believe that we have good relations with our dealers / distributors but there is no assurance that our current dealers / distributors will continue to do business with us or that we can continue to attract additional dealers / distributors to our network. If we do not succeed in maintaining the stability of our dealership / distributorship network, our market share may decline materially affecting our results of operations and financial condition.

10. *Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent*

Our Company may have not complied with certain accounting standards and Section 4A of The Payment of Gratuity Act, 1972, in the past. Although no show cause notice in respect of the same has been received by the Company till date. Any penalty imposed for such non-compliance could affect our financial conditions to that extent. In relation to gratuity we have not received any notice/communication from the relevant authority, for the previous defaults till date. Further, our Company has not obtain any insurance for its liability towards the payment for gratuity as prescribed under Section 4A of The Payment of Gratuity Act, 1972 from Life Insurance Corporation of India or any other prescribed insurer till date. However, now our Company is complying with all the accounting standards and has given effects in the Restated Financial Statements for such non compliances.

11. *Our indebtedness, including various conditions and restrictions imposed on us under our financing agreements, could adversely affect our ability to grow our business or react to changes in our business environment.*

Our Total Debts as per our restated summary statements was Rs. 1,323.95 Lakhs as at September 10, 2014 and our Debt Equity ratio was 3.33 as of such date. As of March 31, 2014, the Total Debt as per our restated summary statements was Rs. 1,201.96 Lakhs and our Debt Equity ratio was 4.56 as of such date.

Our indebtedness could:

- require us to dedicate a substantial portion of our cash flow from operations to payments in respect of our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate expenditures;
- increase our vulnerability to adverse general economic or industry conditions;
- limit our flexibility in planning for, or reacting to, competition and/or changes in our business or our industry;
- limit our ability to borrow additional funds;
- Place us at a competitive disadvantage relative to competitors that have less debt or greater financial resources.

There can be no assurance that we will be able to generate enough cash flow from operations or that we will be able to obtain enough capital to service our debt or fund our planned capital expenditures. In addition, we may need to refinance some or all of our indebtedness. For further details, please see *Statement of Financial Indebtedness* beginning on page 186 of this Prospectus.

12. *Our lenders have charge over our movable and immovable properties in respect of finance availed by us.*

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as secured loans were Rs. 1,227.55 Lakhs as on September 10, 2014. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by the lenders. For further information on the financing and loan agreements along with the total amounts outstanding and the details of the repayment schedule, please refer to chapter “*Statement of Financial Indebtedness*” beginning on page 186 of this Prospectus.

13. *There are several restrictive covenants in the loan agreements, which could influence our ability to expand, in turn affecting our business and results of operations*

We current avail credit facilities from Bank of Baroda and Tata Capital Financial Services Limited. We have entered into agreements for term loans and financial facilities with our banker / lenders and the covenants in borrowings from bank / lenders, among other things require us to obtain permissions in writing in respect of, including, but not limited to effecting any change in the management/Board of the Company, capital structure of the Company; undertake any new expansion/modernization/diversification scheme except which are approved by Bank/lenders, formulate any scheme of amalgamation, acquisition, merger, or reconstruction etc. These covenants may have an adverse effect on the functioning of our Company. For further details on restrictive covenants, please refer to chapter “*Statement of Financial Indebtedness*” beginning on page 186 of this Prospectus.

14. *We are awaiting permission/consent letter from one of our lender; Tata Capital Financial Services Limited, for our proposed alteration of our capital Structure through this present issue.*

The loan agreement as entered by our Company with one of our lender, Tata Capital Financial Services Limited for the loan availed prescribes for prior intimation for effecting any change in the Company’s capital structure. Our Company has intimated the said lender of our proposed public issue that will alter our capital structure. As on date of this Prospectus, we are awaiting the reply from Tata Capital Financial Services Limited, our lender, by way of their permission/consent for the said alteration of our Capital Structure.

15. *We cannot assure of securing adequate financing in future on acceptable terms, in time or at all.*

We may require additional funds in connection with future business expansion and development initiatives. In addition to the our existing available funds , we may need additional sources of funding to meet these requirements, which may include entering into new debt facilities with lending institutions or raising debt or Equity in the capital markets. If we decide to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants. Such financings could cause our debt to equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of any of our business development plans and this may affect our business and future results of operations.

16. *The objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. There is no monitoring agency appointed by Our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.*

Our funding requirements and the deployment of the proceeds of the Issue are purely based on our management’s estimates and have not been appraised by any bank or financial institution. Further, as per SEBI (ICDR) Regulations, 2009, as amended, appointment of monitoring agency is required only for Issue size above Rs. 50,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of Clause 52 of SME Listing Agreement. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the BSE Limited and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

- 17. We have not made any alternate arrangements for meeting our fund requirements for the Objects of the issue. Further we have not identified any alternate source of financing the ‘Objects of the Issue’. If we fail to mobilize resources as per our plans, our growth plans, operations and financial performance could be adversely affected.**

As on date, we have not made any alternate arrangements for meeting our fund requirements for the objects of the issue. We meet our fund requirements through bank finance, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our fund requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled “*Objects of the Issue*” beginning on page 58 of this Prospectus.

- 18. We face competition in our business from organized and unorganized players, which may affect our business operation and financial condition.**

Our Company faces significant competition from both the organized and unorganized players in the industry in which we operates. We compete on the basis of a number of factors, including execution, depth of product, innovation, reputation and price. Our competitors may have advantages over us, including, but not limited to:

- Substantially greater financial resources;
- Longer operating history than us in certain areas of our business;
- Greater brand recognition among clients;
- Larger client bases in and outside India; or
- More diversified operations which allow profits from certain operations to support others with lower profitability.

These competitive pressures may affect our business, and our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures.

- 19. The brand name and logo which is being used by us belongs to our Corporate Promoter viz. Captain Polyplast Limited.**

Our Company does not own any intellectual property in its name. Our Company uses the intellectual property like brand name of “CAPTAIN” and Logo which belongs to our Corporate Promoter. Our Company has signed MOU dated December 16, 2010 with Captain Polyplast Limited for use of the brand name “CAPTAIN” and also has received a consent letter dated September 27, 2014 from Captain Polyplast Limited permitting our Company to use the logo on our products and corporate communications including Letterheads, Banners etc. The brand name is registered in the name of our Corporate Promoter “Captain Polyplast Limited”, whereas as on date of this Prospectus the application for registration of logo has been accepted and advertised by the Trade Mark Registry and is pending approval. In case, of any third party objection to the registration of the logo, our Corporate Promoter may not be in a rightful position to allow us the usage of the same. This may have negative impact on our prevailing brand image in the market. Further there is no assurance that our Corporate Promoter will not withdraw its consent to our usage of the brand name and logo. In such a case we may be unable to continue use of the logo.

- 20. Our manufacturing activities are dependent upon availability of skilled and unskilled labour.**

We do not have any permanent arrangement of labour and recruitments are made as per requirements except for those who are on permanent pay rolls of our Company. Our manufacturing activities are dependent on availability of skilled and unskilled labour. Non-availability of labour at any time or any disputes with them may affect our production schedule and timely delivery of our products to customers which may adversely affect our business and result of operations.

21. *Strikes, Work Stoppages or increased Wage Demands by our employees or any other kind of disputes with our employees could adversely affect our business and results of operations.*

As on the date, our Company has 40 full-time employees including workers at our manufacturing unit. We expect increase in number of employees in the future. At present, we enjoy a good relationship with our employees. However, there can be no assurance that we may not experience disruptions in our operations due to disputes or other problems with our work force such as strikes, work stoppages or increased wage demands that may adversely affect our business and results of operations.

22. *Our earnings may be subject to seasonal variability.*

India, predominantly an agriculture-based economy, is largely dependent on the monsoon. India gets nearly 53 per cent of its agricultural produce from the kharif season (June-September) compared to the rabi season (November-February), where the production is around 47 per cent. The impact of the monsoon is also crucial for rabi crops as it has an impact on the ground water and also reservoirs which are critical for rabi crops irrigation. Our Product Portfolio includes diversified variety of uPVC Pipes and Fittings which are used in different sectors such as Agriculture and Construction Sector. Our business supplies/operations relating to agricultural segment are dependent on weather conditions which are uncertain and the affect of such uncertainty may materially affect the agricultural crops and cultivated products of our customers from agricultural sector, resulting into adverse effects on our incomes and results of operations.

23. *Our Promoters / Directors / Key Managerial Personnel(s) have given personal guarantees in relation to certain debt facilities provided to our Company by our lender. In event of default on the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoters/ Directors / Key Managerial Personnel(s) ability to manage the affairs of our Company and consequently this may impact our business, prospects, financial condition and results of operations.*

Some of the debt facilities provided to our Company by our lenders stipulate that the facility shall be secured by a personal guarantee of our Promoters/ Directors / Key Managerial Personnel(s). In event of default on the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoters/ Directors / Key Managerial Personnel(s) ability to manage the affairs of our Company and consequently this may impact our business, prospects, financial condition and results of operations. Further, in an event our Promoters/ Directors/ Key Managerial Personnel(s) withdraws or terminates his/their guarantee/s or security, the lender for such facilities may ask for alternate guarantee/s or securities or for repayment of amounts outstanding under such facilities or even terminate such facilities. We may not be successful in procuring guarantee/s or collateral securities satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information, please see the chapter titled "*Statement of Financial Indebtedness*" beginning on page 186 of this Prospectus.

24. *Our Promoters, Directors and Key Managerial Personnel (KMPs) may have interest in our Company, other than reimbursement of expenses incurred or remuneration.*

Our Promoters, Directors and KMPs may be deemed to be interested in our Company to the extent of the Equity Shares held by them, or their relatives or our Group Entities, and benefits deriving from their directorship in our Company. Our Promoters, Directors & Key Managerial Personnel are interested in the certain transactions entered into between our Company and themselves as well as between our Company and our Group Entities. For further details, please refer to the chapters titled "*Our Business*" and "*Our Promoters*", beginning on page 79 and 120 respectively and the *Annexure – R* titled "*Related Party Transactions*" on page 175 under chapter titled "*Restated Financial Statements*" beginning on page 142 of this Prospectus.

25. *We are dependent on our Promoters, Directors and KMPs of our Company for our success and whose loss could seriously impair the ability to continue to manage and expand business efficiently.*

Our Promoters, Directors and KMPs collectively have many years of experience in the industry and are difficult to replace. They provide us with expertise, which enables us to make well informed decisions in relation to our business and our future prospects. For further details of our Promoters, Directors and KMPs, please refer to Section "*Our Management*" on page 108 of this Prospectus. Our success largely depends on the continued services and performance of these personnel(s). The loss of service of the Promoters, Directors & KMPs could seriously impair the ability to continue to manage and expand the business efficiently.

26. *Our business is substantially dependent on certain key clients from whom we derive a significant portion of our revenues. The loss of any significant clients may have a material and adverse effect on our business and results of operations.*

While we are constantly striving to increase our customer base and reduce dependence on any particular customer, there is no assurance that we will be able to broaden our customer base in any future periods, or that our business or results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with any of our major customers. Also we are highly dependent on our top 5 customers who significantly contribute to our revenues. The percentage of sales derived from top customers in recent periods is given below:

Particulars	For period April 01, 2014 to September 10, 2014	Year ended March - 14	Year ended March - 13	Year ended March - 12
Sales to Top 5 Customers (Rs. In Lakhs) (Inclusive of All Taxes)	1,209.40	3,703.39	2,278.92	682.52
% of Total Sales	67.26%	78.61%	64.76%	58.23%

27. *Any increase in or occurrence of our contingent liabilities may adversely affect our financial condition.*

As of September 10, 2014 our contingent liabilities as indicated in our restated statements are as follows:

Particulars	Amount (Rs in Lakhs) as on September 10, 2014
Guarantees given on behalf of the company	5.00
Total	5.00

Any increase in our contingent liabilities or occurrence of these liabilities may materially and adversely affect our financial position, results of operations and cash flows.

28. *We have entered into certain transactions with related parties. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.*

We have entered into certain transactions with related parties, including our Promoters, our Group companies, our Directors, our KMPs and their relatives and may continue to do so in future. For absolute value of all transactions entered into with our related party entities please refer to **Annexure R “Statement of Related Party Transactions”** under section **“Restated Financial Statements”**, beginning on 142 of this Prospectus. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.

29. *Our Corporate Promoter viz Captain Polyplast Limited and our Group Company viz Captain Plastic Private Limited are engaged in the line of business similar to our Company. There are no non- compete agreements between our Company and such other Companies. We cannot assure that our Promoters will not favour the interests of the said Companies over our interest or that the said companies will not expand their business which may increase our competition, which may adversely affect business operations and financial condition of our Company.*

Our Corporate Promoter viz Captain Polyplast Limited and our Group Company i.e. Captain Plastic Private Limited are engaged in similar line of business that of our Company. As on the date of this Prospectus, none of the above said entities manufactures any products being manufactured by our Company. As on date, our Company has not signed any non-compete or such other agreement / document with our Promoter/Group Company. However, we cannot assure that our Promoter / Group Company will not expand their businesses and manufacture the same products that we manufacture nor we can assure that our Promoters who have common interest in such other companies will not favor the interests of the said Companies over our interest which may adversely affect our business operations and financial condition of our Company. For further details refer to section titled **“Common Pursuits”** under chapter **“Our Promoter Group and Group Companies / Entities”** on page 140 of this Prospectus.

30. Some of our Group Companies have incurred losses in the last three fiscal years.

The following Group Companies had incurred losses in the last three fiscal years as set forth below:

(Rs in Lakhs)

Particulars	March 31, 2014	March 31, 2013	March 31, 2012
Captain Technocast Private Limited	25.87	(38.82)	Nil
Captain Plastic Private Limited	(0.22)	(0.22)	(0.22)
Captain Engineering Private Limited	(0.02)	Not Applicable	Not Applicable

31. Any inability on our part to maintain quality standards could adversely impact our business, results of operations and financial condition.

Success of our business depends upon quality of our products. We are supplying our products to agriculture & construction sector and each sector has different product specifications. Any rapid change in our customers' expectation on account of changes in technology or introduction of new product or any other reason and failure on our part to meet their quality expectation could adversely affect our business, results of operations and financial condition. Such delays may also lead to increase in prices of these equipments further affecting our cost and profit estimates.

32. Our Company has issued below mentioned Equity Shares in the last twelve months from the date of filing this Prospectus , the price of which is lower than the Issue Price

Our Company has on the following date, issued shares to the following persons/entities at a price which is lower than the Issue Price:

Date of Allotment	Nature of Issue	No. of Shares	Issue Price (Rs.)	Whether belonging to Promoter / Promoter Group
03.09.2014	Rights Issue	4,00,000	25	Yes
15.09.2014	Bonus Share to Existing Equity Shareholder	15,28,780	Nil	Yes

For Further details of equity shares issued, please refer to the section titled "*Capital Structure*" beginning on page no. 43 of this Prospectus.

33. Our business depends on our manufacturing facility and the loss of or shutdown of operations of the manufacturing facility on any grounds could adversely affect our business or results of operations.

Our manufacturing facilities are subject to operating risks such as breakdown or failure of equipment, interruption in power supply or processes, shortage of raw materials, performance below expected levels of output or efficiency, natural disasters, obsolescence, labour disputes, strikes, lockouts, severe weather, industrial accidents, our inability to respond to technological advances and emerging industry standards and practices in the industry and the need to comply with the directives of relevant government authorities. The occurrence of any of these risks could significantly affect our operating results, and the loss or shutdown of operations at our manufacturing facility will have a material adverse affect on our business, financial condition and results of operations.

34. Our existing manufacturing facility are geographically located in Rajkot, Gujarat and therefore any localized social unrest, natural disaster or breakdown of services or any other natural disaster could have material adverse effect on our business and financial condition.

Our existing manufacturing facilities are based in Rajkot, Gujarat. As a result, any localized social unrest, natural disaster or breakdown of services and utilities in and around Rajkot, Gujarat could have material adverse effect on our business, financial position and results of operations.

35. Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject to and this may have a material adverse effect on our business.

Our insurance policies currently consists of comprehensive coverage for building, plant & machinery, stocks for risks relating to fire, natural calamities, burglary, machinery breakdown, Workmen's Compensation Policy for total insured amount of Rs. 537.80 Lakhs, details of which are disclosed under Section titled "*Our Business*" on page no. 79 of this Prospectus. While we believe that the insurance coverage that we maintain is adequate to cover all normal risks

associated with the operation of our business, there can be no assurance that any claim under the insurance policies preferred by us will be honored fully, in part or on time. Accordingly, to the extent that we suffer loss or damage that is not covered by insurance or which exceeds our insurance coverage, our results of operations or cash flows may be affected.

36. *Our Group Companies, Captain Plastic Private Limited and Captain Engineering Private Limited has not begun any commercial operations till date.*

Our Group Companies, Captain Plastic Private Limited and Captain Engineering Private Limited, which were incorporated on June 03, 2010 and March 18, 2014 respectively, has not began commercial operations till date.

37. *Our Promoter and the members of our Promoter Group will continue to retain significant control in the Company after the Issue, which will enable them to influence the outcome of matters submitted to shareholders for approval. Our Promoter and the members of our Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.*

As on date of this Prospectus, our Promoter and the members of our Promoter Group hold 100.00% of the issued equity share capital of our Company. After completion of the Issue, our Promoter and the members of our Promoter Group will hold 73.52% of the equity shares capital of our Company and continue to retain a significant control of our Company. As a result, our Promoter and our Promoter Group will have the ability to control our business, including matters relating to any sale of all or substantially all of our assets, the timing and distribution of dividends and the election or termination of appointment of our officers and directors. This control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it's in our Company's best interest. In addition, for so long as our Promoter and the members of our Promoter Group continue to exercise significant control over our Company they may influence the material policies of our Company in a manner that could conflict with the interests of our other shareholders. Our Promoter and the members of our Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

38. *Our Company has taken an unsecured loan from of our Promoter Mr. Ramesh D. Khichadia & Mr. Gopal D. Khichadia, our Director Mr. Kantilal M. Gedia and other entities. The total outstanding amount of unsecured loan as on September 10, 2014 is Rs. 96.40 Lakhs. The unsecured loan taken by our Company from the Lenders does not have any precondition attached towards repayment. Incase the above lenders recalls the said loan at a shorter notice, it may have an adverse affect on our cash flow and financial condition.*

One of the Objects of the Issue for which fund is raised is to repay the Unsecured Loans taken from other entities i.e. Krisha Advisory Services Private Limited, Biraj Manimpex Private Limited, Dishman Pharmaceuticals & Chemicals Limited and Uttrani Distributors Private Limited amounting to Rs. 86.70 Lakhs. Besides this, our Company has also taken unsecured loans from our Promoters viz. Mr. Ramesh D. Khichadia & Mr. Gopal D. Khichadia and from our Director Mr. Kantilal M Gedia and his HUFs amounting to Rs. 9.70 Lakhs as on September 10, 2014. The unsecured loan taken by our Company does not have and precondition attached towards repayments. Incase the said loans is recalled on a shorter notice, our Company may have to, on an urgent basis arrange for equivalent funds to fulfill the necessary requirements. The occurrence of these events may have an adverse effect on our cash flow and financial conditions. For more details regarding the loan, please refer the chapter titled "**Objects of the Issue**" and "**Restated Financial Statements**" beginning on page 58 & 142 respectively of this Prospectus.

39. *We are due for annual surveillance of our credit rating for our secured loans availed from Bank of Baroda. We cannot assure you that our renewed credit rating will be favourable for continuing our loan facilities taken from bank.*

We have availed secured loans from Bank of Baroda and Credit Analysis & Research Limited vide its report dated November 22, 2013 has assigned rating of "CARE B" for our long-term facilities and a rating of "CARE A4 Plus" to the short-term facilities and these ratings are subject to renew and surveillance every year. We are yet to apply for annual surveillance. We cannot assure that our renewed credit rating would be favourable for continuing our loan facilities taken from bank.

40. *Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.*

Modernisation and technology upgradation is essential to reduce costs and increase the output. Although we strive to keep our technology, plant and machinery in line with the latest technological standards, we may be required to implement new technology or upgrade the machineries and other equipments employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

41. *Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.*

Our Company may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, the IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 ("**IFRS Convergence Note**"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 32 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined and will be notified by the Ministry of Corporate Affairs after various tax related issues are resolved. We have not yet determined with certainty what impact the adoption of IFRS will have on our financial reporting. Our financial condition, results of operations, cash flows or changes in the shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of IFRS may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period.

42. *We have not independently verified certain data in this Prospectus.*

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

These facts and statistics included in "**Summary of Industry**" and "**Industry Overview**" on pages 27 and 73 respectively of this Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

RISK RELATED TO EQUITY SHARES

43. *Our ability to pay dividends in the future will depend on future earnings, financial condition, cash flows, working capital requirements and capital expenditures.*

Our Company has not paid any dividend since incorporation. The amount of our future dividend payments, if any, will depend on our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will be able to pay dividends in future.

44. *Further issuances of Equity Shares or Instruments Convertible in Equity Shares by us or sales of Equity Shares by any of our major shareholders could adversely affect the trading price of the Equity Shares.*

Any future issuances of Equity Shares or Instruments Convertible in Equity Shares by us may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of the Equity Shares by our Promoters & Promoter Group or other major shareholders may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

45. *The potential Equity shareholders may be subject to Indian taxes arising out of capital gains on sale of Equity Shares.*

Under current Indian tax laws and regulations, capital gains arising from the sale of Equity Shares in an Indian Company are generally taxable in India. Any gain realized on the sale of listed Equity Shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax (“STT”) has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realised on the sale of Equity Shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed Equity Shares held for a period of 12 months or less will be subject to short term capital gains tax in India. For more details, please refer to “*Statement of Tax Benefits*” on page 66 of this Prospectus.

46. *We cannot assure you that our Equity Shares will be listed on the SME Platform of BSE in a timely manner or at all, which may restrict your ability to dispose of the Equity Shares.*

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain any in-principle approval for listing of our Equity Shares issued. We have only applied to BSE Limited to use its name as the Stock Exchange in this Offer Document for listing our Equity Shares on the SME Platform of BSE Limited. Permission for listing of the Equity Shares will be granted only after the Equity Shares offered in this Issue have been allotted. Approval from BSE Limited will require all relevant documents authorizing the issuing of the Equity Shares to be submitted to it. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE. Further, certain procedural and regulatory requirements of SEBI and the Stock Exchanges are required to be completed before the Equity Shares are listed and trading commences. Trading in the Equity Shares is expected to commence within 12 Working Days from the Issue Closing Date. However, we cannot assure you that the trading in the Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining the approvals would restrict your ability to dispose off your Equity Shares.

47. *The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.*

Prior to this Issue, there has been no public market for our Equity Shares. Hem Securities Limited is acting as Market Maker for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers, please refer to the section titled “*General Information -Details of the Market Making Arrangement for this Issue*” on page 41 of this Prospectus.

48. *There may be restrictions on daily movements in the price of our Equity Shares, which can adversely affect shareholder’s ability to sell, or the price at which it can sell, Equity Shares at a particular point of time.*

Subsequent to listing, our Company may be subject to a daily circuit breaker imposed on listed companies by the BSE, which does not allow transactions having crossed certain volatility limit in the price of its Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our Company’s circuit breaker is set by the BSE based on certain factors such as the historical volatility in the price and trading volume of the Equity Shares. The BSE is not required to inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker, if imposed, would effectively limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, we cannot assure that the shareholders will be able to sell the Equity Shares at desired prices.

EXTERNAL RISK FACTORS***49. A slowdown in economic growth in India could cause our business to suffer.***

Our results of operations and financial condition are dependent on, and have been adversely affected by, conditions in financial markets in the global economy and, particularly in India. The Indian economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, business corruption, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, inflation, commodity and energy prices and various other factors. Any slowdown in the Indian economy may adversely affect our business, financial condition, results of operations and the price of our Equity Shares.

50. Regulatory changes with regard to Direct/Indirect taxes may adversely affect our performance or financial conditions.

Taxation/Regulatory changes relating to business segments in which we operate in India can have a bearing on our business. Each State in India has different local taxes and levies which may include value added tax, sales tax and octroi. Changes in these local taxes and levies may impact our profits and profitability. Any negative changes in the regulatory conditions in India or our other geographic markets could adversely affect our business operations or financial conditions.

51. Instability of economic policies and the political situation in India or elsewhere could adversely affect the fortunes of the industry.

Unstable internal and international political environment could impact the economic performance in both the short term and the long term. The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the Indian economy. Our Company's business, and the market price and liquidity of the Equity Shares, may be affected by changes in interest rates, changes in the Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

52. Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect the financial markets and our business.

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. In addition, the Asian region has from time to time experienced instances of civil unrest and hostilities among neighboring countries. Hostilities and tensions may occur in the future and on a wider scale. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

53. The occurrence of natural disasters may adversely affect our business, financial condition and results of operations.

The occurrence of natural disasters, including hurricanes, floods, earthquakes, tornadoes, fires and pandemic disease may adversely affect our financial condition or results of operations. The potential impact of a natural disaster on our results of operations and financial position is speculative, and would depend on numerous factor. The extent and severity of these natural disasters determines their effect on the Indian economy. Although the long term effect of diseases such as the H5N1, Ebola, "Avian flu" virus, or H1N1, the swine flu virus, cannot currently be predicted, previous occurrences of avian flu and swine flu had an adverse effect on the economies of those countries in which they were most prevalent. An outbreak of a communicable disease in India would adversely affect our business and financial conditions and results of operations. We cannot assure you that such events will not occur in the future or that our business, financial condition and results of operations will not be adversely affected.

54. Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business.

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial results and business prospects, ability to obtain financing for capital expenditures and the price of our Equity Shares.

Prominent Notes:

1. This is an Initial Public Issue of 11,01,000 Equity Shares of Face Value of Rs. 10.00 Each of Captain Pipes Limited (“Our Company” Or “The Issuer”) for Cash at a Price of Rs. 40.00 per Equity Share (Including a Share Premium Of Rs. 30.00 Per Equity Share) (“Issue Price”) aggregating to Rs. 440.40 Lakhs (“The Issue”), of which 57,000 Equity Shares of Face Value of Rs. 10.00 Each, aggregating to Rs. 22.80 Lakhs will be reserved for Subscription by Market Maker (“Market Maker Reservation Portion”). The Issue less the Market Maker Reservation Portion i.e. Issue Of 10,44,000 Equity Shares of Face Value of Rs. 10.00 Each at an Issue Price of Rs. 40.00 Per Equity Share aggregating to Rs. 417.60 Lakhs (is hereinafter referred to as the “Net Issue”). The Issue and The Net Issue will constitute 26.48% and 25.10%, respectively of the Post Issue Paid Up Equity Share Capital of Our Company.
2. This Issue is being made for at least 25% of the post- issue paid-up Equity Share capital of our Company, pursuant to Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957 as amended. This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, since our is a fixed price issue ‘**the allocation**’ is the net issue to the public category shall be made as follows:
 - a. Minimum fifty percent to retail individual investors; and
 - b. Remaining to Individual applicants other than retail individual investors; and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
 - c. The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

3. The Net worth of our Company as on September 10, 2014 and March 31, 2014 was Rs. 397.10 Lakhs and Rs. 263.40 Lakhs respectively. For more information, see the section titled “**Restated Financial Statements**” beginning on page 142 of this Prospectus.
4. The NAV / Book Value per Equity Share, based on Restated Financials of our Company as on September 10, 2014 and March 31, 2014 was Rs. 25.97 and Rs. 23.33 per share respectively. For more information, see the section titled “**Restated Financial Statements**” beginning on page 142 of this Prospectus.
5. The average cost of acquisition of Equity Shares by our Promoters is set out below:

Name of our Promoters	No. of Equity Shares held	Average cost of Acquisition per share (in Rs.)
Mr. Ramesh D. Khichadia	3,02,000	6.83
Mr. Gopal D. Khichadia	3,48,000	8.56
Captain Polyplast Limited	12,30,600	12.36

*As certified by our Statutory Auditor vide their certificate dated October 09, 2014. For Further details, please refer to “**Capital Structure**” on page 43 of this Prospectus.*

6. We have entered into various related party transactions with related parties for the period ended September 10, 2014 and for the year ended March 31, 2014. For nature of transactions and other details as regard to related party transactions please refer to Section titled “**Restated Financial Statements - Annexure R - Statement of Related Parties Transactions**” on page 175 of this Prospectus.
7. None of our Group companies have any business or other interest in our Company, except as stated in section titled “**Restated Financial Statements - Annexure R - Statement of Related Parties Transactions**” on page 175 and “**Our Promoter Group and Group Companies / Entities**” on page 133 and to the extent of any Equity Shares held by them and to the extent of the benefits arising out of such shareholding.
8. Our Company was originally incorporated on January 05, 2010, as “Captain Pipes Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Subsequently, our Company was converted into a public limited company pursuant to Shareholders Resolution passed at the Annual General Meeting of the Company held on August 26, 2014 and the name of our Company was changed to “Captain Pipes Limited” pursuant to issuance of fresh Certificate of Incorporation dated September 23, 2014 issued by the Registrar of Companies, Gujarat, Ahmedabad. Our Company has not changed the Main Object Clause in the MoA to carry out any new business activities upon said change of name and the change was on account of conversion

of Company from Private Limited to Public Limited Company. For details of the changes in our name and registered office, please see section titled “*History and Certain Corporate Matters*” on page 104 of this Prospectus.

9. None of our Promoters, Promoter Group, the Directors of the Company which is our Promoter, our Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of this Prospectus.
10. Our Company, our Promoters, our Directors, our Promoter Group, Group entities or the natural person(s) in control of our Company, the natural persons in control of our corporate Promoter have not been prohibited from accessing the Capital Market under any order or direction passed by SEBI or any other authorities nor they have been declared as willful defaulters by RBI / Government authorities. Further, no violations of securities laws have been committed by them in the past or pending against them.
11. Investors are advised to see the paragraph titled “*Basis for Issue Price*” beginning on page 64 of this Prospectus.
12. The Lead Manager and our Company shall update this Prospectus / Prospectus and keep the investors / public informed of any material changes till listing of the Equity Shares offered in terms of this Prospectus and commencement of trading.
13. Investors are free to contact the Lead Manager i.e. Hem Securities Limited for any clarification, complaint or information pertaining to the Issue. The Lead Manager and our Company shall make all information available to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.
14. In the event of over-subscription, allotment shall be made as set out in paragraph titled “*Basis of Allotment*” beginning on page 250 of this Prospectus and shall be made in consultation with the Designated Stock Exchange i.e. BSE. The Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.
15. The Directors / Promoters of our Company are interested to the extent of remuneration and reimbursement of expenses (if any) and to the extent of any Equity Shares of our company held by them or their relatives and associates or held by the companies / firms / HUFs in which they are interested as Directors /Partners/ Members, and to the extent of benefits arising out of such shareholding. Our Directors / Promoters may be deemed interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies / firms / HUFs in which they are interested as Directors /Partners/ Members. For further details of interest of our Promoter / Director, please refer the chapter titled “*Our Management*” on page 108, chapter titled “*Our Promoter Group and Group Companies / Entities*” on page 133 and chapter titled “*Financial Information of the Company*” beginning on page 142 of this Prospectus.
16. No loans and advances have been made to any person(s) / companies in which Directors are interested except as stated in the Auditors Report. For details, please see “*Financial Information of the Company*” beginning on page 142 of this Prospectus.

SECTION III: INTRODUCTION

SUMMARY OF INDUSTRY

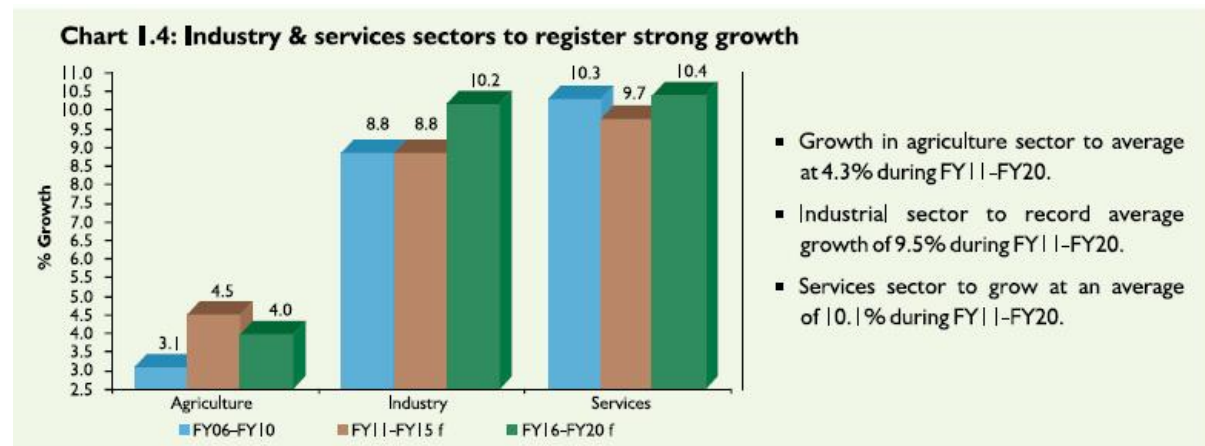
The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the Issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

Indian Economic Outlook 2020

Over the years, the Indian economy has gone through phases of remarkable transformation. After witnessing the Hindu rate of growth for the first three decades post-independence, the Indian economy got its first “big push” with the first phase of economic reforms in 1980s. The economy recorded annual average growth of around 5.6% during this decade, with significant decline in population below the poverty line from more than 50% in late 1970s to below 40% in late 1980s. The second major push came post 1991, following liberalisation of the economy, which helped it to move on to a sustainable higher growth trajectory. India’s growth performance was even more impressive in the subsequent decade, with per capita income (at constant prices) rising to ₹ 38,408 in FY10, versus ₹ 16,065 in FY91. Although India has made significant economic progress as the result of reforms over the years, it still has a long distance to go before it is able to make abject poverty a history.

India has been increasingly looked at as an engine that will drive global growth in future. This is reason enough to look at the economic prospects of India over the current decade. According to D&B’s forecast, the likelihood of India sustaining 9.0% growth during the current decade is very high. According to D&B’s estimate, in the journey during the current decade as India traverses a high growth path, it would eventually surpass Japan’s GDP level (as in 2010 at current US\$) by FY20. The concomitant rise in income levels coupled with increasing young working-age population will work towards increasing the share of discretionary spending in private final consumption expenditure and raising the savings rate. Growth of urban population will be one of the most important demographic shifts that country will witness during the current decade.

Infrastructure will be both a cause and a consequence of economic growth during the current decade. The rising incomes and urbanisation will boost demand for infrastructure investment in sectors such as electricity, roads; telecom et al. Massive infrastructure investment by the Government along with increased investment activity by the private sector will accelerate overall investment during the current decade. Government of India’s (GoI’s) thrust on infrastructure development in recent years and the structural policy changes is expected to provide the third “big push” to the Indian economy, enabling it to achieve inclusive growth during the current decade (Current decade refers to FY11-FY20).



All figures are at factor cost constant prices
 f: D&B forecasts
 Source: CSO, D&B India

(Source: http://www.dnb.co.in/India2020economyoutlook/Macro_Economic_Outlook2020.asp)

Indian Pipe Industry

The Indian Pipe Industry has experienced rapid growth in the last several years. The major reasons for the growth of this industry is increasing demand for pipes in the irrigation sector, oil and gas sector and also the real estate industry. The demand for steel pipes such as seamless pipes, HSAW, LSAW pipes is increasing as the need for oil and gas transportation in India is growing. The demand for plastic pipes such as PVC and CPVC is also increasing as these pipes are better in quality and durability. Infrastructure development, urbanization and the subsequent development of residential and industrial construction are facilitating the growth of the pipe industry in India. The Government of India is coming up with new projects and investments in the irrigation sector. The focus of the government is on rural water management, which will be fulfilled only when there will be proper transportation of water to the end-user. This is one of the major demand drivers of the pipe industry along with expansion of housing sector and increasing demand for oil and gas transportation.

(Source: http://www.researchandmarkets.com/reports/2614734/indian_pipe_industry_trends_and_opportunities)

UPVC Pipes

uPVC (Unplasticized Polyvinylchloride) pipes and fittings exhibit excellent resistance to aggressive environments both naturally occurring and as a result of industrial activity. They are resistant to almost all types of corrosion, either chemical or electrochemical in nature. Since uPVC is a non-conductor, galvanic and electro chemical effects do not occur in uPVC pipes. Due to its long-term strength characteristics, high stiffness and cost effectiveness, UPVC systems account for a large proportion of plastic piping installations uPVC Pipes and fittings a often used in the following circumstances:

- For drinking water pipe distribution systems, both main and supply lines
- Sewer and discharge pipe systems

Due to its non-metallic nature, the material used is totally resistant to all forms of metallic corrosion. Aggressive water resulting from high sulphate soils and low hardness water does not attack uPVC pipes. Being made of a tasteless and odorless material, uPVC pipes remain neutral to all transported fluids. uPVC is completely inert and is widely used for transporting liquids made for human consumption. Because of their mirror-smooth inside surface, uPVC pipes have minimum flow head loss. There is also no buildup of inside deposits, a particular advantage in the construction of sewerage systems.

The physical properties of uPVC pipes are not affected by direct sunshine, or wind & rain. However, to avoid surface browning due to long exposure to direct sunlight, it is recommended that the pipes are kept protected from direct sunlight. Rigid PVC is not conductive to combustion. They therefore offer added safety when used for electrical installations, both domestic and industrial. uPVC pipes are relatively light. Their specific weight 1.43 is one-fifth that of steel pipes. This cuts down transportation costs and facilitates installation in difficult and remote places. Installation is quick and easy with a complete line of fittings either with the solvent glue weld sockets or the rubber seal socket joints. In either case, a leak-proof joint is assured. Subsequent maintenance work is also carried out with a minimum of complication and cost. In case of fire, flames are unable to travel along the pipe because of its self extinguishing feature. Being an integral insulator uPVC are also ideal for electric conduits eliminating the possibility of electrolytic corrosion. They are an ideal application for water supplies, irrigation systems, casing & screen, industrial, soil, waste & drainage sewer system, mining, electrical and telecommunications cables.

Application of UPVC Fittings

- For distribution of hot and cold water in residential, industrial and public projects.
- For use in water and waste water treatment systems.
- For the transportation of hot and chemical fluids in the chemical processing industry.
- For metal finishing and plating of metals.

(Source: <https://exploreb2b.com/articles/advantages-and-applications-of-upvc-pipe-fittings>)

Overview of major Demand Sectors

Indian Agriculture Sector

At 179.9 million hectares, India holds the second largest agricultural land in the world. A majority of the Indian population relies on agriculture for employment and livelihood. Steady investments in technology development, irrigation infrastructure, emphasis on modern agricultural practices and provision of agricultural credit and subsidies are the major factors contributing to agriculture growth.

Market Size

Given the good monsoon, the agriculture sector in India is likely to grow in the range of 5.2–5.7 per cent in the 2013–14 agriculture year (July-June), nearly three times as compared to the previous year. In FY 12, total food grains production in India reached an all-time high of 259.3 million tonnes (MT). Rice and wheat production stood at 105.3 MT and 94.9 MT respectively.

Total exports of Indian agri and processed food products in the period April–February 2013–14 stood at US\$ 20,331.05 million as compared to US\$ 19,144.45 million during the corresponding period of the previous year, according to the Agricultural and Processed Food Products Export Development Authority (APEDA).

In 2012–13, the share of exports of ‘agricultural and processed food products’ in total exports rose to 13.53 per cent from 10.5 per cent share in 2010–11. Guar gum has emerged as India’s largest item of farm exports with a share of 9.58 per cent during the period, followed by basmati rice and marine products.

On account of higher output in Assam and West Bengal, tea production in India in April–February, 2013–14 rose by 7 per cent to 1,152.91 million kg. The production was 1,073.93 million kg during the corresponding period of the previous year, according to data from the Tea Board.

Indian Construction Sector

The Indian real estate sector has come a long way and is today one of the fastest growing markets in the world. It comprises four sub-sectors – housing, retail, hospitality, and commercial. While housing contributes to five–six percent of India’s gross domestic product (GDP), the remaining three sub-sectors are also increasing at a fast pace. The total realty market in the country is expected to touch US\$ 180 billion by 2020.

Real estate in India is being recognised as an infrastructure service that is driving the economic growth engine of the country. Growing infrastructure requirement in diverse sectors such as tourism, education, healthcare, etc., are offering several investment opportunities for both domestic as well as foreign investors. Total investment by private equity (PE) funds in the real estate sector from January–March 2014 was approximately Rs 28 billion (US\$ 465.19 million). This is a substantial increase of 28 per cent compared to the previous quarter and close to 2.5 times the investments during January–March 2013.

The role of the Government of India has been instrumental in the development of the sector. With the government trying to introduce developer and buyer friendly policies, the outlook for the real estate sector in 2014 does look promising.

Market Size

The market size of the Indian real estate sector stood at US\$ 55.6 billion in 2010–11 and is expected to touch US\$ 180 billion by 2020. In fact, the demand is expected to grow at a compound annual growth rate (CAGR) of 19 per cent in the period 2010–2014, with Tier I metropolitan cities expected to account for about 40 per cent of this growth.

The net office space absorption across the top eight cities – Delhi-NCR, Mumbai, Bengaluru, Chennai, Hyderabad, Pune, Kolkata and Ahmedabad – was up 58 per cent during January–March 2014 as compared to the corresponding period last year, according to real estate consultancy Cushman & Wakefield. Among the eight cities, Ahmedabad and Delhi-NCR recorded a threefold increase in net absorption during the period over January–March 2013.

The number of new launches in the residential segment during the first quarter of 2014 has increased by 43 per cent at 55,000 units across eight major cities. Bengaluru recorded the largest number of units launched at an increase of 22 per cent at 16,838 units, followed by Mumbai and Chennai, according to a report by Cushman & Wakefield.

SUMMARY OF OUR BUSINESS

In this section “our Company” refers to the Company, while “we”, “us” and “our” refers to our Company.

Overview

Our Company was originally incorporated on January 05, 2010 as a private limited company under the name and style of ‘Captain Pipes Private Limited’ under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Subsequently, our Company was converted into a public limited company on September 23, 2014 and the name of our Company was changed to ‘Captain Pipes Limited’.

Our Company is an ISO 9001:2008 certified Company which manufactures a wide range of high tensile and high impact uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, uPVC Plumbing Fittings and uPVC Agri Fittings. Our Company is also a supplier of HDPE Pipes (being procured from Captain Polyplast Limited, our Promoter Company which manufactures the same for us on job work basis) and uPVC Column Pipes Fittings being procured from identified manufacturer as per our specifications. We further assemble the procured uPVC Column Pipes with accessories and supply the assembled products to our uPVC threaded Column Pipes customers.

Our Company started its manufacturing in the in the year 2010-11 by manufacturing uPVC pipes and subsequently diversified our manufacturing line by introducing uPVC Plumbing Fittings and uPVC Agri Fittings to its products line in February, 2014. Our products are supplied to entities generally engaged in the agriculture and construction sector.

We have our manufacturing facility located at Shapar (Veraval), Rajkot-Gujarat in a total area of approx 62,000 sq. ft with an annual capacity of 17,700MT per annum. Our Company sells its varied range of products under the brand name of “CAPTAIN” which is registered in the name of our Corporate Promoter i.e. Captain Polyplast Limited and our Company uses the said brand name by virtue of MOU dated December 16, 2010. Our Company also manufactures uPVC pipes for other companies under their brand name like Netafim Irrigation India Private Limited supplied to them. Some of our renowned customers includes Netafim Irrigation India Private Limited, Sabar Export (I) Private Limited, Shakti Pumps etc.

Our Company has six fully automatic extrusion lines of latest German technology for manufacturing uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, five fully automatic machines of latest Japanese technology and approx 140 moulds of 2316 German material for manufacturing uPVC Plumbing Fittings and uPVC Agri Fittings and also has three fully automatic centralized mixer & two semi automatic mixer in order to mix up raw material in appropriate ratio to increase the quality of our products. Our Company also has its own laboratory and R&D departments with well equipped instruments and experienced technical persons in order to test our products to meet our quality assurance. Our Company follows Indian as well as International quality standards for our products and has two of the products ISI certified.

Our Promoter Directors, Mr. Ramesh D. Khichadia and Mr. Gopal D. Khichadia have about two decades of experience in field of marketing and manufacturing pipes & its related products and have in-depth knowledge of the products and industry in which we operate. One of our Founder Promoter, Mr. Ramesh D Khichadia has been awarded Udyog Patra for self made industrialist in the year 2008 by Institute of Trade and Industrial Development and Indira Gandhi Priyadarshini Award in the year 2008 by All India National Unity Conference-New Delhi.

We have entered into arrangements / understanding with over 30 dealers/ distributors located across 9 states to market and sell our products viz. Gujarat, Madhya Pradesh, Haryana, Punjab, Uttar Pradesh, Andhra Pradesh (now in Telangana), Chhattisgarh, Karnataka and Maharashtra.

For the period ended as on April 01, 2014 to September 10, 2014, our Company’s Total Income and Restated Profit After Tax was Rs. 1,536.62 Lakhs and Rs. 33.93 Lakhs, respectively. For the year ended March 31, 2014, our Company’s Total Income and Restated Profit / (Loss) After Tax was Rs. 4,015.56 Lakhs and Rs. (6.77) Lakhs respectively, compared to our Company’s Total Income and Restated Profit After Tax of Rs. 3,033.11 Lakhs and Rs. 3.60 Lakhs respectively, over previous year ended i.e. March 31, 2013.

Our Manufactured Products:

Product Name	Range
uPVC Column Pipes	Range 1” to 5” outer diameter (25 mm to 125 mm Nominal Diameter).
uPVC Plumbing Pipes	• Type – A 0.5” to 3” in schedule 40 & 80 as per ASTM-D-1785

Product Name	Range
	• Type – B 20 mm to 50 mm Outer Diameter as per IS 4985:2000
uPVC Pressure Pipes	20 mm to 315 mm Outer Diameter. (as per IS 4985:2000)
uPVC Casing Pipes	1.5” to 16” Nominal Bore. (as per IS 12818:2010)
uPVC Plumbing Fittings	(0.50” to 2.0” in Schedule – 80 as per ASTM-D 2467)
uPVC Agri Fittings	(2” to 4” as per IS 7834:1987)

Our Competitive Strengths:

We consider that we have the following competitive strengths:

1. **Diversified Product Portfolio:** Our Company has a varied product base to cater to the requirements of our customers. Our Product Portfolio includes diversified variety of uPVC Pipes and Fittings which are used in different sectors. Our products range includes uPVC threaded Column Pipes, uPVC Plumbing Pipes with uPVC Plumbing Fittings, uPVC Pressure Pipes with uPVC Agri Fittings and uPVC Casing Pipes which are widely used in Agriculture and Construction Sector. Our Company is also a supplier of HDPE Pipes being manufactured by Captain Polyplast Limited on job work basis for us. Our range of products allows our existing customers to source most of their product requirements from us and also enables us to expand our business from existing customers, as well as address a larger base of potential new customers.
2. **Experienced Management Team:** Our qualified and experienced management team has substantially contributed to the growth of our business operations. Our Company is managed by a team of experienced and professional personnel with exposure in various aspects of Pipes industry. Our Promoter Directors, Mr. Ramesh D. Khichadia and Mr. Gopal D. Khichadia both have about two decades of experience in field of marketing and manufacturing pipes & its related products and have in-depth knowledge of the products and industry in which we operate. One of our Founder Promoter, Mr. Ramesh D Khichadia, who is an Agricultural Engineer, has been awarded Udyog Patra for self made industrialist in the year 2008 by Institute of Trade and Industrial Development and Indira Gandhi Priyadarshini Award in year 2008 by All India National Unity Conference-New Delhi. Our Key Management Personnel are largely responsible for successful execution of day to day activities, developing new customer base and strengthening our customer relationships.
3. **Quality products:** Our Company believes in providing quality products to its customers and for that follows Indian as well as International quality standards for the products manufactured. Our Company is an ISO 9001:2008 certified Company and also two of our products manufactured are ISI certified. Our Company has installed machineries of Kabra, Windsor and Toshiba etc with international technologies for the products manufactured by us. Our Company has six fully automatic extrusion lines of latest German technology for manufacturing uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, five fully automatic machines of latest Japanese technology and approx 140 moulds of 2316 German material for manufacturing uPVC Plumbing Fittings and uPVC Agri Fittings and also has three fully automatic centralized mixer and two semi automatic mixer in order to mix up raw material in appropriate ratio to increase the quality of our products. This has benefited our manufacturing process significantly in terms of reducing wastage and enabling us to demand a premium for our products. Our Company has its own laboratory and R&D departments with well equipped instruments and experienced technical persons in order to test our products to meet our quality assurance. There are quality checks in place that prevent any defective material from reaching the customer. We believe that our quality products have earned us a goodwill from our customers, which has resulted in repeat orders from many of them.
4. **Marketing and Distribution network spread across states:** Our Marketing and distribution network is spread across over 9 states and has contributed to our growth in terms of revenue and presence at various geographies. We avail both direct and indirect channels of sales for selling & marketing our products. Presently, we have arrangements/understanding with over 30 dealers/ distributors located across 9 states to market and sell our products viz. Gujarat, Madhya Pradesh, Haryana, Punjab, Uttar Pradesh, Andhra Pradesh (now in Telangana), Chhattisgarh, Karnataka and Maharashtra. We intend to ensure that our distribution network remains our business strengths in future times to come.

Our Business Strategy: We intend to pursue the following principal strategies to leverage our competitive strengths and grow our business:

1. **Utilisation of Existing Capacities of Pipes division:** Our company started its commercial production in the year 2010-11 by manufacturing uPVC pipes with initial capacity of 7,500 MT p.a. and subsequently increased to current capacity of 16,500 MT p.a for its uPVC pipes division. For the year ended March 31, 2014, we were utilizing 4,860 MT p.a. capacity and considering the future demand potential, we intend to utilize our existing installed capacity to maximum level.
2. **Developing the New Product Line:** Our Company has recently diversified its manufacturing line by introducing uPVC Plumbing Fittings and uPVC Agri Fittings to its products line in February 2014. The current installed capacity of fittings division is 1,200 MT p.a.. Our Company considers this horizontal integration as key to tap new customers and boost its pipe division sales as both the products are interrelated.
3. **Increasing Geographical Presences:** Currently we have our operations in 9 states viz. Gujarat, Madhya Pradesh, Haryana, Punjab, Uttar Pradesh, Andhra Pradesh (now in Telangana), Chhattisgarh, Karnataka and Maharashtra. Through our Dealer/Distributor Network in future, we intend to enter and capture new markets in the states of Tamil Nadu, Bihar, Jharkhand, West Bengal, Orissa to increase our geographical presence and thereby increase our customer base.
4. **Research and Development:** We have a well qualified team with experience in pipe industry & its related products who are constantly focusing on innovations. Our products confirm to various test requirements to meet industry standards. Our Research and Development team constantly studies different industry verticals to identify product inefficiencies and innovate strategies in areas in which we could add value.
5. **Optimal Utilization of Resources:** Our Company constantly endeavors to improve our production process, skill up-gradation of workers, using latest technology in machineries to optimize the utilization of resources. We regularly analyze our existing raw material procurement and manufacturing processes to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

SUMMARY OF FINANCIAL INFORMATION**ANNEXURE - I****RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Amt in Rs.)

Particulars	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
I. EQUITY AND LIABILITIES						
Shareholder's Funds						
Share Capital	15,287,800	11,287,800	11,287,800	4,495,000	4,495,000	3,364,000
Reserves and Surplus (excluding Revaluation Reserves, if any)	24,422,138	15,051,728	16,190,361	5,855,082	14,361,665	6,218,190
Share Application Money Pending Allotment	-	-	3,000	-	-	-
Non Current Liabilities						
Long-term Borrowings	49,131,634	54,622,557	40,325,050	30,879,533	25,400,673	5,081,000
Deferred Tax Liabilities (Net)	-	-	-	-	-	16,449
Long-term Provisions	382,696	381,747	247,034	85,966	8,280	-
Current Liabilities						
Short-term Borrowings	69,924,996	54,005,979	27,338,580	29,182,929	8,841,757	-
Trade Payables	53,509,560	44,945,165	47,823,844	24,207,749	15,238,435	134,380
Other Current Liabilities	14,180,328	12,941,414	8,178,000	6,139,987	6,683,553	3,325,000
Short-term Provisions	1,241,086	917,589	5,558	-	-	48,119
Total	228,080,238	194,153,979	151,399,227	100,846,246	75,029,363	18,187,138
II. Assets						
Non Current Assets						
Fixed assets						
(i) Tangible Assets	100,318,131	80,840,217	60,734,941	48,032,647	46,873,494	13,888,347
(ii) Capital Work in Progress	-	-	-	-	-	622,311
Deferred Tax Assets (Net)	746,373	4,137,366	5,206,332	4,983,671	772,314	-
Non Current Investments	8,060,000	8,060,000	8,060,000	700,000	700,000	-
Long-term Loans and Advances	1,248,425	1,208,425	1,745,666	1,110,071	1,109,571	3,595,000
Current assets						
Inventories	52,397,317	46,200,482	32,835,648	28,133,103	16,463,874	-
Trade Receivables	53,046,576	33,228,770	36,999,290	13,259,617	1,163,726	-
Cash and Cash Equivalents	6,855,015	6,631,948	1,889,520	656,568	319,756	77,980
Short-term Loans and Advances	5,334,805	13,702,523	3,838,706	3,868,705	7,568,538	3,500
Other Current Assets	73,596	144,248	89,124	101,864	58,090	-
Total	228,080,238	194,153,979	151,399,227	100,846,246	75,029,363	18,187,138

Note: The above statement should be read with the significant accounting policies and notes to restated summary statements, restated statement of profit and loss and restated cash flow statement as appearing in Annexures IV, II and III.

ANNEXURE - II**RESTATED STATEMENT OF PROFIT AND LOSS**

(Amt. in Rs.)

Particulars		For the Year ended					
		10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Revenue from Operations		153,603,215	401,042,489	302,045,709	105,212,596	20,101,768	-
Other income		59,301	5,61,131	1,265,671	220,220	113,212	-
Total Revenue	A	153,662,516	401,603,620	303,311,380	105,432,816	20,214,980	-
Expenses:							
Cost of Material Consumed		128,145,567	334,934,299	246,286,503	59,645,933	14,820,811	-
Purchases of Traded Goods		651,929	22,942,317	9,608,934	43,074,661	10,418,250	-
Changes in inventories of finished goods, WIP and Stock-in-Trade		(5,787,038)	(12,162,687)	3,911,174	(15,023,468)	(8,111,952)	-
Employee benefits expense		4,122,282	10,499,100	8,522,746	5,231,081	508,697	-
Finance costs		7,695,592	13,964,766	8,815,679	8,038,540	2,042,128	2,813
Depreciation and amortization expense		2,639,491	7,188,461	5,447,439	5,309,487	1,653,317	1,268
Other expenses		9,409,772	23,845,470	20,582,048	11,874,522	2,023,017	151,280
Total Expenses	B	146,877,595	401,211,726	303,174,523	118,150,756	23,354,268	155,361
Profit before exceptional and extraordinary items and tax (A-B)	C	6,784,921	3,91,894	136,857	(12,717,940)	(3,139,288)	(155,361)
Exceptional/Prior Period item		-	-	-	-	-	-
Profit before extraordinary items and tax		6,784,921	391,894	136,857	(12,717,940)	(3,139,288)	(155,361)
Extraordinary item		-	-	-	-	-	-
Profit Before Tax		6,784,921	391,894	136,857	(12,717,940)	(3,139,288)	(155,361)
Provision for Tax							
- Current Tax		-	-	-	-	-	-
- Deferred Tax Liability / (Asset)		3,390,992	1,068,967	(222,662)	(4,211,357)	(788,763)	16,449
- Tax adjustment of prior years		-	-	-	-	-	-
Restated profit after tax from continuing operations		3,393,929	(677,073)	359,519	(8,506,583)	(2,350,525)	(171,810)
Profit/ (Loss) from Discontinuing operation		-	-	-	-	-	-
Restated profit for the year		3,393,929	(677,073)	359,519	(8,506,583)	(2,350,525)	(171,810)
Balance brought forward from previous year		(11,346,472)	(10,669,399)	(11,028,918)	(2,522,335)	(171,810)	-
WDV Written off Computer		(23,518)	-	-	-	-	-
Accumulated Profit/ (Loss) carried to Balance Sheet		(7,976,062)	(11,346,472)	(10,669,399)	(11,028,918)	(2,522,335)	(171,810)

Note: The above statement should be read with the significant accounting policies and notes to restated summary statements, restated statement of assets and liabilities and restated cash flow statement as appearing in Annexure IV, I and III.

RESTATED CASH FLOW STATEMENT

(Amt. in Rs.)

Particulars	For the Year ended					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
A. Cash Flow From Operating Activities:						
Net Profit before taxes	6,784,921	391,894	136,857	(12,717,940)	(3,139,288)	(155,361)
Adjustments for:						
Profit on sale of fixed assets	-	-	-	-	-	-
Prior Period Income	-	-	-	-	-	-
Interest Income	59,301	398,361	171,016	66,229	52,527	-
Depreciation	2,639,491	7,188,461	5,447,439	5,309,347	1,653,317	1,268
Interest & Finance Charges	7,695,592	13,964,766	8,815,679	8,038,540	2,042,128	2,813
Operating Profit before Working Capital Changes	17,060,703	21,146,760	14,228,959	563,718	503,630	(151,280)
Adjustments for:						
(Increase)/Decrease in trade receivables	(19,817,806)	3,770,520	(23,739,673)	(12,095,891)	(1,163,726)	0
(Increase)/Decrease in inventories	(6,196,835)	(13,364,834)	(4,702,545)	(11,669,229)	(16,463,874)	-
(Increase)/Decrease in Short Term loans and advances	8,438,370	(9,918,941)	42,739	3,656,059	(7,623,128)	(3,500)
(Increase)/Decrease in Long Term loans and advances	(40,000)	537,241	(635,595)	(500)	2,485,429	(3,595,000)
Increase/(Decrease) in trade payables	8,564,395	(2,878,679)	23,616,095	8,969,314	15,104,055	134,380
Increase/(Decrease) in provisions	323,497	912,031	5,558	-	(48,119)	48,119
Increase/(Decrease) in other current liabilities	(531,240)	679,728	396,413	(686,126)	983,553	-
Increase/(Decrease) in other long term liabilities	(949)	(134,713)	(161,068)	(77,686)	(8,280)	-
	(9,258,670)	(20,128,221)	(4,855,940)	(11,748,687)	(6,717,530)	(3,416,001)
Cash flow from operating activities	7,802,033	1,018,539	9,373,019	(11,184,969)	(6,213,900)	(3,567,281)
Less: Tax paid	-	-	-	-	-	-
Cash flow from operating activity (A)	7,802,033	1,018,539	9,373,019	(11,184,969)	(6,213,900)	(3,567,281)
B. Cash flow from investing activity						
Purchase of tangible fixed assets	(22,140,923)	(27,293,737)	(18,149,733)	(6,468,499)	(34,016,153)	(14,511,926)
Purchase of long-term investments	-	-	(7,360,000)	-	(700,000)	-
Sale of tangible fixed assets	-	-	-	-	-	-
Sale of long term	-	-	-	-	-	-

Particulars	For the Year ended					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
investments						
Interest received	59,301	398,361	171,016	66,229	52,527	-
Cash flow from investing activity (B)	(22,081,622)	(26,895,376)	(25,338,717)	(6,402,270)	(34,663,626)	(14,511,926)
C) Cash flow from financing activity						
Proceeds from issue of Share Capital	10,000,000	(3,000)	16,310,000	-	11,625,000	9,754,000
Proceed from other reserve	-	(461,560)	461,560	-	-	-
Reversal Effect Subsidy	-	-	-	-	-	-
Repayment of Long Term borrowings	(3,720,769)	18,381,193	11,087,117	5,621,420	22,694,673	8,406,000
Net Increase/(decrease) in working capital borrowings	15,919,017	26,667,399	(1,844,349)	20,341,172	8,841,757	-
Interest paid	(7,695,592)	(13,964,766)	(8,815,679)	(8,038,540)	(2,042,128)	(2,813)
Cash flow from financing activity(C)	14,502,656	30,619,266	17,198,649	17,924,052	41,119,302	18,157,187
Net Increase/(Decrease) in Cash & Cash Equivalents	223,067	4,742,428	1,232,952	336,812	241,776	77,980
Cash & Cash Equivalents at the beginning of the year	6,631,948	1,889,520	656,568	319,756	77,980	-
Cash & Cash Equivalents at the end of the year	6,855,015	6,631,948	1,889,520	656,568	319,756	77,980
Note:						
1. The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard -3 on Cash Flow Statement, specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014).						
2. Figures in Brackets represents outflow.						
3. The above statement should be read with the significant accounting policies and notes to restated summery statements, restated statement of assets and liabilities and restated statement of profit and loss as appearing in Annexures IV, I and II.						

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS PROSPECTUS	
Equity Shares Offered: Public Issue of Equity Shares by our Company	11,01,000 Equity Shares of Rs. 10/- each for cash at a price of Rs. 40/- per share aggregating to Rs. 440.40 lacs
Issue Reserved for the Market Makers	57,000 Equity Shares of Rs. 10/- each for cash at a price of Rs. 40/- per share aggregating Rs. 22.80 Lacs
Net Issue to the Public*	10,44,000 Equity Shares of Rs. 10/- each for cash at a price of Rs. 40/- per share aggregating Rs. 417.60 Lacs
	of which
	5,22,000 Equity Shares of Rs. 10/- each at a premium of Rs. 30/- per Equity Share will be available for allocation for allotment to Retail Individual Investors of up to Rs. 2.00 Lacs
	5,22,000 Equity Shares of Rs. 10/- each at a premium of Rs. 30/- per Equity Share will be available for allocation for allotment to Other Investors of above Rs. 2.00 Lacs
Equity Shares outstanding prior to the Issue	30,57,560 Equity Shares of face value of Rs.10 each
Equity Shares outstanding after the Issue	41,58,560 Equity Shares of face value of Rs.10 each
Objects of the Issue	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 58 of this Prospectus

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to “**Issue Structure**” on page 233 of this Prospectus.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue ‘the allocation’ is the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to
 - i. Individual applicants other than retail individual investors; and
 - ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

GENERAL INFORMATION

Our Company was originally incorporated on January 05, 2010, as “**Captain Pipes Private Limited**” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Subsequently, our Company was converted into a public limited company pursuant to Shareholders Resolution passed at the Annual General Meeting of the Company held on August 26, 2014 and the name of our Company was changed to “Captain Pipes Limited” pursuant to issuance of fresh Certificate of Incorporation dated September 23, 2014 issued by the Registrar of Companies, Gujarat, Ahmedabad. The Corporate Identification Number of our Company is U25191GJ2010PLC059094. For details of the changes in our Name and Registered Office, please see section titled “*History and Certain Corporate Matters*” on page 104 of this Prospectus.

Brief Company and Issue Information:

Registered Office & Works	Survey No. 257, Plot No. 23 to 28, N.H. 8-B, Shapar – Veraval, Rajkot – 360002, Gujarat, India, Tel No: +91- 2827-252410, Fax No:+91-2827-253006
Date of Incorporation	January 05, 2010
Corporate Identification No.	U25191GJ2010PLC059094
Address of Registrar of Companies	Registrar of Companies, Gujarat, Ahmedabad. RoC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013, Gujarat, India.
Name of the Stock Exchange	SME Platform of BSE Limited
Issue Programme	Issue Opens on : November 26, 2014 Issue Closes on : December 01, 2014
Company Secretary & Compliance Officer	Mr. Jeetkumar B Raychura Survey No. 257, Plot No. 23 to 28, N.H. 8-B, Shapar – Veraval, Rajkot – 360002, Gujarat, India, Tel No: +91- 2827-252410 / +91- 9909029066, Fax No:+91-2827-253006 Website: www.captainpipes.com E-mail: compliance@captainpipes.com

Note: Investors can contact the Compliance Officer or the Lead Manager or the Registrar to the Issue in case of any Pre Issue or Post Issue related problems such as non-receipt of letter of allotment, credit of allotted shares in depository’s beneficiary account or dispatch of refund orders etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the concerned SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the ASBA Application Form was submitted by the ASBA Applicant.

Board of Directors of Our Company: Our Board of Directors of our Company consists of:

Name	Designation	Address	DIN
Mr. Ramesh D. Khichadia	Chairman, Non Executive Director	A-13, Aalap Avenue, University Road, Rajkot - 360005, Gujarat, India	00087859
Mr. Gopal D. Khichadia	Managing Director	Krishna, Abhishek Bunglows, Dwarikadham Society, Satyasai Heart Hospital Road, Near Indralok Residency, Rajkot – 360 005, Gujarat, India	00127947
Mr. Kantilal M. Gedia	Whole Time Director	Shiv Apartment, Block No. 2, Patel Park - 2, Mayani Chowk, Main Road, Rajkot - 360005, Gujarat, India	00127949
Mr. Arvindbhai B. Ranpariya	Non Executive Independent Director	Alap Century, Block No. B-68, University Road, Opp Krishna Park, Rajkot.-360005, Gujarat, India	00385251
Mrs. Prafullaben V. Tank	Non Executive Independent Director	Niyati 1, Gulabvihar Society, 54 B, Kalawad Road, Rajkot - 360005, Gujarat, India	06976715
Mr. Ratilal V. Baldha	Non Executive Independent Director	Backbone Park, Block No J/1, Street No. 4, Nr. Balaji Hall, Mavdi Plot, Rajkot – 360004, Gujarat, India	06976370

For further details of the Directors of Our Company, please refer to the chapter titled “*Our Management*” on page 108 of this Prospectus.

Details of Key Intermediaries pertaining to this Issue and Our Company:

Lead Manager of the Issue	Bankers to the Issue (Escrow Collection & Refund Bank)
<p>HEM SECURITIES LIMITED 14/15, 1st Floor, Khatau Building, 40, Bank Street, Fort, Mumbai- 400 001 Tel. No.:91-22-22671543/44 Fax No.:91-22-2262 5991 Website: www.hemonline.com Email: ib@hemonline.com Investor Grievance Email: redressal@hemonline.com Contact Person: Mr. Yogesh Malpani / Ms. Nishi Mehta SEBI Regn. No. INM000010981</p>	<p>HDFC Bank Limited FIG - OPS Department, Lodha I, Think Techno Campus, Level O-3, Opp. Crompton Greaves, Next to Kanjurmarg Railway Station, Kanjurmarg (E), Mumbai - 400042. Tel No.: 91 - 22 - 3075 2928 Fax No: 91- 22 - 2579 9809 / 14 Website: www.hdfcbank.com Email: uday.dixit@hdfcbank.com Investor Grievance Email: uday.dixit@hdfcbank.com Contact Person: Mr. Uday Dixit/Mr. Siddharth Jadhav SEBI Regn. No.: INBI00000063</p>
Registrar to the Issue	Legal Advisor to the Issue
<p>SHAREPRO SERVICES (INDIA) PRIVATE LIMITED 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri - Kurla Road, Sakinaka, Andheri (East), Mumbai – 400072. Tel. No.: 022 – 61915400 / 5402 Fax No.: 022 – 61915444 Website: www.shareproservices.com Email: sme.ipo@shareproservices.com Investor Grievance Email: lobo@shareproservices.com Contact Person: Mr. Subhash Dhingreja SEBI Regn. No. INR000001476</p>	<p>JOBY MATHEW & ASSOCIATES, ADVOCATES 110, 1st Floor, Rex Chambers, Walchand Hirachand Marg, Ballard Estate, Mumbai – 400 001. Tel: +91 22 4002 1553 Fax: +91 22 4002 1553 Email: office@advocatejoby.com Contact Person: Mr. Joby Mathew</p>
Statutory Auditors of the Company	Peer Review Auditors
<p>P.H. PATEL & ASSOCIATES, Chartered Accountants 709, Dhanrajni, Near Hotel Imperial Palace, Dr. Yagnik Road, Rajkot - 360001 Tel No: +91- 281- 2481148 Email: patelph.fca@gmail.com Contact Person: CA. Parin H. Patel</p>	<p>S. S. RATHI & CO, Chartered Accountants 502, Shree Shiv dutta Apartment, Near Lalit Restaurant, Station Road, Goregaon (West), Mumbai-400062. Tel. No.: +91 - 22 – 2879 7415 Fax No.: +91 - 22 - 2879 7415 Website: www.ssrca.com Email: ssrathica@gmail.com , ravi@ssrca.com Contact Person: CA. Ravi K Jagetiya</p>
Bankers to the Company	Bankers to the Company
<p>STATE BANK OF INDIA Commercial Branch, Nobel House, Near Jalaram Petrol Pump, Rajkot - 360 001,Gujarat, India Tel No: +91-281-2476836/2474365 Fax No: +91-281-2477590 Email: sbi.04085@sbi.co.in Contact Person: Mr. Aurobindo Patra</p>	<p>BANK OF BARODA Kalawad Road, Rajkot - 360 001 Gujarat, India Tel No: +91-281-2451368 Fax No: +91-281-2459310 Email: kalawa@bankofbaroda.com Contact Person : Mr. M. A. Hussain</p>

Statement of Inter se allocation of responsibilities

Since Hem Securities Limited is the sole Lead Manager to this Issue, a statement of inter se allocation responsibilities among Lead Manager’s is not required.

Self Certified Syndicate Banks (“SCSBs”)

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on www.sebi.gov.in/pmd/scsb.pdf. For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

Credit Rating

This being an Issue of Equity Shares, credit rating is not required.

IPO Grading

Since the issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

Debenture Trustees

As the Issue is of Equity Shares, the appointment of Debenture trustees is not required.

Monitoring Agency

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 50,000.00 Lacs.

However, as per the Clause 52 of the SME Listing Agreement to be entered into with the Stock Exchange upon listing of the Equity Shares and the Corporate Governance Requirements, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

Expert

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received consent a) from the Statutory Auditors of the Company to include their name as an expert under Section 26 of the Companies Act, 2013 in this Prospectus in relation to the 'Statement of Tax Benefits' dated October 09, 2014 and b) from the Peer reviewed Auditors in relation to the Re-stated Auditors report dated October 10, 2014 to be included in this Prospectus and such consent has not been withdrawn as of the date of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act 1933.

Appraising Entity

No appraising entity has been appointed in respect of any objects of this Issue.

Underwriting

The Company and the Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The Issue is 100% underwritten by the Lead Manager – Hem Securities Limited in the capacity of Underwriter to the issue.

Pursuant to the terms of the Underwriting Agreement dated September 30, 2014 entered into by us with Underwriter – Hem Securities Limited, the obligations of the Underwriter are subject to certain conditions specified therein. In the opinion of our Board of Directors the resources of the above mentioned Underwriters are sufficient to enable them to discharge their underwriting obligation in full. The Underwriters are registered with SEBI under Section 12 (1) of the SEBI Act or registered as brokers with the BSE. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (Rs. in Lacs)	% of the Total Issue Underwritten	Size
Hem Securities Limited 203, Jaipur Tower, M.I. Road, Jaipur, Rajasthan Tel: 0141-2378608, 2363278; 0141 - 5101757 Web: www.hemonline.com Email: underwriter@hemonline.com Contact Person: Mr. Anil Bhargava SEBI Regn. No. INM000010981	11,01,000* Equity Shares of Rs. 10/-	440.40	100%	

**Includes 57,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker (Hem Securities Limited) in its OWN account in order to claim compliance with the requirements of Regulation 106 V (4) of the SEBI (ICDR) Regulations, 2009, as amended.*

In the opinion of the Board of Directors of our Company, the resources of the above mentioned Underwriter are sufficient to enable them to discharge their respective obligations in full.

Details of the Market Making Arrangement for this Issue

Our Company has entered into Market Making Agreement dated September 30, 2014 with the following Market Maker to fulfill the obligations of Market Making for this issue:

Name	Hem Securities Ltd.
Correspondence Address:	203, Jaipur Tower, M.I. Road, Jaipur – 302 001, Rajasthan, India
Tel No.:	+ 91 - 141 - 2378608, 2363278
Fax No.:	+ 91 - 141 - 5101757
E-mail:	mm@hemonline.com
Website:	www.hemonline.com
Contact Person:	Mr. Anil Bhargava
SEBI Registration No.:	INB011069953
BSE Market Maker Registration No.:	SMEMM0024801022013

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE and SEBI regarding this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000. However, the investors with holdings of value less than Rs. 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
4. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
5. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
6. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
8. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

9. **Risk containment measures and monitoring for Market Makers:** BSE SME Exchange will have all margins, which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
10. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 Crores, the applicable price bands for the first day shall be:
- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
 - Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the BSE SME Exchange/ Platform.

Sr. No.	Market Price Slab (in Rs.)	Proposed spread (in % to sale price)
1	Up to 50	9
2	50 to 75	8
3	75 to 100	6
4	Above 100	5

11. **Punitive Action in case of default by Market Makers:** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

12. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to Rs. 20 Crore	25%	24%
Rs. 20 to Rs. 50 Crore	20%	19%
Rs. 50 to Rs. 80 Crore	15%	14%
Above Rs. 80 Crore	12%	11%

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

13. **All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.**

CAPITAL STRUCTURE

The Share Capital of our Company as on the date of this Prospectus is set forth below:

(Rs. in Lakhs, except share data)

S. No.	Particulars	Aggregate Value at Face Value (Rs.)	Aggregate Value at Issue Price (Rs.)
A	Authorized Share Capital 50,00,000 Equity Shares having Face Value of Rs. 10 each	500.00	-
B	Issued, Subscribed & Paid-up Share Capital prior to the Issue 30,57,560 Equity Shares having Face Value of Rs. 10 each	305.76	-
C	Present Issue in terms of this Prospectus* 11,01,000 Equity Shares having Face Value of Rs. 10 each at a Premium of Rs. 30 per share	110.10	440.40
	Which Comprises		
I.	Reservation for Market Maker portion 57,000 Equity Shares of Rs. 10 each at a premium of Rs. 30 per Equity Share	5.70	22.80
II.	Net Issue to the Public 10,44,000 Equity Shares of Rs. 10 each at a premium of Rs. 30 per Equity Share	104.40	417.60
	of which		
	5,22,000 Equity Shares of Rs. 10 each at a premium of Rs. 30 per Equity Share will be available for allocation for allotment to Retail Individual Investors of up to Rs. 2.00 Lakhs	52.20	208.80
	5,22,000 Equity Shares of Rs. 10 each at a premium of Rs. 30 per Equity Share will be available for allocation for allotment to Other Investors of above Rs. 2.00 Lakhs	52.20	208.80
D	Paid up Equity capital after the Issue 41,58,560 Equity Shares having Face Value of Rs. 10 each	415.86	-
E	Securities Premium Account		
	Before the Issue	171.10	
	After the Issue	501.40	

*The present Issue of 11,01,000 Equity Shares in terms of this Prospectus has been authorized pursuant to a resolution of our Board of Directors dated September 24, 2014 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of the members held on September 26, 2014. Our Company does not have any outstanding convertible instruments as on the date of this Prospectus

Classes of Shares

Our Company has only one class of share capital i.e. Equity Shares of Rs. 10 each.

Notes to Capital Structure

1. Details of Increase / Changes in Authorized Share Capital of our Company:

Date of Meeting / Share Holders Approval	Details of Changes
On Incorporation	The initial authorized share capital of our Company on incorporation comprised of Rs. 1.00 Lakh divided into 10,000 Equity Shares of Rs.10 each
29.01.2010	Increase in the authorized share capital of our Company from Rs. 1.00 Lakh divided into 10,000 Equity Shares of Rs. 10 each to Rs. 50.00 Lakhs divided into 5,00,000 Equity Shares of Rs. 10 each.
15.09.2012	Increase in the authorized share capital of our Company from Rs. 50.00 Lakhs divided into 5,00,000 Equity Shares of Rs. 10 each to Rs. 100.00 Lakhs divided into 10,00,000 Equity Shares of Rs. 10 each.
31.12.2012	Increase in the authorized share capital of our Company from Rs. 100.00 Lakhs divided into 10,00,000 Equity Shares of Rs. 10 each to Rs. 125.00 Lakhs divided into 12,50,000 Equity

Date of Meeting / Share Holders Approval	Details of Changes
	Shares of Rs. 10 each.
23.07.2014	Increase in the authorized share capital of our Company from Rs. 125.00 Lakhs divided into 12,50,000 Equity Shares of Rs. 10 each to Rs. 500.00 Lakhs divided into 50,00,000 Equity Shares of Rs. 10 each.

2. Equity Share Capital History of our Company:

(a) The history of the equity share capital of our Company is provided in the following table:

Date of Allotment / Date of Fully Paid Up	No. of Equity Shares allotted	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Cumulative Securities Premium Account (Rs.)	Cumulative Paid-up Capital (Rs.)	Consideration	Nature of Issue and Category of Allottees
Upon Incorporation	10,000	10,000	10	10	Nil	1,00,000	Cash	Initial Subscription to MOA ¹
31.03.2010	2,55,400 71,000	3,36,400	10	10 100	63,90,000	33,64,000	Cash	Further Allotment ^{2&3}
31.03.2011	1,02,500 10,600	4,49,500	10	10 1,000	1,68,84,000	44,95,000	Cash	Further Allotment ^{4&5}
04.12.2012	5,44,280	9,93,780	10	25	2,50,48,200	99,37,800	Cash	Further Allotment ⁶
11.02.2013	1,35,000	11,28,780	10	20	2,63,98,200	1,12,87,800	Cash	Further Allotment ⁷
03.09.2014	4,00,000	15,28,780	10	25	3,23,98,200	1,52,87,800	Cash	Rights Issue ⁸
15.09.2014	15,28,780	30,57,560	10	Nil	1,71,10,400	3,05,75,600	Bonus Issue *	Bonus Share to Existing Equity Shareholder ⁹

All the allotments of Equity Shares of our Company were made as fully paid-up equity shares of face value of Rs. 10/- each.

Our Company has issued bonus shares to the existing shareholders in the ratio of 1:1 (One share for every one share held on that date) by utilizing the amount lying to the credit of Securities Premium Account amounting to Rs. 1,52,87,800.

**Company had passed resolution for approving issue of 15,28,780 equity shares vide Extra Ordinary General Meeting held on September 13, 2014 and filed Form MGT-14 vide SRN C20355640 to file the resolution passed therein. Subsequently, it was noticed that the certified copy of the said resolution attached with the Form was containing the word "General Reserve" printed instead of the word "Securities Premium Account". It was a typographical printing error and in order to provide correct information regarding resolution passed at Extra Ordinary General Meeting, Company has filed another Form MGT-14 vide SRN C29117744 with duly corrected certified copy.*

Company had allotted 15,28,780 Bonus shares in the ratio of 1:1 (One share for every one share held on that date) equity shares vide Board of Directors meeting held on September 15, 2014 and filed Form PAS-3 vide SRN S31214398. Subsequently, it came to notice of the Company that the attachment given in Form PAS-3 was giving information about the post allotment holding of all members of the Company and hence Company had filed another Form PAS-3 vide SRN S31951957 giving correct information of shares allotted to the allottees.

1.

Name	No. of Shares
Mr. Ramesh D. Khichadia	5,000
Mr. Gopal D. Khichadia	4,200
Mr. Kantilal M. Gedia	800
Total	10,000

2.

Name	No. of Shares
Mr. Tansukhbhai D. Khichadia	100
Mrs. Rashmitaben G. Khichadia	100
Mrs. Jayaben A. Patel	100
Mr. Gaurang A. Patel	100
Mr. Gopal D. Khichadia	80,000
Mr. Kantilal M. Gedia	25,000
Mr. Ramesh D. Khichadia	1,00,000
Mr. Kanji M. Pansuria	50,000
TOTAL	2,55,400

3.

Name	No. of Shares
Panorama Commercial Private Limited	5,000
Maple Dealer Private Limited	5,000
Amar Commercial Private Limited	20,000
Red Hot Mercantile Private Limited	20,000
Arcadia Mercantile Capital Limited	11,000
Lakshya Securities & Credit Holding Limited	10,000
TOTAL	71,000

4.

Name	No. of Shares
Gopalbhai D. Khichadia-HUF	20,000
Mrs. Rashmitaben G. Khichadia	20,000
Mrs. Sangeetaben R. Khichadia	15,000
Mr. Dharmesh Pansuriya	20,000
Ramesh D. Khichadia – HUF	17,500
Mr. Kanji M. Pansuria	10,000
TOTAL	1,02,500

5.

Name	No. of Shares
Silverline Mercantile Private Limited	700
Genesis Merchants Private Limited	2,100
Zenith Vintrade Private Limited	800
Suburban Cooling Towers Private Limited	4,000
Mayur Pulses Private Limited	3,000
TOTAL	10,600

6.

Name	No. of Shares
Mr. Ritesh R. Khichadia	79,000
Mrs. Rashmitaben G. Khichadia	9,080
Mrs. Sangeetaben R. Khichadia	40,000
Mr. Dharmesh Pansuriya	63,000
Mr. Gopal D. Khichadia	54,200
Gopalbhai D. Khichadia-HUF	22,000
Mr. Rakesh J. Pansuriya	63,000
Captain Polyplast Limited	1,80,000
Mr. Kanji M. Pansuria	10,000
Mr. Kantilal M. Gedia	24,000
TOTAL	5,44,280

7.

Name	No. of Shares
Ramesh D. Khichdia-HUF	1,00,000
Captain Polyplast Limited	35,000
TOTAL	1,35,000

8. Rights issue in the ratio of 2:5 (two shares for every five shares held on the record date i.e. August 05, 2014) was given to all the existing shareholders. However the following existing shareholders had renounced their rights in favour of Captain Polyplast Limited the details of which are as follows Ramesh D. Khichadia – 60,400 shares, Gopal D. Khichadia - 69,600 shares, Kantilal M. Gedia – 19,920 shares, Rashmitaben G. Khichadia – 11,672 shares, Gopalbhai D. Khichadia-HUF – 16,800 shares, Ramesh D. Khichadia – HUF – 47,000 shares, Sangeetaben R. Khichadia – 22,000 shares, Ritesh R. Khichadia – 31,600 shares, Rakesh J. Pansuriya – 25,200 shares, Kanji M. Pansuria – 9,688 shares. Besides above renunciations, Captain Polyplast Limited has subscribed to its rights issue shares entitlement of 86,120 shares resulting in total allotment of 4,00,000 Equity shares to Captain Polyplast Limited. Further 51,512 equity shares were not subscribed by the existing shareholders and hence were not allotted. The details of allotment is as under:

Name	No. of Shares
Captain Polyplast Limited	4,00,000
TOTAL	4,00,000

9. Bonus issue of 15,28,780 Equity shares in ratio of 1:1 (1 Bonus shares for every 1 equity shares held on date) to

Name	No. of Shares
Mr. Ramesh D. Khichadia	1,51,000
Mr. Gopal D. Khichadia	1,74,000
Captain Polyplast Limited	6,15,300
Mr. Kantilal M. Gedia	49,800
Mrs. Rashmitaben G. Khichadia	29,180
Mr. Kanji M. Pansuria	70,000
Gopalbhai D. Khichadia-HUF	42,000
Ramesh D. Khichadia – HUF	1,17,500
Mrs. Sangeetaben R. Khichadia	55,000
Mr. Dharmesh Pansuriya	83,000
Mr. Ritesh R. Khichadia	79,000
Mr. Rakesh J. Pansuriya	63,000
TOTAL	15,28,780

- (b) As on the date of this Prospectus, our Company does not have any preference share capital.

3. Details of Allotment made in the last two years preceding the date of this Prospectus:

Date of Allotment / Date of Fully Paid Up	No. of Equity Shares allotted	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Cumulative Securities Premium Account (Rs.)	Cumulative Paid-up Capital (Rs.)	Consideration	Nature of Issue and Category of Allottees
04.12.2012	5,44,280	99,37,80	10	25	2,50,48,200	99,37,800	Cash	Further Allotment
11.02.2013	1,35,000	11,28,780	10	20	2,63,98,200	1,12,87,800	Cash	Further Allotment
03.09.2014	4,00,000	15,28,780	10	25	3,23,98,200	1,52,87,800	Cash	Rights Issue to Captain Polyplast Limited
15.09.2014	15,28,780	30,57,560	10	Nil	1,71,10,400	3,05,75,600	Bonus Issue	Bonus Share ¹ to Existing Equity Shareholders

¹Except for allotment of Bonus shares out of Securities Premium Account of our Company, no shares have been issued for consideration other than cash in last two years.

4. Details of Equity Shares issued for consideration other than cash:

As on date, our Company has not issued any Equity Shares for consideration other than cash except for Bonus Shares the details of which are as under:-

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Reasons	Benefit accrued
15.09.2014	15,28,780	10	Nil	Bonus Issue in the Ratio 1:1	To reward the shareholders of our Company.

Since the issue was by way of capitalization of Securities Premium Account, no benefits has accrued to our Company out of the above issuance.

5. Capital Build Up in respect of shareholding of Our Promoters:

Date of Allotment/ Acquisition / Transfer of Fully Paid- up Shares	Consideration	Nature of Issue	No. of Equity Shares*	Face Value (Rs.)	Issue Price/ Acquisition Price**/ Transfer Price (Rs.)	% of Pre-issue paid up capital	% of Post-issue paid up capital
Mr. Ramesh D. Khichadia							
Upon Incorporation	Cash	Subscribed to the Memorandum	5,000	10	10	0.16	0.12
31.03.2010	Cash	Further Allotment	1,00,000	10	10	3.27	2.40
02.08.2014	Cash	Acquired from Panorama Commercial Private Limited	5,000	10	22	0.16	0.12
02.08.2014	Cash	Acquired from Red Hot Mercantile Private Limited	20,000	10	22	0.65	0.48
02.08.2014	Cash	Acquired from Arcadia Mercantile Capital Limited	11,000	10	22	0.36	0.26
02.08.2014	Cash	Acquired from Lakshya Securities & Credit Holding Limited	10,000	10	22	0.33	0.24
15.09.2014	-	Bonus Issue	1,51,000	10	Nil	4.94	3.63
Total (A)			3,02,000			9.88	7.26
Mr. Gopal D. Khichadia							
Upon Incorporation	Cash	Subscribed to the Memorandum	4,200	10	10	0.14	0.10
31.03.2010	Cash	Further Allotment	80,000	10	10	2.62	1.92
04.12.2012	Cash	Further Allotment	54,200	10	25	1.77	1.30
02.08.2014	Cash	Acquired from Maple Dealer Private Limited	5,000	10	22	0.16	0.12
02.08.2014	Cash	Acquired from Amar Commercial Private Limited	20,000	10	22	0.65	0.48
02.08.2014	Cash	Acquired from Silverline Mercantile Private Limited	700	10	22	0.02	0.02
02.08.2014	Cash	Acquired from Genesis Merchants Private Limited	2,100	10	22	0.07	0.05
02.08.2014	Cash	Acquired from Zenith Vintrade Private Limited	800	10	22	0.03	0.02
02.08.2014	Cash	Acquired from Suburban Cooling Towers Private Limited	4,000	10	22	0.13	0.10

Date of Allotment/ Acquisition / Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares*	Face Value (Rs.)	Issue Price/ Acquisition Price**/ Transfer Price (Rs.)	% of Pre- issue paid up capital	% of Post- issue paid up capital
02.08.2014	Cash	Acquired from Mayur Pulses Private Limited	3,000	10	22	0.10	0.07
15.09.2014	-	Bonus Issue	1,74,000	10	Nil	5.69	4.18
Total (B)			3,48,000			11.38	8.37
Captain Polyplast Limited							
04.12.2012	Cash	Further Allotment	1,80,000	10	25	5.89	4.33
11.02.2013	Cash	Further Allotment	35,000	10	20	1.14	0.84
02.08.2014	Cash	Acquired from Mr. Tansukhbhai Khichadia D.	100	10	25	0.00	0.00
02.08.2014	Cash	Acquired from Mrs. Jayaben A. Patel	100	10	25	0.00	0.00
02.08.2014	Cash	Acquired from Mr. Gaurang A. Patel	100	10	25	0.00	0.00
03.09.2014	Cash	Rights Issue	4,00,000	10	25	13.08	9.62
15.09.2014	-	Bonus Issue	6,15,300	10	Nil	20.12	14.80
Total (C)			12,30,600			40.25	29.59
Total no. of Equity Shares as on the date of Prospectus (A+B+C)			18,80,600			61.51	45.22

*None of the shares has been pledged by our Promoters

** Acquisition price excludes stamp duty.

6. The average cost of acquisition of or subscription of shares by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
1.	Mr. Ramesh D. Khichadia	3,02,000	6.83
2.	Mr. Gopal D. Khichadia	3,48,000	8.56
3.	Captain Polyplast Limited	12,30,600	12.36

7. Details of the Pre and Post Issue Shareholding of our Promoters and Promoter Group and the Directors of our Corporate Promoter i.e. Captain Polyplast Limited are as below:

Name	Pre Issue		Post Issue	
	No. of Shares	as a % of Issued Equity	No. of Shares	as a % of Issued Equity
Promoters				
Mr. Ramesh D. Khichadia (is also one of the Director's of our Corporate Promoter i.e. Captain Polyplast Limited)	3,02,000	9.88	3,02,000	7.26
Mr. Gopal D. Khichadia (is also one of the Director's of our Corporate Promoter i.e. Captain Polyplast Limited)	3,48,000	11.38	3,48,000	8.37
Captain Polyplast Limited	12,30,600	40.25	12,30,600	29.59
Total (A)	18,80,600	61.51	18,80,600	45.22
Promoter Group				
Gopalbhai D. Khichadia-HUF	84,000	2.75	84,000	2.02
Ramesh D. Khichadia - HUF	2,35,000	7.69	2,35,000	5.65
Mrs. Sangeetaben R. Khichadia	1,10,000	3.60	1,10,000	2.65
Mrs. Rashmitaben G. Khichadia	58,360	1.91	58,360	1.40
Mr. Ritesh R. Khichadia	1,58,000	5.17	1,58,000	3.80
Total (B)	6,45,360	21.12	6,45,360	15.52
Other Associates acting in Concert				

Name	Pre Issue		Post Issue	
	No. of Shares	as a % of Issued Equity	No. of Shares	as a % of Issued Equity
Mr. Kantilal M. Gedia	99,600	3.26	99,600	2.40
Mr. Kanji M. Pansuria	1,40,000	4.58	1,40,000	3.37
Mr. Dharmesh Pansuriya	1,66,000	5.43	1,66,000	3.99
Mr. Rakesh J. Pansuriya	1,26,000	4.12	1,26,000	3.03
Total (C)	5,31,600	17.39	5,31,600	12.79
Grand Total (A+B+C)	30,57,560	100.00	30,57,560	73.52

8. Promoter's Contribution and Lock-in:

The following shares held by Promoter are locked-in as Promoter's Contribution:

Date of Allotment/ Acquisition of Fully Paid- up Shares	Nature of Issue & Consideration	No. of Equity Shares	Face Value (Rs.)	Issue Price / Consideration (Rs. per share)	% of Pre-issue paid up capital	Source of Funds contributed	% of Post-issue paid up capital	Lock in period
Mr. Ramesh D. Khichadia								
Upon Incorporation	Subscribed to the Memorandum	5,000	10	10	0.16	Owned	0.12	3 years
31.03.2010	Further Allotment	1,00,000	10	10	3.27	Owned	2.40	
15.09.2014	Bonus Issue	1,05,000	10	Nil	3.43	Not Applicable, Bonus Shares	2.52	
Total (A)		2,10,000			6.87		5.05	
Mr. Gopal D. Khichadia								
Upon Incorporation	Subscribed to the Memorandum	4,200	10	10	0.14	Owned	0.10	3 years
31.03.2010*	Further Allotment	50,000	10	10	1.64	Owned	1.20	
15.09.2014	Bonus Issue	1,38,400	10	Nil	4.53	Not Applicable, Bonus Shares	3.33	
Total (B)		1,92,600			6.31		4.63	
Captain Polyplast Limited								
04.12.2012	Further Allotment	1,80,000	10	25	5.89	Internal Accruals	4.33	3 years
11.02.2013	Further Allotment	35,000	10	20	1.14	Internal Accruals	0.84	
15.09.2014	Bonus Issue	2,15,000	10	Nil	7.03	Not Applicable, Bonus Shares	5.17	
Total (C)		4,30,000			14.06		10.34	
Total (A+B+C)		8,32,600			27.23		20.02	

* Out of total 80,000 equity shares allotted

All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 33 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 36(a) of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

No Equity Shares proposed to be locked-in as Minimum Promoters Contribution have been issued out of revaluation reserve or for consideration other than cash and revaluation of assets or capitalisation of intangible assets, involved in such transactions.

The entire pre-issue shareholding of the Promoters, other than the Minimum Promoters contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

Our Promoters, Mr. Ramesh D. Khichadia, Mr. Gopal D. Khichadia & Captain Polyplast Limited have, by a written undertaking, consented to have 2,10,000; 1,92,600 & 4,30,000 Equity Shares held by them respectively to be locked in as Minimum Promoters Contribution for a period of three years from the date of allotment in this Issue and will not be disposed / sold / transferred by the promoters during the period starting from the date of filing of the Draft Prospectus with SME Platform of BSE till the date of commencement of lock-in period as stated in this Prospectus. The Equity Shares under the Promoters contribution will constitute 20.02% of our post-issue paid up share capital.

Our Promoters have also consented that the Promoters contribution under Regulation 32 of the SEBI ICDR Regulations will not be less than 20% of the post issue paid up capital of our Company.

Eligibility of Share for “Minimum Promoters Contribution in terms of clauses of Regulation 33 (1) of SEBI (ICDR) Regulations, 2009

Reg. No.	Promoters' Minimum Contribution in-eligibility Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
33(1)(a)(i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalisation of intangible assets is involved in such transaction	The minimum Promoters' contribution does not consist of any such Equity Shares. Hence Eligible
33(1)(a)(ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilisation of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	The minimum Promoters' contribution does not consist of such Equity Shares. Hence Eligible
33(1)(b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoters' contribution does not consist of any such Equity Shares except the Bonus shares issued during preceding one year issued against the shares which are not ineligible for forming part of minimum Promoter's contribution. Hence Eligible
33(1)(c)	Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	Our Company has not been formed by the conversion of a partnership firm into a company. Accordingly, the minimum Promoters' contribution does not consist of any such Equity Shares and hence Eligible
33(1)(d)	Specified securities pledged with any creditor.	Our Promoters has not Pledged any shares with any creditors. Accordingly, the minimum Promoters' contribution does not consist of any such Equity Shares and hence Eligible

Details of Share Capital Locked In For One Year

In terms of Regulation 36(b) and 37 of the SEBI ICDR Regulations, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the balance remaining pre-issue equity share capital constituting 22,24,960 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

The Equity Shares which are subject to lock-in shall carry inscription 'nontransferable' along with the duration of specified non-transferable period mentioned in the face of the share certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

Other requirements in respect of lock-in:

- a) In terms of Regulation 39 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
- b) In terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
- c) Further in terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the Issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

9. Our Shareholding pattern

The table below presents the current shareholding pattern of our Company as per clause 37 of the SME Equity Listing Agreement.

Category code	Category of shareholder	No. of shareholders	Total no. of shares	Number of shares held in dematerialized form	Total shareholding as a % of total number of shares		Shares Pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of Shares	As a % of Shareholding
(A)	Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals/ Hindu Undivided Family	11	18,26,960	-	59.75	59.75	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	1	12,30,600	-	40.25	40.25	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (A)(1)	12	30,57,560	-	100.00	100.00	-	-
(2)								
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-
(d)	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (A) (2)	-	-	-	-	-	-	-
	Total Promoters and Promoter group Shareholding (A)= A)(1)+(A)(2)	12	30,57,560	-	100.00	100.00	-	-
(B)								
(1)								
(a)	Mutual Funds/UTI	-	-	-	-	-	-	-
(b)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Nominated investors (as defined in Chapter XA of SEBI (ICDR) Regulations)	-	-	-	-	-	-	-
(i)	Market Makers	-	-	-	-	-	-	-
(h)	Any Other (specify)	-	-	-	-	-	-	-

Category code	Category of shareholder	No. of shareholders	Total no. of shares	Number of shares held in dematerialized form	Total shareholding as a % of total number of shares		Shares Pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of Shares	As a % of Shareholding
	Sub-Total (B) (1)	-	-	-	-	-	-	-
(2)								
(a)	Bodies Corporate	-	-	-	-	-	-	-
(b)	Individuals -	-	-	-	-	-	-	-
	i. Individual shareholders holding Nominal share capital up to Rs. 1 Lakh.	-	-	-	-	-	-	-
	ii. Individual shareholders holding Nominal share capital in excess of Rs. 1 Lakh.	-	-	-	-	-	-	-
(c)	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (B) (2)	-	-	-	-	-	-	-
	Total Public Shareholding (B) = (B) (1) + (B) (2)	-	-	-	-	-	-	-
	TOTAL (A) +(B)	12	30,57,560	-	100.00	100.00	-	-
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
(a)	Promoters and Promoter Group	-	-	-	-	-	-	-
(b)	Public	-	-	-	-	-	-	-
	Total Shares held by Custodians and against which Depository Receipts have been issued (C)	-	-	-	-	-	-	-
	GRAND TOTAL (A) + (B) + (C)	12	30,57,560	-	100.00	100.00	-	-

Our Company has entered into tripartite agreement with both the Depositories i.e. CDSL & NSDL and is in the process of converting the equity shares held into physical form into demat mode.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Clause 37 of the Listing Agreement, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of BSE before commencement of trading of such Equity Shares.

10. The Top Ten Shareholders of our Company and their Shareholding is set forth below:-

As on the date of this Prospectus, our Company has 12 (Twelve) shareholders

(a) Our top ten shareholders as on the date of filing of this Prospectus and 10 days prior filing of this Prospectus are as follows:

S. No.	Name of the Shareholders	No. of Shares	% of Pre-issue paid up capital
1.	Captain Polyplast Limited	12,30,600	40.25
2.	Mr. Gopal D. Khichadia	3,48,000	11.38
3.	Mr. Ramesh D. Khichadia	3,02,000	9.88
4.	Ramesh D. Khichadia - HUF	2,35,000	7.69
5.	Mr. Dharmesh Pansuriya	1,66,000	5.43
6.	Mr. Ritesh R. Khichadia	1,58,000	5.17
7.	Mr. Kanji M. Pansuria	1,40,000	4.58
8.	Mr. Rakesh J. Pansuriya	1,26,000	4.12
9.	Mrs. Sangeetaben R. Khichadia	1,10,000	3.60
10.	Mr. Kantilal M. Gedia	99,600	3.26
	Total	29,15,200	95.36

(b) Details of top ten shareholders of our Company as on two years prior to the date of filing of this Prospectus, are as follows:

S. No.	Name of the Shareholders	No. of Shares	% of paid up capital (2 years prior to the date of this Prospectus, represented by 4,49,500 Equity Shares)
1.	Mr. Ramesh D. Khichadia	1,05,000	23.36
2.	Mr. Gopal D. Khichadia	84,200	18.73
3.	Mr. Kanji M. Pansuria	60,000	13.35
4.	Mr. Kantilal M. Gedia	25,800	5.74
5.	Mrs. Rashmitaben G. Khichadia	20,100	4.47
6.	M/s. Amar Commercial Private Limited	20,000	4.45
7.	M/s. Red Hot Mercantile Private Limited	20,000	4.45
8.	Gopalbhai D. Khichadia-HUF	20,000	4.45
9.	Mr. Dharmesh Pansuriya	20,000	4.45
10.	Ramesh D. Khichadia - HUF	17,500	3.89
	Total	3,92,600	87.34

11. As on the date of this Prospectus, there are no public shareholders. The entire shareholding is held by the Promoters, Promoter Group and Other Associates acting in Concert with them & considered as part of Promoter Group in terms of Regulation 2(1)(zb)(v) of SEBI (ICDR) Regulations.

12. Except as provided below, there has been no subscription to or sale or purchase of the equity shares of our Company within 3 (three) years preceding the date of filing of this Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the Pre-Issue share capital of our Company.

S. No.	Name of Shareholder	Promoter / Promoter Group / Director	No. of Equity Shares	% of pre-Issue capital	Subscribed/Purchased
1.	Captain Polyplast Limited	Promoter	12,30,600	40.25%	Subscribed and Purchased
2.	Mr. Gopal D. Khichadia	Promoter & Director	2,63,800	8.63%	Subscribed and Purchased
3.	Mr. Ramesh D. Khichadia	Promoter & Director	1,97,000	6.44%	Subscribed and Purchased
4.	Ramesh D. Khichadia – HUF	Promoter Group	2,17,500	7.11%	Subscribed
5.	Mr. Ritesh R. Khichadia	Promoter Group	1,58,000	5.17%	Subscribed
6.	Mrs. Sangeetaben R. Khichadia	Promoter Group	95,000	3.11%	Subscribed
7.	Gopalbhai D. Khichadia-HUF	Promoter Group	64,000	2.09%	Subscribed
8.	Mrs. Rashmitaben G. Khichadia	Promoter Group	38,260	1.25%	Subscribed

S. No.	Name of Shareholder	Promoter / Promoter Group / Director	No. of Equity Shares	% of pre-Issue capital	Subscribed/Purchased
9.	Mr. Kantilal M. Gedia	Director & Promoter Group	73,800	2.41%	Subscribed
10.	Mr. Dharmesh Pansuriya	Promoter Group	1,46,000	4.78%	Subscribed
11.	Mr. Kanji M. Pansuria	Promoter Group	80,000	2.62%	Subscribed
12.	Mr. Rakesh J. Pansuriya	Promoter Group	1,26,000	4.12%	Subscribed

13. Details of the aggregate number of Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or the Directors of our Corporate Promoter and/or by our Directors and their immediate relatives within six months immediately preceding the date of filing of this Prospectus are:

Name	Date of Allotment/ Acquisition	Nature of Allotment/ Acquisition	No. of Shares	Face Value	Allotment/ Acquisition Price	Consideration
Mr. Gopal D. Khichadia (is also one of the Director's of our Corporate Promoter i.e. Captain Polyplast Limited)	02.08.2014	Purchase	5,000	10	22	Cash
	02.08.2014	Purchase	20,000	10	22	Cash
	02.08.2014	Purchase	700	10	22	Cash
	02.08.2014	Purchase	2,100	10	22	Cash
	02.08.2014	Purchase	800	10	22	Cash
	02.08.2014	Purchase	4,000	10	22	Cash
	02.08.2014	Purchase	3,000	10	22	Cash
	15.09.2014	Bonus Issue	1,74,000	10	Nil	Not Applicable
Mr. Ramesh D. Khichadia (is also one of the Director's of our Corporate Promoter i.e. Captain Polyplast Limited)	02.08.2014	Purchase	5,000	10	22	Cash
	02.08.2014	Purchase	20,000	10	22	Cash
	02.08.2014	Purchase	11,000	10	22	Cash
	02.08.2014	Purchase	10,000	10	22	Cash
	15.09.2014	Bonus Issue	1,51,000	10	Nil	Not Applicable
Captain Polyplast Limited	02.08.2014	Purchase	100	10	25	Cash
	02.08.2014	Purchase	100	10	25	Cash
	02.08.2014	Purchase	100	10	25	Cash
	03.09.2014	Rights Issue	4,00,000	10	25	Cash
	15.09.2014	Bonus Issue	6,15,300	10	Nil	Not Applicable
Mrs. Rashmitaben G. Khichadia	15.09.2014	Bonus Issue	29,180	10	Nil	Not Applicable
Gopalbhai D. Khichadia-HUF	15.09.2014	Bonus Issue	42,000	10	Nil	Not Applicable
Ramesh D. Khichadia - HUF	15.09.2014	Bonus Issue	1,17,500	10	Nil	Not Applicable
Mrs. Sangeetaben R. Khichadia	15.09.2014	Bonus Issue	55,000	10	Nil	Not Applicable
Mr. Ritesh R. Khichadia	15.09.2014	Bonus Issue	79,000	10	Nil	Not Applicable
Mr. Kantilal M. Gedia (also one of the Director of our Company)	15.09.2014	Bonus Issue	49,800	10	Nil	Not Applicable
Mr. Dharmesh Pansuriya	15.09.2014	Bonus Issue	83,000	10	Nil	Not Applicable
Mr. Rakesh J. Pansuriya	15.09.2014	Bonus Issue	63,000	10	Nil	Not Applicable
Mr. Kanji M. Pansuria	15.09.2014	Bonus Issue	70,000	10	Nil	Not Applicable

The maximum and minimum price at which the aforesaid purchases/acquisition was made was Rs. 25 and Rs. Nil respectively per Equity Share.

14. We have not made any issue of equity shares at a price lower than the Issue price during the preceding one year from the date of this Prospectus except as stated below:

Name of entity	Category of Allottees	Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration	Reason
Captain Polyplast Limited	Promoter	03.09.2014	4,00,000	10	25	Cash	Rights Issue
All the Existing Shareholders	Promoter & Promoter Group	15.09.2014	15,28,780	10	Nil	Not Applicable	Bonus issue to existing shareholders

15. None of our Promoters, Promoter Group, the Directors of the Company which is our Promoter, our Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of this Prospectus.
16. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
17. As on the date of this Prospectus, the entire Issued, Subscribed and Paid-up Share Capital of our Company is fully paid up.
18. Our Company has not raised any bridge loan against the proceeds of the Issue.
19. Since the entire issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.
20. As on the date of this Prospectus, none of the shares held by our Promoter / Promoter Group are subject to any pledge.
21. Neither, we nor our Promoters, Directors and the LM to this Issue have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
22. The LM and their associates do not hold any Equity Shares in our Company as on the date of filing of this Prospectus.
23. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of this Prospectus until the Equity Shares offered have been listed or application moneys refunded on account of failure of Issue.
24. Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.
25. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
26. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
27. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the LM and the Designated Stock Exchange i.e. BSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
28. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 and its amendments from time to time.
29. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
30. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.

31. As on the date of this Prospectus, we do not have any Employees Stock Option Scheme/Employees Stock Purchase Scheme.
32. We have 12 Shareholders as on the date of filing of this Prospectus.
33. Till date our Company has not made any allotment of Equity Shares pursuant to any scheme approved under section 391- 394 of the Companies Act, 1956.
34. Our Promoters and Promoter Group will not participate in this Issue.
35. This issue is being made through Fixed Price method.
36. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation except as stated in table 2(a) above.
37. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
38. There are no safety net arrangements for this public issue.
39. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering this Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of 11,01,000 Equity Shares of Face value Rs. 10.00 each of our Company at an Issue Price of Rs. 40.00 per Equity Share. Our Company proposes to utilise the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on SME platform of BSE:

The Objects of the Issue are:-

- To Meet Working Capital Requirement.
- Repayment of Unsecured Loans
- General Corporate Purpose
- To Meet the Issue Expenses.

(Collectively referred as the “*Objects*”)

We believe that listing will enhance our corporate image and brand name and create a public market for Equity Share of our Company in India and will further enable us to avail future growth opportunities. Our Company is primarily engaged in the business of manufacturing of uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, uPVC Plumbing Fittings and uPVC Agri Fittings. The main objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum.

Requirement of Funds

The following table summarizes the requirement of funds:

(Rs In Lakhs)

Sr. No.	Particulars	Amount
1	To Meet Working Capital Requirement	265.53
2	Repayment of Unsecured Loans	86.70
3	General Corporate Purpose	62.17
4	Public Issue Expenses	26.00
	Gross Issue Proceeds	440.40
	Less: Issue Expense	26.00
	Net Issue Proceeds	414.40

Utilisation of Net Issue Proceeds: The Net Issue Proceeds will be utilised for following purpose:

(Rs In Lakhs)

Sr. No.	Particulars	Amount
1	To Meet Working Capital Requirement	265.53
2	Repayment of Unsecured Loans	86.70
3	General Corporate Purpose	62.17
	Total	414.40

Means of Finance: We intend to finance our Objects of Issue through Net Issue Proceeds which is as follows:

(Rs In Lakhs)

Sr. No.	Particulars	Amount
1	Net Issue Proceeds	414.40
	Total	414.40

Since the entire fund requirements are to be funded from the proceeds of the Issue. Accordingly, there is no requirement to make firm arrangements of finance under Regulation 4(2)(g) of the SEBI (ICDR) Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

The fund requirement and deployment is based on internal management estimates and have not been appraised by any bank or financial institution. These are based on management estimation and current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Unsecured Loans.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "**Risk Factors**" beginning on page 12 of this Prospectus.

Details of the use of the proceeds

1. To Meet Working Capital Requirement

Our business is working capital intensive and we are required to provide sufficient credit period to our customers. Considering the existing and future growth, the total working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach Rs. 917.00 Lakhs for FY 2014- 2015. We intend to meet our working capital requirements to the extent of Rs. 265.53 Lakhs from the Net Proceeds of this Issue and the balance will be met from borrowings at an appropriate time as per the requirement.

Basis of Estimation of Working Capital requirement and Estimated Working Capital requirement are as follows:

<i>(Rs in Lakhs)(Except No of Days)</i>							
S. No	Particulars	2013 (Restated)		2014 (Restated)		2015 (Estimate)	
		Amt	Days	Amt	Days	Amt	Days
I	<u>Current Assets</u>						
	Inventories	328.35	48	462.00	47	699.10	65
	Trade Receivable	369.99	45	332.29	30	1010.53	75
	Cash & Bank Balances	18.90		66.32		87.10	
	Short term Loan & Advances	38.38		137.03		160.89	
	Other Current Assets	0.90		1.44		1.48	
	Total (A)	756.52		999.08		1959.10	
II	<u>Current Liabilities</u>						
	Trade Payables	478.23	66	449.45	46	833.69	75
	Other Current Liabilities	81.78		129.41		183.59	
	Short Term Provisions	0.06		9.18		24.82	
	Total (B)	560.07		588.04		1042.10	
III	Net Working Capital (A-B)	196.45		411.04		917.00	
IV	<u>Funding Pattern</u>						
	Short Term Borrowings from Bank / Rights Issue Proceeds Received/ Internal Accruals	196.45		411.04		651.47	
	IPO Proceeds					265.53	

As on date, our company has sanctioned facilities consisting of Working Capital Limit of Rs. 550.00 Lakhs from Bank of Baroda located at Kalawad Road, Rajkot. For further details regarding these facilities, please see the chapter titled "**Statement of Financial Indebtedness**" beginning on page 186 of this Prospectus.

Justification:

Debtors	We expect Debtors Holding days to be at 75 days for FY 2015 based on increased sales and better credit management policies ensuring timely recovery of dues.
Inventories	We expect Inventory levels to maintain at 65 days for FY 2015 due to our production cycle and maintaining required level of inventory
Creditors	In future, we expect our Creditors to increase at 75 days due to increase in purchase of raw materials and credit received by them

2. Repayment of Unsecured Loans:

We have from time to time availed unsecured loans from various entities. These loans were utilised for business purpose. As on October 14, 2014, the details of outstanding unsecured loans which we intend to repay out of Issue proceeds are as follows:

Particulars	Amt (Rs in Lakhs)
Krishna Advisory Services Private Limited	16.19
Biraj Manimpex Private Limited	20.32
Dishman Pharmaceuticals & Chemicals Limited	40.87
Uttrani Distributors Private Limited	9.32
Total	86.70*

* As certified by Statutory Auditor of the Company P. H. Patel & Associates, Chartered Accountants vide their certificate dated October 14, 2014.

For further details, please see the chapter titled “Statement of Financial Indebtedness” beginning on page 186 of this Prospectus.

3. General Corporate Purposes

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes. We intend to deploy the balance Net Issue proceeds aggregating Rs. 62.17 Lakhs towards the General Corporate Purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Proceeds after meeting issue expenses, for general corporate purpose including but not restricted to, meeting operating expenses and the strengthening of our business development and marketing capabilities, repayment of any loans, meeting exigencies which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

4. Public Issue Expenses

The estimated Issue related expenses includes Issue Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar’s Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately Rs. 26.00 Lakhs which is 5.90% of the Issue Size. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Activity	Expenses (Rs in Lakhs)
Payment to Merchant Banker including, Underwriting and Selling commissions, Brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other Out of Pocket Expenses	19.00
Printing and Stationery and Postage Expenses	2.00
Advertising and Marketing Expenses	2.00
Regulatory Fee and Expenses	3.00
Total	26.00

Proposed year-wise Deployment of Funds and Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(Rs in Lakhs)

Sr. No.	Particulars	Amount to be deployed and utilised in F.Y. 2014-15
1	To Meet Working Capital Requirement	265.53
2	Repayment of Unsecured Loans	86.70
3	General Corporate Purpose	62.17
	Total	414.40

Funds Deployed and Sources of Funds Deployed:

Our Statutory Auditors , M/s. P. H. Patel & Associates, Chartered Accountants vide their certificate dated October 09, 2014 have confirmed that as on October 09, 2014 the following funds have been deployed for the proposed object of the Issue:

(Rs In Lakhs)

Sr. No.	Particulars	Amount deployed
1	Issue Expenses	5.76
	Total	5.76

Sources of Financing for the Funds Deployed

Our Statutory Auditors, M/s. P. H. Patel & Associates, Chartered Accountants, vide their certificate dated October 09, 2014 have also confirmed the amount deployed so far towards part of the Issue expenses has been financed through internal sources.

(Rs In Lakhs)

Sr. No.	Particulars	Amount deployed
1	Internal Accruals	5.76
	Total	5.76

Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

Bridge Financing Facilities

As on the date of this Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

Monitoring Utilization of Funds

The Audit committee & the Board of Directors of our Company will monitor the utilization of funds raised through this public issue. Pursuant to Clause 52 of the SME Listing Agreement, the Audit Committee would be reviewing, with the management, the statement of uses / application of funds raised through this issue and shall be making appropriate recommendations to the Board to take up steps in this matter. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement of funds utilized will be certified by the Statutory Auditors of our Company.

Interim Use of Proceeds

Our management, in accordance with the policies established by our Board of Directors, will have flexibility in deploying the proceeds received from the Issue. Pending utilization of the proceeds of the Issue for the purposes described above, we may invest the funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in working capital loan accounts and other investment grade interest bearing securities as may be approved by the Board of Directors. Such investments would be in accordance with the investment policies approved by our Board of Directors from time to time and at the prevailing commercial rates at the time of investment.

Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Other Confirmations

There is no material existing or anticipated transactions with our Promoter, our Directors, our Company's Key Managerial Personnel and Group Entities, in relation to the utilisation of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoter, our Directors or Key Managerial Personnel or our Group Entities, except in the normal course of business and in compliance with the applicable laws.

BASIC TERMS OF THE ISSUE

The Equity Shares, now being offered, are subject to the terms and conditions of this Prospectus, Application form, Confirmation of Allocation Note (“CAN”), the Memorandum and Articles of Association of our Company, the guidelines for listing of securities issued by the Government of India and SEBI (ICDR) Regulations, 2009, the Depositories Act, Stock Exchanges, RBI, ROC and/or other authorities as in force on the date of the Issue and to the extent applicable.

In addition, the Equity Shares shall also be subject to such other conditions as may be incorporated in the Share Certificates, as per the SEBI (ICDR) Regulations, 2009 notifications and other regulations for the issue of capital and listing of securities laid down from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Equity Shares.

The present issue has been authorized pursuant to a resolution of our Board dated September 24, 2014 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of our shareholders held on September 26, 2014.

Face Value	Each Equity Share shall have the face value of Rs.10/- each.
Issue Price	Each Equity Share is being offered at a price of Rs. 40/- each.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is 3,000 (Three Thousand) and the multiple of 3,000; subject to a minimum allotment of 3,000 Equity Shares to the successful applicants.
Terms of Payment	100% of the issue price of Rs. 40/- shall be payable on Application. For more details please refer to page 244 of this Prospectus.
Ranking of the Equity Shares	The Equity Shares shall be subject to the Memorandum and Articles of Association of our Company and shall rank pari-passu in all respects including dividends with the existing Equity Shares of our Company.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten and the details of have been disclosed on page 40 of this Prospectus.

If the issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under Section 39 of the Companies Act, 2013.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 12, 79 and 142 respectively of this Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price has been determined by our Company in consultation with the LM on the basis of the key business strengths of our Company. The face value of the Equity Shares is Rs.10.00 each and the Issue Price is Rs. 40.00 which is 4 times of the face value.

QUALITATIVE FACTORS: Following are our Qualitative Factors:

- 1) Diversified Product Portfolio:
- 2) Experienced Management Team:
- 3) Quality products:
- 4) Marketing and Distribution network spread across states:

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” and “**Risk Factors**” beginning on pages 79 and 12 respectively of this Prospectus.

QUANTITATIVE FACTORS

Information presented in this section is derived from our Company’s restated financial statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic & Diluted Earnings per share (EPS), as restated :

Particulars	Basic and Diluted EPS (Rs.)	Weight
F.Y. 2011 - 2012	(4.30)	1
F.Y. 2012 - 2013	0.17	2
F.Y. 2013 - 2014	(0.25)	3
Weighted Average EPS	(0.79)	
For the Period April 1, 2014 to September 10, 2014*	1.27	

*Not annualised.

Notes:

- i. The Figures disclosed above are based on the Restated Financial statements of the Company.
- ii. The Face Value of each Equity Share is Rs. 10.00 each.
- iii. Earnings Per Share has been calculated in accordance with Accounting Standard 20 – “**Earnings Per Share**” as issued by the Institute of Chartered Accountants of India after adjusting against the Bonus Issue..
- iv. The above ratios should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements.

2. Price Earning (P/E) Ratio in relation to the Issue Price of Rs. 40.00 per share

At Basic & Diluted EPS, as restated of Rs. (0.25) for F.Y. 2013 -2014 and Weighted Average EPS, as restated of Rs. (0.79) :- Not Applicable

3. Peer Group P/ E

S. No	Particulars	P/E
1	Highest (EPC Industries Limited)	69.8
2	Lowest (Sintex Industries Limited)	7.1
	Industry Composite (Plastic Products)	22.7

Source: Capital Market: Oct 13 – 26, 2014; Vol: XXIX/17; Plastic Products

4. Return on Net Worth (RoNW)*

Particulars	RONW (%)	Weight
F.Y. 2011 - 2012	(82.19)	1
F.Y. 2012 - 2013	1.31	2
F.Y. 2013 - 2014	(2.57)	3
Weighted Average EPS	(14.55)	
For the Period April 1, 2014 to September 10, 2014	8.55	

Note: The RoNW has been computed by dividing profit after tax by net worth.

5. Minimum Return on Increased Net Worth required for maintaining Pre-Issue EPS:

- (a) Based on Basic and Diluted EPS of 2013-14 at the Issue Price of Rs. 40.00
– Not Applicable
- (b) Based on Weighted Average EPS at the Issue Price of Rs. 40.00
– Not Applicable

6. Net Asset Value (NAV) per Equity Share, as restated

Particulars	NAV (Rs.)
F.Y. 2011 - 2012	23.03
F.Y. 2012 - 2013	24.34
F.Y. 2013 - 2014	23.33
As at September 10, 2014 ^{1&2}	25.97
NAV after the Issue ^{1&2}	31.85
Issue Price	40.00

^{1.} Net Asset Value per Share as at September 10, 2014 and after the Issue have been computed considering the outstanding number of shares before issue of bonus shares.

^{2.} Net Asset Value per Share after considering bonus issue of 15,28,780 Equity Shares made on September 15, 2014 works out as Rs. 12.99 and Rs. 20.14 as at September 10, 2014 and after the Issue respectively.

Note: Net Asset Value per share represents net worth, as restated, divided by the number of Equity Shares as at year end.

7. Comparison of Accounting Ratios with Industry Peer*

S. No	Name of Company	Face Value (Rs.)	EPS (Rs.)	PE	RoNW (%)	NAV per Share (Rs.)
1.	Astral Ploytechnik Limited	1.00	6.80	55.10	27.90	27.90
2.	Finolex Industries Limited	10.00	14.70	20.60	26.20	63.60
3.	Kisan Mouldings Limited	10.00	0.70	-	2.40	47.40
4.	Captain Pipes Limited*	10.00	(0.25)	-	(2.57)	23.33

Source: Capital Market : Oct 13 – 26, 2014; Vol: XXIX/17; Plastic Products

*Based on March 31, 2014 restated financial statements

The peer group identified is broadly based on the service lines that we are into but our scale of operations is not comparable to them.

- The Face Value of our shares is Rs. 10.00 per share and the Issue Price is of Rs. 40.00 per share is 4 times of the Face Value.
- Our Company in consultation with the Lead Manager believes that the Issue Price of Rs. 40.00 per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in this Prospectus to have more informed view about the investment.
- Investors are requested to see the section titled "**Risk Factors**" and "**Restated Financial Statements**" beginning on pages 12 and 142 respectively of this Prospectus, including important profitability and return ratios, as set out in "**Annexure Q - Statement of Mandatory Accounting Ratios**" on page 174 of this Prospectus to have a more informed view.

STATEMENT OF TAX BENEFITS

To
The Board of Directors,
Captain Pipes Limited
Survey No. 257; Plot No. 23 to 28,
N.H. 8-B, Shapar – Veraval,
Rajkot – 360002,
Gujarat.

Dear Sirs,

Sub: Statement of Possible Tax Benefits Available to the Company and its shareholders with regards to Initial Public Offer of Captain Pipes Limited

We hereby report that the enclosed statement provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income tax Act, 1961, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax-advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

We do not express any opinion or provide any assurance as to whether:

- (i) Company or its shareholders will continue to obtain these benefits in future; or
- (ii) The conditions prescribed for availing the benefits has been/ would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

No assurance is given that the revenue authorities will concur with the views expressed herein.

For P.H.PATEL & ASSOCIATES

Chartered Accountants
FRN: 125964W

CA. Parin H Patel
(Proprietor)
M. No.: 119023
Place: Rajkot
Date: October 09, 2014

THE FOLLOWING KEY TAX BENEFITS ARE AVAILABLE TO THE COMPANY AND THE PROSPECTIVE SHAREHOLDERS UNDER THE CURRENT DIRECT TAX LAWS IN INDIA.

A) SPECIAL TAX BENEFITS AVAILABLE TO OUR COMPANY AND ITS SHAREHOLDERS

I. Special Benefits available to Company: There are no special tax benefits available to the Company.

II. Special Benefits available to the Shareholders of Company: There are no special tax benefits available to the Equity Shareholders.

B) OTHER GENERAL TAX BENEFITS TO THE COMPANY AND ITS SHAREHOLDERS

The following tax benefits shall be available to the Company and its Shareholders under Direct tax law

Under the Income-Tax Act, 1961 (“the Act”):

I. Benefits available to the Company

1. **Depreciation:** As per the provisions of Section 32 of the Act, the Company is eligible to claim depreciation on tangible and specified intangible assets (held if any) as explained in the said section and the relevant Income Tax rules there under.
2. **Dividend Income :** Dividend income, if any, received by the Company from its investment in shares of another domestic Company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961.
3. **Income from Mutual Funds / Units:** As per section 10(35) of the Act, the following income shall be exempt in the hands of the Company:
 - ✓ Income received in respect of the units of a Mutual Fund specified under clause (23D) of section 10; or
 - ✓ Income received in respect of units from the Administrator of the specified undertaking; or
 - ✓ Income received in respect of units from the specified company.
 However, this exemption does not apply to any income arising from transfer of units of the Administrator of the specified undertaking or of the specified company or of a mutual fund, as the case may be.
 For this purpose (i) “Administrator” means the Administrator as referred to in section 2(a) of the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002 and (ii) “Specified Company” means a company as referred to in section 2(h) of the said Act.
4. **Income from Long Term Capital Gain:** As per section 10(38) of the Act, long term capital gains arising to the Company from the transfer of a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the Company. For this purpose, “Equity Oriented Fund” means a fund –
 - a. Where the investible funds are invested by way of equity shares in domestic companies to the extent of more than sixty five percent of the total proceeds of such funds; and
 - b. Which has been set up under a scheme of a Mutual Fund specified under section 10(23D) of the Act.
5. As per section 115JB, the Company will not be able to reduce the income to which the provisions of section 10(38) of the Act apply while calculating “book profits” under the provisions of section 115JB of the Act and will be required to pay Minimum Alternative Tax as follows-

Book Profit	A.Y. - 2015-16		
	Tax	Surcharge	Cess
If book profit is less than or equal to Rs. 1 Crore	18.5%	-	3%
If book profit is more than 1 crore but does not exceed Rs. 10 crore	18.5%	5%	3%
If book profit is more than Rs. 10 Crore	18.5%	10%	3%

6. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.
7. As per the provisions of Section 112 of the Income Tax Act, 1961, long-term capital gains as computed above that are not exempt under Section 10(38) of the Income Tax Act, 1961 would be subject to tax at a rate of 20 percent (plus applicable surcharge plus education cess plus secondary and higher education cess). However, as per the provision to

Section 112(1), if the tax on long-term capital gains resulting on transfer of listed securities or units, calculated at the rate of 20 percent with indexation benefit exceeds the tax on long-term capital gains computed at the rate of 10 percent without indexation benefit, then such gains are chargeable to tax at a concessional rate of 10 percent (plus applicable surcharge plus education cess plus secondary and higher education cess).

8. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a “long-term specified asset” within a period of 6 months after the date of such transfer. If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the long-term specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.
A “long term specified asset” means any bond, redeemable after three years and issued on or after the 1st day of April 2006:
 - a. by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or
 - b. by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.
9. As per section 111A of the Act, short-term capital gains arising to the Company from the sale of equity share or a unit of an equity oriented fund transacted through a recognized stock exchange in India, where such transaction is chargeable to securities transaction tax, will be taxable at the rate of 15% (plus applicable surcharge plus education cess plus secondary and higher education cess)
10. **Preliminary Expenses :** Under Section 35D of the Act, the company will be entitled to the deduction equal to 1/5th of the Preliminary expenditure of the nature specified in the said section, including expenditure incurred on present issue, such as Brokerage and other charges by way of amortization over a period of 5 successive years, subject to stipulated limits.
11. **Credit for Minimum Alternate Taxes (“MAT”) :** Under Section 115JAA (2A) of the Income Tax Act, 1961, tax credit shall be allowed in respect of any tax paid (MAT) under Section 115JB of the Income Tax Act, 1961 for any Assessment Year commencing on or after April 1, 2006. Credit eligible for carry forward is the difference between MAT paid and the tax computed as per the normal provisions of the Income Tax Act, 1961. Such MAT credit shall not be available for set-off beyond 10 assessment years immediately succeeding the assessment year in which the MAT credit initially arose.

II. Benefits to the Resident Shareholders of the Company under the Income-Tax Act, 1961:

1. As per section 10(34) of the Act, any income by way of dividends referred to in Section 115-O (i.e. dividends declared, distributed or paid on or after 1 April 2003) received on the shares of the Company is exempt from tax in the hands of the shareholders.
2. Section 48 of the Act, which prescribes the mode of computation of capital gains, provides for deduction of cost of acquisition/improvement and expenses incurred in connection with the transfer of a capital asset, from the sale consideration to arrive at the amount of capital gains. However, in respect of long-term capital gains, it offers a benefit by permitting substitution of cost of acquisition / improvement with the indexed cost of acquisition / improvement, which adjusts the cost of acquisition / improvement by a cost inflation index as prescribed from time to time.

Under Section 10(38) of the Income Tax Act, 1961, long-term capital gains arising to a shareholder on transfer of equity shares in the company would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to STT. However, the long-term capital gain of a shareholder being company shall be subject to income tax computation on book profit under section 115JB of the Income Tax, 1961.

3. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.

4. As per section 112 of the Act, if the shares of the company are listed on a recognized stock exchange, taxable long-term capital gains, if any, on sale of the shares of the Company (in cases not covered under section 10(38) of the Act) would be charged to tax at the rate of 20% (plus applicable surcharge plus education cess plus secondary and higher education cess) after considering indexation benefits or at 10% (plus applicable surcharge plus education cess plus secondary and higher education cess) without indexation benefits, whichever is less.
5. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a “long-term specified asset” within a period of 6 months after the date of such transfer. If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the long-term specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.
A “long term specified asset” means any bond, redeemable after three years and issued on or after the 1st day of April 2006:
 - a. by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or
 - b. by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.
6. Under Section 54F of the Income Tax Act, 1961 and subject to the conditions specified therein, long-term capital gains (other than those exempt from tax under Section 10(38) of the Income Tax Act, 1961) arising to an Individual or a Hindu Undivided Family (‘HUF’) on transfer of shares of the company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for construction of a residential house property within a period of 3 years after the date of such transfer.
7. Under Section 111A of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961, short-term capital gains (i.e., if shares are held for a period not exceeding 12 months) arising on transfer of equity share in the company would be taxable at a rate of 15 percent (plus applicable surcharge plus education cess plus secondary and higher education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to STT. Short-term capital gains arising from transfer of shares in a Company, other than those covered by Section 111A of the Income Tax Act, 1961, would be subject to tax as calculated under the normal provisions of the Income Tax Act, 1961.
8. As per section 36(1)(xv) of the Act, the securities transaction tax paid by the shareholder in respect of taxable securities transactions entered in the course of the business will be eligible for deduction from the income chargeable under the head —Profits and Gains of Business or Profession if income arising from taxable securities transaction is included in such income.

III. Non-Resident Indians/Non-Resident Shareholders (Other than FIIs and Foreign Venture Capital Investors)

1. Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961, received on the shares of the Company is exempt from tax.
2. As per section 10(38) of the Act, long-term capital gains arising to the shareholders from the transfer of a long-term capital asset being an equity share in the Company, where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the shareholder.
3. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.
4. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital

gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a “long-term specified asset” within a period of 6 months after the date of such transfer. If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the long-term specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A “long term specified asset” means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

- a. by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or
 - b. by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.
5. Under Section 54F of the Income Tax Act, 1961 and subject to the conditions specified therein, long-term capital gains (other than those exempt from tax under Section 10(38) of the Income Tax Act, 1961) arising to an individual or a Hindu Undivided Family (‘HUF’) on transfer of shares of the Company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for construction of a residential house property within a period of 3 years after the date of such transfer.
 6. Under Section 111A of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961, short-term capital gains (i.e., if shares are held for a period not exceeding 12 months) arising on transfer of equity share in the Company would be taxable at a rate of 15 percent (plus applicable surcharge plus education cess plus secondary and higher education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to STT. Short-term capital gains arising from transfer of shares in a company, other than those covered by Section 111A of the Income Tax Act, 1961, would be subject to tax as calculated under the normal provisions of the Income Tax Act, 1961.
 7. Under section 115-C (e) of the Act, the Non-Resident Indian shareholder has an option to be governed by the provisions of Chapter XIIA of the Act viz. “Special Provisions Relating to Certain Incomes of Non-Residents” which are as follows:
 - i) As per provisions of section 115D read with section 115E of the Act, where shares in the Company are acquired or subscribed to in convertible foreign exchange by a Non-Resident Indian, capital gains arising to the nonresident on transfer of shares held for a period exceeding 12 months, shall (in cases not covered under section 10(38) of the Act) be concessionaly taxed at the flat rate of 10% (plus applicable surcharge plus education cess plus secondary and higher education cess) (without indexation benefit but with protection against foreign exchange fluctuation).
 - ii) As per section 115F of the Act, long-term capital gains (in cases not covered under section 10(38) of the Act) arising to a Non-Resident Indian from the transfer of shares of the company subscribed to in convertible foreign exchange shall be exempt from income tax, if the net consideration is reinvested in specified assets within six months from the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted into money within three years from the date of their acquisition.
 - iii) As per section 115G of the Act, Non-Resident Indians are not obliged to file a return of income under section 139(1) of the Act, if their only source of income is income from specified investments or long-term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.
 - iv) As per section 115H of the Act, where the Non-Resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for the assessment year in which he is first assessable as a Resident, under section 139 of the Act to the effect that the provisions of the Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.

- v) As per section 115-I of the Act, a Non-Resident Indian may elect not to be governed by the provision of Chapter XII-A for any assessment year by furnishing his return of income for that assessment year under section 139 of the Act, declaring therein that the provisions of Chapter XIIA shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance the other provisions of the Act.
- 8. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non-resident has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident.

IV. Foreign Institutional Investors (FIIs)

- 1. Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961 received on the shares of the Company is exempt from tax.
- 2. As per section 10(38) of the Act, long-term capital gains arising to the FIIs from the transfer of a long-term capital asset being an equity share in the Company or a unit of equity oriented fund where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the FIIs.
- 3. As per section 115AD of the Act, FIIs will be taxed on the capital gains that are not exempt under the section 10(38) of the Act at the following rates:

Nature of Income	Rate of Tax (%)
Long-Term Capital Gain	10
Short-Term Capital Gain (Referred to Section 111A)	15
Short-Term Capital Gain (other than under section 111A)	30

The above tax rates have to be increased by the applicable surcharge, education cess, and secondary and higher education cess.

- 4. In case of long-term capital gains, (in cases not covered under section 10(38) of the Act), the tax is levied on the capital gains computed without considering the cost indexation and without considering foreign exchange fluctuation.
- 5. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a “long-term specified asset” within a period of 6 months after the date of such transfer. If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the long-term specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.
 A “long term specified asset” means any bond, redeemable after three years and issued on or after the 1st day of April 2006:
 - a. by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or
 - b. by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.
- 6. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the FII has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the FII.
- 7. However, where the equity shares form a part of its stock-in-trade, any income realized in the disposition of such equity

shares may be treated as business profits, taxable in accordance with the DTAA between India and the country of tax residence of the FII. The nature of the equity shares held by the FII is usually determined on the basis of the substantial nature of the transactions, the manner of maintaining books of account, the magnitude of purchases, sales and the ratio between purchases and sales and the holding etc. If the income realized from the disposition of equity shares is chargeable to tax in India as business income, FII's could claim, STT paid on purchase/sale of equity shares as allowable business expenditure. Business profits may be subject to applicable Tax Laws.

V. Venture Capital Companies/Funds

Under Section 10(23FB) of the Income Tax Act, 1961, any income of Venture Capital company / funds (set up to raise funds for investment in venture capital undertaking notified in this behalf) registered with the Securities and Exchange Board of India would be exempt from income tax, subject to conditions specified therein. As per Section 115U of the Income Tax Act, 1961, any income derived by a person from his investment in venture capital companies / funds would be taxable in the hands of the person making an investment in the same manner as if it were the income received by such person had the investments been made directly in the venture capital undertaking.

VI. Mutual Funds

As per Section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made there under, Mutual Funds set up by public sector banks or public financial institutions and Mutual Funds authorized by the Reserve Bank of India would be exempt from income tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

Under the Wealth Tax Act, 1957

Benefits to shareholders of the Company

Shares of the Company held by the shareholder will not be treated as an asset within the meaning of section 2 (ea) of Wealth Tax Act, 1957. Hence the shares are not liable to Wealth Tax.

Tax Treaty Benefits

An investor has an option to be governed by the provisions of the Income Tax Act, 1967 or the provisions of a Tax Treaty that India has entered into with another country of which the investor is a tax resident, whichever is more beneficial.

Benefits available under the Gift Tax Act: Gift tax is not leviable in respect of any gifts made on or after 1st October 1998. Therefore, any gift of shares of the Company will not attract gift tax in the hands of the donor.

Notes:

1. The above Statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares;
2. The above Statement of Possible Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India as amended from time to time. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws;
3. This Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue;
4. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile; and
5. The stated benefits will be available only to the sole/first named holder in case the shares are held by joint shareholders.

SECTION IV: ABOUT THE ISSUER COMPANY

INDUSTRY OVERVIEW

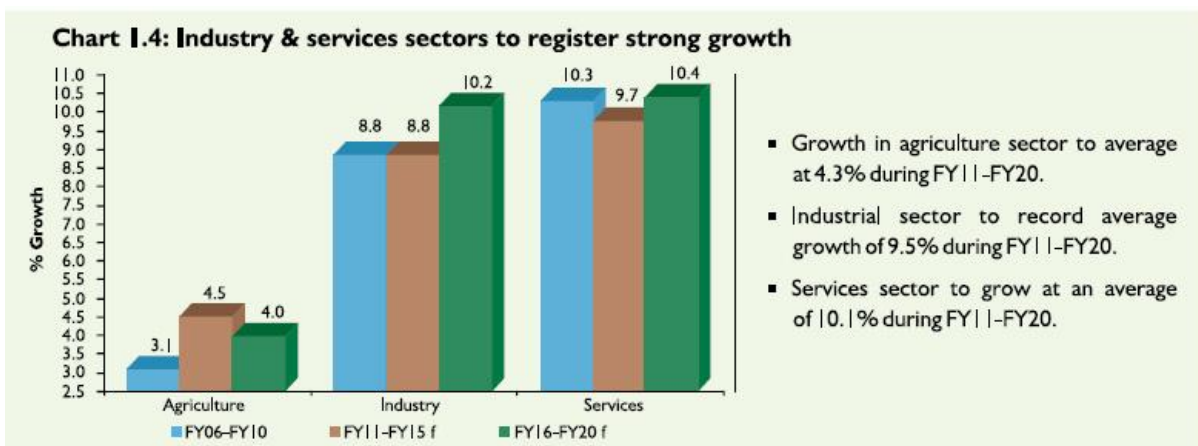
The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the Issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

Indian Economic Outlook 2020

Over the years, the Indian economy has gone through phases of remarkable transformation. After witnessing the Hindu rate of growth for the first three decades post-independence, the Indian economy got its first “big push” with the first phase of economic reforms in 1980s. The economy recorded annual average growth of around 5.6% during this decade, with significant decline in population below the poverty line from more than 50% in late 1970s to below 40% in late 1980s. The second major push came post 1991, following liberalisation of the economy, which helped it to move on to a sustainable higher growth trajectory. India’s growth performance was even more impressive in the subsequent decade, with per capita income (at constant prices) rising to ₹ 38,408 in FY10, versus ₹ 16,065 in FY91. Although India has made significant economic progress as the result of reforms over the years, it still has a long distance to go before it is able to make abject poverty a history.

India has been increasingly looked at as an engine that will drive global growth in future. This is reason enough to look at the economic prospects of India over the current decade. According to D&B’s forecast, the likelihood of India sustaining 9.0% growth during the current decade is very high. According to D&B’s estimate, in the journey during the current decade as India traverses a high growth path, it would eventually surpass Japan’s GDP level (as in 2010 at current US\$) by FY20. The concomitant rise in income levels coupled with increasing young working-age population will work towards increasing the share of discretionary spending in private final consumption expenditure and raising the savings rate. Growth of urban population will be one of the most important demographic shifts that country will witness during the current decade.

Infrastructure will be both a cause and a consequence of economic growth during the current decade. The rising incomes and urbanisation will boost demand for infrastructure investment in sectors such as electricity, roads; telecom et al. Massive infrastructure investment by the Government along with increased investment activity by the private sector will accelerate overall investment during the current decade. Government of India’s (GoI’s) thrust on infrastructure development in recent years and the structural policy changes is expected to provide the third “big push” to the Indian economy, enabling it to achieve inclusive growth during the current decade (Current decade refers to FY11-FY20).



All figures are at factor cost constant prices
 f: D&B forecasts
 Source: CSO, D&B India

(Source: http://www.dnb.co.in/India2020economyoutlook/Macro_Economic_Outlook2020.asp)

Indian Pipe Industry

The Indian Pipe Industry has experienced rapid growth in the last several years. The major reasons for the growth of this industry is increasing demand for pipes in the irrigation sector, oil and gas sector and also the real estate industry. The demand for steel pipes such as seamless pipes, HSAW, LSAW pipes is increasing as the need for oil and gas transportation in India is growing. The demand for plastic pipes such as PVC and CPVC is also increasing as these pipes are better in quality and durability. Infrastructure development, urbanization and the subsequent development of residential and industrial construction are facilitating the growth of the pipe industry in India. The Government of India is coming up with new projects and investments in the irrigation sector. The focus of the government is on rural water management, which will be fulfilled only when there will be proper transportation of water to the end-user. This is one of the major demand drivers of the pipe industry along with expansion of housing sector and increasing demand for oil and gas transportation.

(Source: http://www.researchandmarkets.com/reports/2614734/indian_pipe_industry_trends_and_opportunities)

UPVC Pipes

uPVC (Unplasticized Polyvinylchloride) pipes and fittings exhibit excellent resistance to aggressive environments both naturally occurring and as a result of industrial activity. They are resistant to almost all types of corrosion, either chemical or electrochemical in nature. Since uPVC is a non-conductor, galvanic and electro chemical effects do not occur in uPVC pipes. Due to its long-term strength characteristics, high stiffness and cost effectiveness, UPVC systems account for a large proportion of plastic piping installations uPVC Pipes and fittings a often used in the following circumstances:

- For drinking water pipe distribution systems, both main and supply lines
- Sewer and discharge pipe systems

Due to its non-metallic nature, the material used is totally resistant to all forms of metallic corrosion. Aggressive water resulting from high sulphate soils and low hardness water does not attack uPVC pipes. Being made of a tasteless and odorless material, uPVC pipes remain neutral to all transported fluids. uPVC is completely inert and is widely used for transporting liquids made for human consumption. Because of their mirror-smooth inside surface, uPVC pipes have minimum flow head loss. There is also no buildup of inside deposits, a particular advantage in the construction of sewerage systems.

The physical properties of uPVC pipes are not affected by direct sunshine, or wind & rain. However, to avoid surface browning due to long exposure to direct sunlight, it is recommended that the pipes are kept protected from direct sunlight. Rigid PVC is not conductive to combustion. They therefore offer added safety when used for electrical installations, both domestic and industrial. uPVC pipes are relatively light. Their specific weight 1.43 is one-fifth that of steel pipes. This cuts down transportation costs and facilitates installation in difficult and remote places. Installation is quick and easy with a complete line of fittings either with the solvent glue weld sockets or the rubber seal socket joints. In either case, a leak-proof joint is assured. Subsequent maintenance work is also carried out with a minimum of complication and cost. In case of fire, flames are unable to travel along the pipe because of its self extinguishing feature. Being an integral insulator uPVC are also ideal for electric conduits eliminating the possibility of electrolytic corrosion. They are an ideal application for water supplies, irrigation systems, casing & screen, industrial, soil, waste & drainage sewer system, mining, electrical and telecommunications cables.

Features

- High resistance to corrosion
- High durability in all circumstances
- Weigh only 1/6 of steel pipes, 1/5 of molded steel pipes, and 2/3 of cement pipes
- Maintain consistent flow of water due to its super smooth surface
- Resistant to external impact and internal pressure
- Safe for drinking water with no toxic contamination
- Unflammable
- High electric resistance so suitable for electrical wiring and phone cables
- Have heat insulation quality, protecting the damage from "pipe freeze"
- Easy to install and maintain
- Low cost, compared to other types of pipes

(Source: <http://www.thaipipe.com/products&services/upvcpipe.htm>)

Application of UPVC Fittings

- For distribution of hot and cold water in residential, industrial and public projects.
- For use in water and waste water treatment systems.
- For the transportation of hot and chemical fluids in the chemical processing industry.
- For metal finishing and plating of metals.

(Source: <https://exploreb2b.com/articles/advantages-and-applications-of-upvc-pipe-fittings>)

Demand Drivers

Considered highly economical, pipelines are essential for transporting fluids and gases across the country. Demand for laying pipes emanates from the need for water supply, sewage disposal, irrigation system, oil & gas supply, exploration etc, hence the various demand drivers for the pipe industry are-

- Oil & Gas transport
- Replacement market
- Domestic Water Supply, Irrigation and Sanitation Projects
- Population divide and Sanitation Levels
- Oil Exploration

(Source: <https://researchreports.careratings.com/industries/annual-review/industry-section-38-2014/demand-drivers-125.html#f>)

Overview of major Demand Sectors

Indian Agriculture Sector

Introduction

At 179.9 million hectares, India holds the second largest agricultural land in the world. A majority of the Indian population relies on agriculture for employment and livelihood. Steady investments in technology development, irrigation infrastructure, emphasis on modern agricultural practices and provision of agricultural credit and subsidies are the major factors contributing to agriculture growth.

Market Size

Given the good monsoon, the agriculture sector in India is likely to grow in the range of 5.2–5.7 per cent in the 2013–14 agriculture year (July-June), nearly three times as compared to the previous year. In FY 12, total food grains production in India reached an all-time high of 259.3 million tonnes (MT). Rice and wheat production stood at 105.3 MT and 94.9 MT respectively.

Total exports of Indian agri and processed food products in the period April–February 2013–14 stood at US\$ 20,331.05 million as compared to US\$ 19,144.45 million during the corresponding period of the previous year, according to the Agricultural and Processed Food Products Export Development Authority (APEDA).

In 2012–13, the share of exports of ‘agricultural and processed food products’ in total exports rose to 13.53 per cent from 10.5 per cent share in 2010–11. Guar gum has emerged as India’s largest item of farm exports with a share of 9.58 per cent during the period, followed by basmati rice and marine products.

On account of higher output in Assam and West Bengal, tea production in India in April–February, 2013–14 rose by 7 per cent to 1,152.91 million kg. The production was 1,073.93 million kg during the corresponding period of the previous year, according to data from the Tea Board.

Investments

The foreign direct investment (FDI) inflows in agricultural services and machinery sector during April 2000–February 2014 stood at US\$ 1,696.98 million and US\$ 338.65 million respectively, as per data released by Department of Industrial Policy and Promotion (DIPP). The following are some of the major investments and developments in the sector:

- The agriculture division of Mahindra and Mahindra (M&M) has entered into a joint venture (JV) with the Netherlands-based seed company HZPC for sourcing high quality potato seeds for Indian farmers.
- Private equity fund India Agribusiness Fund plans to invest Rs 75 crore (US\$ 12.44 million) in Bengaluru-based Beloorbayir Biotech which supplies key ingredients to global nutraceutical, food, beverage and pharmaceutical makers.

- The National Bank for Agriculture and Rural Development (NABARD) has sanctioned Rs 1,112 crore (US\$ 184.31 million) for creation of 1,336 warehouses in various states and state government corporations in the country, which will create 0.75 MT of additional storage space.
- Tractors and Farm Equipment Ltd (TAFE) plans to invest Rs 250 crore (US\$ 41.44 million) by the end of FY 15 on expansion and development of new products. The company, with four factories, has a capacity of around 200,000 units a year. It plans to increase the total capacity to around 300,000 units a year over the next two years, according to Ms Mallika Srinivasan, Chairman and CEO, TAFE.
- Indian Council of Agricultural Research (ICAR) has sought Rs 5,700 crore (US\$ 945.55 million) to strengthen Krishi Vigyan Kendras (KVK) in the 12th Five Year Plan. The allocation for KVK was Rs 2,000 crore (US\$ 331.77 million) during the 11th Plan. In addition, a sum of Rs 500 crore (US\$ 82.94 million) has been allocated to the states of Punjab, Haryana and western Uttar Pradesh for diversification of crops.

Government Initiatives

- The Government of India is implementing many programmes for raising investments in agriculture. Notable among them are Rashtriya Krishi Vikas Yojana (RKVY); National Food Security Mission (NFSM); National Horticulture Mission (NHM); Gramin Bhandaran Yojana; Integrated Scheme of Oilseeds, Pulses, Oil palm, and Maize (ISOPOM), etc. The following are some of the major initiatives taken by the Government of India:
- The government has allowed 100 per cent FDI under automatic route in storage and warehousing, including cold storages. Hundred per cent FDI is also permitted for development of seeds under the automatic route.
- The government is promoting production of various organic inputs in the country, including bio-fertilisers under the National Project on Organic Farming (NPOF). The project provides financial assistance up to 25 per cent of total financial outlay up to a ceiling of Rs 40 lakhs as credit linked back-ended subsidy for setting up bio-fertilisers production units.
- In the Union Budget 2014–15, a target of Rs 8 trillion (US\$ 132.71 billion) for agriculture credit has been set for 2014–15. The credit target for 2013–14 was Rs 7 trillion (US\$ 116.06 billion). Further, the government on January 31, 2014 released Rs 180.22 crore (US\$ 29.89 million) as grant-in-aid to states under the scheme to develop infrastructure facilities for production and distribution of quality seeds.
- The Cabinet Committee on Economic Affairs (CCEA) has approved the implementation of the National Mission on Agricultural Extension and Technology (NMAET) during the 12th Five Year Plan with a total outlay of Rs 13,073.08 crore (US\$ 2.17 billion). The mission aims to restructure and strengthen agricultural extension to enable delivery of appropriate technology and improved agronomic practices to farmers.
- Further, in 2013–14, a pilot scheme on Nutri Farms was launched with an outlay of Rs 200 crore (US\$ 33.18 million) to promote cultivation of bio-fortified food crops enriched with critical micro nutrients such as iron-rich bajra, protein-rich maize and zinc-rich wheat, etc., to improve the nutrition status of the most vulnerable sections of the country's population.

Road Ahead

With a population of about 1.2 billion, India requires a robust, modernised agriculture sector to ensure food security. The 12th Five Year Plan estimated a potential storage capacity expansion of 35 MT. Cold storage capacity also needs to grow rapidly from the current level of 24 MT. The government has targeted an overall growth rate of 4 per cent for the farm sector under the 12th Plan.

“The growth momentum in India’s agricultural exports is expected to continue in the next few years, with an increased share of processed food, including mango pulp, dried and preserved vegetables, meat and poultry items. Factors such as reduced transaction costs, time, better port gate management and fiscal incentives contributed to this upward trend. With continued focus on issues such as food safety and compliance with international standards, we can surely reach new heights,” as per Mr Piruz Khambatta, Chairman and Managing Director, Rasna, and Chairman, Confederation of Indian Industry’s (CII) National Committee on Food Processing.

(Source: <http://www.ibef.org/industry/agriculture-india.aspx>)

Indian Construction Sector

Introduction

The Indian real estate sector has come a long way and is today one of the fastest growing markets in the world. It comprises four sub-sectors – housing, retail, hospitality, and commercial. While housing contributes to five–six percent of India’s gross domestic product (GDP), the remaining three sub-sectors are also increasing at a fast pace. The total realty market in the country is expected to touch US\$ 180 billion by 2020.

Real estate in India is being recognised as an infrastructure service that is driving the economic growth engine of the country. Growing infrastructure requirement in diverse sectors such as tourism, education, healthcare, etc., are offering several investment opportunities for both domestic as well as foreign investors. Total investment by private equity (PE) funds in the real estate sector from January–March 2014 was approximately Rs 28 billion (US\$ 465.19 million). This is a substantial increase of 28 per cent compared to the previous quarter and close to 2.5 times the investments during January–March 2013.

The role of the Government of India has been instrumental in the development of the sector. With the government trying to introduce developer and buyer friendly policies, the outlook for the real estate sector in 2014 does look promising.

Market Size

The market size of the Indian real estate sector stood at US\$ 55.6 billion in 2010–11 and is expected to touch US\$ 180 billion by 2020. In fact, the demand is expected to grow at a compound annual growth rate (CAGR) of 19 per cent in the period 2010–2014, with Tier I metropolitan cities expected to account for about 40 per cent of this growth.

The net office space absorption across the top eight cities – Delhi-NCR, Mumbai, Bengaluru, Chennai, Hyderabad, Pune, Kolkata and Ahmedabad – was up 58 per cent during January–March 2014 as compared to the corresponding period last year, according to real estate consultancy Cushman & Wakefield. Among the eight cities, Ahmedabad and Delhi-NCR recorded a threefold increase in net absorption during the period over January–March 2013.

The number of new launches in the residential segment during the first quarter of 2014 has increased by 43 per cent at 55,000 units across eight major cities. Bengaluru recorded the largest number of units launched at an increase of 22 per cent at 16,838 units, followed by Mumbai and Chennai, according to a report by Cushman & Wakefield.

Investments Opportunities

As corporates look to expand businesses, India is expected to witness major demand for office space in 2014. Office space absorption across the country’s seven major cities – Delhi-NCR, Mumbai, Bengaluru, Chennai, Pune, Hyderabad and Kolkata – is likely to increase seven per cent this year to 29 million square feet (sq ft), according to global real estate consultant DTZ.

New supply of retail space in shopping malls in India’s top seven cities is expected to more than double to 11.7 million sq ft in 2014. This will take up the mall stock across India’s metropolitan cities to 87.7 million sq ft by the end of the year, according to a report by Jones Lang LaSalle.

The construction development sector, including townships, housing, built-up infrastructure and construction-development projects garnered total foreign direct investment (FDI) worth US\$ 23,131.64 million in the period April 2000–February 2014. Construction (infrastructure) activities during the period received FDI worth US\$ 2,462.60 million, according to the Department of Industrial Policy and Promotion (DIPP).

The following are some of the major investments and developments in the Indian real estate sector:

- Larsen & Toubro (L&T) has bagged a major residential order to build 271 villas and 24 towers in Bengaluru. “One of our key focus areas has been the growing potential in the residential sector and by winning these prestigious orders we have made significant inroads into this space,” said Mr S N Subrahmanyam, Senior Executive Vice-President (Infrastructure and Construction), L&T.
- Somany Ceramics plans to invest Rs 150 crore (US\$ 24.93 million) over the next 12–24 months for capacity expansion and brand building. “We are looking to finalise two joint ventures (JV) soon. The capacity of our own facilities will also be expanded to shore up total production by 15 million sq m,” according to Mr Abhishek Somany, Joint Managing Director, Somany Ceramics.
- Lodha Developers has acquired Clariant Chemicals’ 87-acre plot of land in Thane, Mumbai, for Rs 1,154 crore (US\$ 191.76 million). “Thane is a rapidly developing part of the Mumbai Metropolitan Region and we see strong, sustained demand for quality homes in the region,” said Mr Abhinandan Lodha, Deputy Managing Director, Lodha Group.

- Xander Group has invested Rs 370 crore (US\$ 61.47 million) in Kapstone Constructions, a subsidiary of Mumbai-based developer, Rustomjee. Kapstone Constructions is currently developing the Rustomjee Urbania township in Thane, spread over 127 acres.
- Ambience Group plans to invest about Rs 1,800 crore (US\$ 299.07 million) over the next four years to develop two housing projects in Noida and Gurgaon, comprising 1,100 housing units and a 350-acre township at Panipat.
- Ansal Buildwell Ltd has signed a memorandum of understanding (MoU) with Bahrain-based VKL Holdings, Al-Namal Group. The MoU will provide both companies the opportunity for joint development in the housing and infrastructure sectors in both India and Bahrain.

Government Initiatives

- The Government of India has allowed FDI up to 100 per cent in development projects for townships and settlements. Hundred per cent FDI is also permitted in the hotel and tourism sector through the automatic route.
- A committee on Streamlining Approval Procedure for Real Estate Projects (SAPREP) was constituted by the Ministry of Housing & Urban Poverty Alleviation (MHUPA) to streamline the process of seeking clearances for real estate projects.
- The Real Estate (Regulation and Development) Bill, 2013, as approved by the Union Cabinet is a pioneering initiative aimed at delivering a uniform regulatory environment to protect the consumer, help in quick verdicts of disputes and ensure systematic growth of the sector.

Road Ahead

- The Indian construction and real estate sector continues to be a favoured destination for global investors. Several large global investors, including a number of sovereign funds, have taken the first move by partnering with successful local investors and developers for investing in the Indian real estate market. This is expected to result in high transaction activity, especially in income yielding commercial office assets during 2014.
- The residential asset class looks to have great potential for growth. “With housing requirements growing across cities and funds investing in the asset class primarily in the form of NCDs providing fixed returns, investments in the right project have the potential to yield healthy returns,” said Mr Sanjay Dutt, Executive Managing Director – South Asia, Cushman & Wakefield.
- Further, demand for space from sectors such as education and healthcare has opened up ample opportunities in the real estate sector. The country still needs to add three million hospital beds to meet the global average of three for every 1,000 people.

(Source: <http://www.ibef.org/industry/real-estate-india.aspx>)

OUR BUSINESS

In this section “our Company” refers to the Company, while “we”, “us” and “our” refers to our Company

Overview

Our Company was originally incorporated on January 05, 2010 as a private limited company under the name and style of ‘Captain Pipes Private Limited’ under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Subsequently, our Company was converted into a public limited company on September 23, 2014 and the name of our Company was changed to ‘Captain Pipes Limited’.

Our Company is an ISO 9001:2008 certified Company which manufactures a wide range of high tensile and high impact uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, uPVC Plumbing Fittings and uPVC Agri Fittings. Our Company is also a supplier of HDPE Pipes (being procured from Captain Polyplast Limited, our Promoter Company which manufactures the same for us on job work basis) and uPVC Column Pipes Fittings being procured from identified manufacturer as per our specifications. We further assemble the procured uPVC Column Pipes with accessories and supply the assembled products to our uPVC threaded Column Pipes customers.

Our Company started its manufacturing in the in the year 2010-11 by manufacturing uPVC pipes and subsequently diversified our manufacturing line by introducing uPVC Plumbing Fittings and uPVC Agri Fittings to its products line in February, 2014. Our products are supplied to entities generally engaged in the agriculture and construction sector.

We have our manufacturing facility located at Shapar (Veraval), Rajkot-Gujarat in a total area of approx 62,000 sq. ft with an annual capacity of 17,700MT per annum. Our Company sells its varied range of products under the brand name of “CAPTAIN” which is registered in the name of our Corporate Promoter i.e. Captain Polyplast Limited and our Company uses the said brand name by virtue of MOU dated December 16, 2010. Our Company also manufactures uPVC pipes for other companies under their brand name like Netafim Irrigation India Private Limited supplied to them. Some of our renowned customers includes Netafim Irrigation India Private Limited, Sabar Export (I) Private Limited, Shakti Pumps etc.

Our Company has six fully automatic extrusion lines of latest German technology for manufacturing uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, five fully automatic machines of latest Japanese technology and approx 140 moulds of 2316 German material for manufacturing uPVC Plumbing Fittings and uPVC Agri Fittings and also has three fully automatic centralized mixer & two semi automatic mixer in order to mix up raw material in appropriate ratio to increase the quality of our products. Our Company also has its own laboratory and R&D departments with well equipped instruments and experienced technical persons in order to test our products to meet our quality assurance. Our Company follows Indian as well as International quality standards for our products and has two of the products ISI certified.

Our Promoter Directors, Mr. Ramesh D. Khichadia and Mr. Gopal D. Khichadia have about two decades of experience in field of marketing and manufacturing pipes & its related products and have in-depth knowledge of the products and industry in which we operate. One of our Founder Promoter, Mr. Ramesh D Khichadia has been awarded Udyog Patra for self made industrialist in the year 2008 by Institute of Trade and Industrial Development and Indira Gandhi Priyadarshini Award in the year 2008 by All India National Unity Conference-New Delhi.

We have entered into arrangements / understanding with over 30 dealers/ distributors located across 9 states to market and sell our products viz. Gujarat, Madhya Pradesh, Haryana, Punjab, Uttar Pradesh, Andhra Pradesh (now in Telangana), Chhattisgarh, Karnataka and Maharashtra.

For the period ended as on April 01, 2014 to September 10, 2014, our Company’s Total Income and Restated Profit After Tax was Rs. 1,536.62 Lakhs and Rs. 33.93 Lakhs, respectively. For the year ended March 31, 2014, our Company’s Total Income and Restated Profit / (Loss) After Tax was Rs. 4,015.56 Lakhs and Rs. (6.77) Lakhs respectively, compared to our Company’s Total Income and Restated Profit After Tax of Rs. 3,033.11 Lakhs and Rs. 3.60 Lakhs respectively, over previous year ended i.e. March 31, 2013.

Our Manufacturing Facilities

Captain Pipes Limited





Pipes Manufacturing Facilities

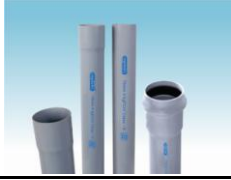





Fittings Manufacturing Facilities



Our Manufactured Products:

Sr. No	Product	Product Name	Range	Application
1		uPVC Column Pipes	Range 1” to 5” outer diameter (25 mm to 125 mm Nominal Diameter).	<ul style="list-style-type: none"> • Water rising for submersible pump set. • It is commonly used as replacement on the place for MS, ERW, GI, HDPE and stainless steel.
2		uPVC Plumbing Pipes	<ul style="list-style-type: none"> • Type – A 0.5” to 3”in schedule 40 & 80 as per ASTM-D-1785 • Type – B 20 mm to 50 mm Outer Diameter as per IS 4985:2000 	<ul style="list-style-type: none"> • Cold water supply in building construction. • Industrial process lines. • Swimming pools. • Salt water lines. • Aggressive / corrosive fluid transportation. • Dye plants, chrome, zinc plating and tanning plants. • Sugar, paper and distillery industries. • Coal washing and ash handling.

Sr. No	Product	Product Name	Range	Application
3		uPVC Pressure Pipes	20 mm to 315 mm Outer Diameter. (as per IS 4985:2000)	<ul style="list-style-type: none"> • Water supply. • Lift irrigation. • Main and sub main line for Drip and Sprinkler irrigation. • Fertilizer, lifting, transporting, conveying, distributing disposing or tapping water. • Urban and rural areas drinking water scheme.
4		uPVC Casing Pipes	1.5” to 16” Nominal Bore. (as per IS 12818:2010)	<ul style="list-style-type: none"> • Domestic wells, irrigation wells, industrial wells and mines. • Waste water (drainage & sewage). • Urban and rural areas drinking water scheme
5		uPVC Plumbing Fittings	(0.50” to 2.0” in Schedule – 80 as per ASTM-D 2467)	<ul style="list-style-type: none"> • Used with uPVC Plumbing Pipes
6		uPVC Agri Fittings	(2” to 4” as per IS 7834:1987)	<ul style="list-style-type: none"> • Used with uPVC Pressure Pipes

Our Location:

Registered Office & Factory	Survey No. 257, Plot No. 23 to 28, N.H. 8-B, Shapar – Veraval, Rajkot – 360002, Gujarat, India
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SWOT Analysis:

<p align="center"><u>STRENGTHS</u></p> <ul style="list-style-type: none"> ✓ Diversified Product Portfolio ✓ Experienced Management Team ✓ Quality products ✓ Marketing and Distribution network spread across states 	<p align="center"><u>WEAKENESSES</u></p> <ul style="list-style-type: none"> ✓ Working Capital Intensive Business ✓ Limited Geographical Reach
<p align="center"><u>OPPORTUNITIES</u></p> <ul style="list-style-type: none"> ✓ Huge Growth Potential ✓ Potential to provide other Value Added Services 	<p align="center"><u>THREATS</u></p> <ul style="list-style-type: none"> ✓ Increased Competition from Local & Big Players

Our Competitive Strengths:

We consider that we have the following competitive strengths:

1. **Diversified Product Portfolio:** Our Company has a varied product base to cater to the requirements of our customers. Our Product Portfolio includes diversified variety of uPVC Pipes and Fittings which are used in different sectors. Our products range includes uPVC threaded Column Pipes, uPVC Plumbing Pipes with uPVC Plumbing Fittings, uPVC Pressure Pipes with uPVC Agri Fittings and uPVC Casing Pipes which are widely used in Agriculture and Construction Sector. Our Company is also a supplier of HDPE Pipes being manufactured by Captain Polyplast Limited on job work basis for us. Our range of products allows our existing customers to source most of their product requirements from us and also enables us to expand our business from existing customers, as well as address a larger base of potential new customers.

2. **Experienced Management Team:** Our qualified and experienced management team has substantially contributed to the growth of our business operations. Our Company is managed by a team of experienced and professional personnel with exposure in various aspects of Pipes industry. Our Promoter Directors, Mr. Ramesh D. Khichadia and Mr. Gopal D. Khichadia both have about two decades of experience in field of marketing and manufacturing pipes & its related products and have in-depth knowledge of the products and industry in which we operate. One of our Founder Promoter, Mr. Ramesh D Khichadia, who is an Agricultural Engineer, has been awarded Udyog Patra for self made industrialist in the year 2008 by Institute of Trade and Industrial Development and Indira Gandhi Priyadarshini Award in year 2008 by All India National Unity Conference-New Delhi. Our Key Management Personnel are largely responsible for successful execution of day to day activities, developing new customer base and strengthening our customer relationships.
3. **Quality products:** Our Company believes in providing quality products to its customers and for that follows Indian as well as International quality standards for the products manufactured. Our Company is an ISO 9001:2008 certified Company and also two of our products manufactured are ISI certified. Our Company has installed machineries of Kabra, Windsor and Toshiba etc with international technologies for the products manufactured by us. Our Company has six fully automatic extrusion lines of latest German technology for manufacturing uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, five fully automatic machines of latest Japanese technology and approx 140 moulds of 2316 German material for manufacturing uPVC Plumbing Fittings and uPVC Agri Fittings and also has three fully automatic centralized mixer and two semi automatic mixer in order to mix up raw material in appropriate ratio to increase the quality of our products. This has benefited our manufacturing process significantly in terms of reducing wastage and enabling us to demand a premium for our products. Our Company has its own laboratory and R&D departments with well equipped instruments and experienced technical persons in order to test our products to meet our quality assurance. There are quality checks in place that prevent any defective material from reaching the customer. We believe that our quality products have earned us a goodwill from our customers, which has resulted in repeat orders from many of them.
4. **Marketing and Distribution network spread across states:** Our Marketing and distribution network is spread across over 9 states and has contributed to our growth in terms of revenue and presence at various geographies. We avail both direct and indirect channels of sales for selling & marketing our products. Presently, we have arrangements/understanding with over 30 dealers/ distributors located across 9 states to market and sell our products viz. Gujarat, Madhya Pradesh, Haryana, Punjab, Uttar Pradesh, Andhra Pradesh (now in Telangana), Chhattisgarh, Karnataka and Maharashtra. We intend to ensure that our distribution network remains our business strengths in future times to come.

Our Business Strategy: We intend to pursue the following principal strategies to leverage our competitive strengths and grow our business:

1. **Utilisation of Existing Capacities of Pipes division:** Our company started its commercial production in the year 2010-11 by manufacturing uPVC pipes with initial capacity of 7,500 MT p.a. and subsequently increased to current capacity of 16,500 MT p.a for its uPVC pipes division. For the year ended March 31, 2014, we were utilizing 4,860 MT p.a. capacity and considering the future demand potential, we intend to utilize our existing installed capacity to maximum level.
2. **Developing the New Product Line:** Our Company has recently diversified its manufacturing line by introducing uPVC Plumbing Fittings and uPVC Agri Fittings to its products line in February 2014. The current installed capacity of fittings division is 1,200 MT p.a.. Our Company considers this horizontal integration as key to tap new customers and boost its pipe division sales as both the products are interrelated.
3. **Increasing Geographical Presences:** Currently we have our operations in 9 states viz. Gujarat, Madhya Pradesh, Haryana, Punjab, Uttar Pradesh, Andhra Pradesh (now in Telangana), Chhattisgarh, Karnataka and Maharashtra. Through our Dealer/Distributor Network in future, we intend to enter and capture new markets in the states of Tamil Nadu, Bihar, Jharkhand, West Bengal, Orissa to increase our geographical presence and thereby increase our customer base.
4. **Research and Development:** We have a well qualified team with experience in pipe industry & its related products who are constantly focusing on innovations. Our products conform to various test requirements to meet industry standards. Our Research and Development team constantly studies different industry verticals to identify product inefficiencies and innovate strategies in areas in which we could add value.

5. **Optimal Utilization of Resources:** Our Company constantly endeavors to improve our production process, skill up-gradation of workers, using latest technology in machineries to optimize the utilization of resources. We regularly analyze our existing raw material procurement and manufacturing processes to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

Our products:

Our products can be mainly categorized into 2 categories i.e. 1) Piping category and 2) Fittings category. We manufacture different types of uPVC pipes, as detailed in below, using six fully automatic extrusion lines of latest German technology for manufacturing uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, five fully automatic machines of latest Japanese technology and approx 140 moulds of 2316 German material for manufacturing uPVC Plumbing Fittings and uPVC Agri Fittings and also has three fully automatic centralized mixer & two semi automatic mixer in order to mix up raw material. Our moulds are made up of German material and as such the life and accuracy of products manufactured are of fine quality. Our Company offer following products to our clients:

1. uPVC threaded Column Pipes

The uPVC threaded Column Pipes are made from unplasticised high tensile and high impact Polyvinyl Chloride. Our Company has developed an In-Built Locking System in uPVC Column Pipes. This technique has been developed without breaking or damaging column pipes or its coupler. As a result of this technique, there is very low failure ratio. Our uPVC column pipes due to its Bi-axially oriented with Hi-Impact & Hi-Tensile strength can be used upto a depth of 1500 feet. Our Company manufactures treaded column pipes to provide best accuracy & quality. Our column pipes' square threads are perfectly matched with rubber seal at every end which prevents leakage and also absorbed the torque. Hence they provide long last durability.



uPVC Coloum pipes are used in agriculture and for domestic purpose and are directly sold in the open market to our dealers under the brand name "Captain". Our Company also manufactures uPVC column pipes for Sabar Export (I) Private Limited, Shakti Pumps under their brand name.

Product Details

Range : 1" to 5" outer diameter (25 mm to 125 mm Nominal Diameter).

Color: Ivory

Length: Available in 3 meters (Also available in 2.8 meters for exports)

Available in multi grades: Tiny, Medium Deluxe, Medium Deluxe Plus, Medium, Standard Deluxe, Standard Deluxe Plus, Standard, Heavy, Super Heavy.

Properties

- Suitable for potable water supplies
- High Izod impact strength
- High tensile strength
- High torque resistant
- 100% leak proof
- Economically satisfied
- Minimum frictional losses thus saving power
- High flow characteristics
- 25% higher discharge than GI pipes
- Cost effective
- Light weight offers total economy in handling, transportation & installation
- Seamless, strong & resilient
- Odorless and hygienic for potable water
- Longer lasting PVC is free from weakness caused by formation, rusting and weathering.

2. uPVC Plumbing Pipes

The uPVC Plumbing Pipes are also made from unplasticised high tensile and high impact Polyvinyl Chloride. Our uPVC Plumbing pipes are made as per ASTM-D-1785 & as per IS 4985:2000 standard. uPVC Plumbing pipes are used in Construction industry and are directly sold in open market to our dealers under the brand name "CAPTAIN".

Product Details

Type – A

Range: 0.5" to 3" in schedule 40 & 80 as per ASTM-D-1785

Color: White

Length: Available in 3 & 6 meter

Type: Plain ended & thread ended

Type – B

Range: 20 mm to 50 mm Outer Diameter as per IS 4985:2000

Color: Light Grey

Length: Available in 4, 5 & 6 meter

Type: Plain ended

Properties

- Suitable for potable water supplies.
- Properties remains unchanged till temperature 60°C continuous and 90°C for short time.
- Light weight offers total economy in handling, transportation & installation.
- Seamless, strong, flexibility & resilient.
- Odorless and hygienic for potable water.
- High flow characteristics.
- Good insulator.
- Simple and leak proof joints.

3. uPVC Pressure Pipes

The uPVC Pressure Pipes are made from unplasticised high tensile and high impact Polyvinyl Chloride. Our uPVC Pressure pipes follows quality standards and is ISI certified product under IS 4985:2000 standard. uPVC Pressure pipes are mostly used in Agriculture industry and occasionally in Construction industry. These products are directly sold in the open market to our dealers under the brand name "CAPTAIN". Our Company also manufactures uPVC Pressure pipes for Netafim Irrigation India Private Limited under their brand name and also supply the same to Captain Polyplast Limited.

Product Details

Range: 20 mm to 315 mm Outer Diameter.

Color: Light Grey

Length: Available in 4, 5 & 6 meter

Pressure Rating: 2.5 kgf/cm² to 10.0 kgf/cm²

Type: Plain ended.

Socketed pipe for solvent cement jointing.

Socketed pipe for elastomeric sealing ring.

Properties

- Suitable for potable water supplies.
- Light weight offers total economy in handling, transportation & installation.
- Seamless, strong & resilient.
- Odorless and hygienic for potable water.
- Longer lasting PVC is free from weaknesses caused by formation, rusting and weathering.
- Energy efficient.
- High flow characteristics.

4. uPVC Casing Pipes

The uPVC Casing Pipes are made from unplasticised high tensile and high impact Polyvinyl Chloride. Our uPVC Casing pipes follows quality standards and is ISI certified product under IS 12818:2010 standard. uPVC Casing pipes are mostly used in borewells, tubewells. These products are directly sold in the open market to our dealers under the brand name “CAPTAIN”.

Product Details

Range: 1.5” to 16” Nominal Bore.

Color: Regular Blue

Length: Available in 3 meters

Grade: Casing Pipe (a) CM (b) CS

Type

Socketed pipe with thread ended

Plain Pipes

These can be used as extension pipes to screen pipe. They are of two types of CS Pipe for shallow-depth (upto 80 meters) red colour code & CM Pipe for medium-depth (above 80 meters & upto 250 meters) yellow colour code.

Properties

- Suitable for bore or tube well supplies.
- Light weight offers total economy in handling, transportation & installation.
- Seamless, strong & resilient.
- Longer lasting PVC is free from weaknesses caused by formation, rusting and weathering.
- Economically.
- Durable and maintenance free.
- Maximum ambient temperature: 70° C.
- Maximum installation depth -- upto 250 meters.
- Installation, Vertical,, Horizontal or Inclined.

5. uPVC Plumbing Fittings:

Our Company manufactures different varieties of Plumbing fittings using unplasticised high tensile and high impact Polyvinyl Chloride. We manufacture Coupler, Tee, Elbow 90⁰, End Cap, PVC Male & Female Adaptor (Threaded), Brass Tea, Brass Elbow, PVC Male & Female Brass Adaptor (Threaded), PVC Reducing Coupling, PVC Reducing Bush, PVC Reducing Tee, PVC Ball Valve, End Plug (Long), Tank Adaptor. Our uPVC Plumbing Fittings are made as per ASTM-D-2467 standard. uPVC Plumbing fittings are used in Construction and are directly sold in open market to our dealers under the brand name “CAPTAIN”.

Product Details

Range: 0.5” to 2”in schedule 80 as per ASTM-D 2467

Colour: white

Types: Plain ended & thread ended in plastic & brass

6. uPVC Agri Fittings:

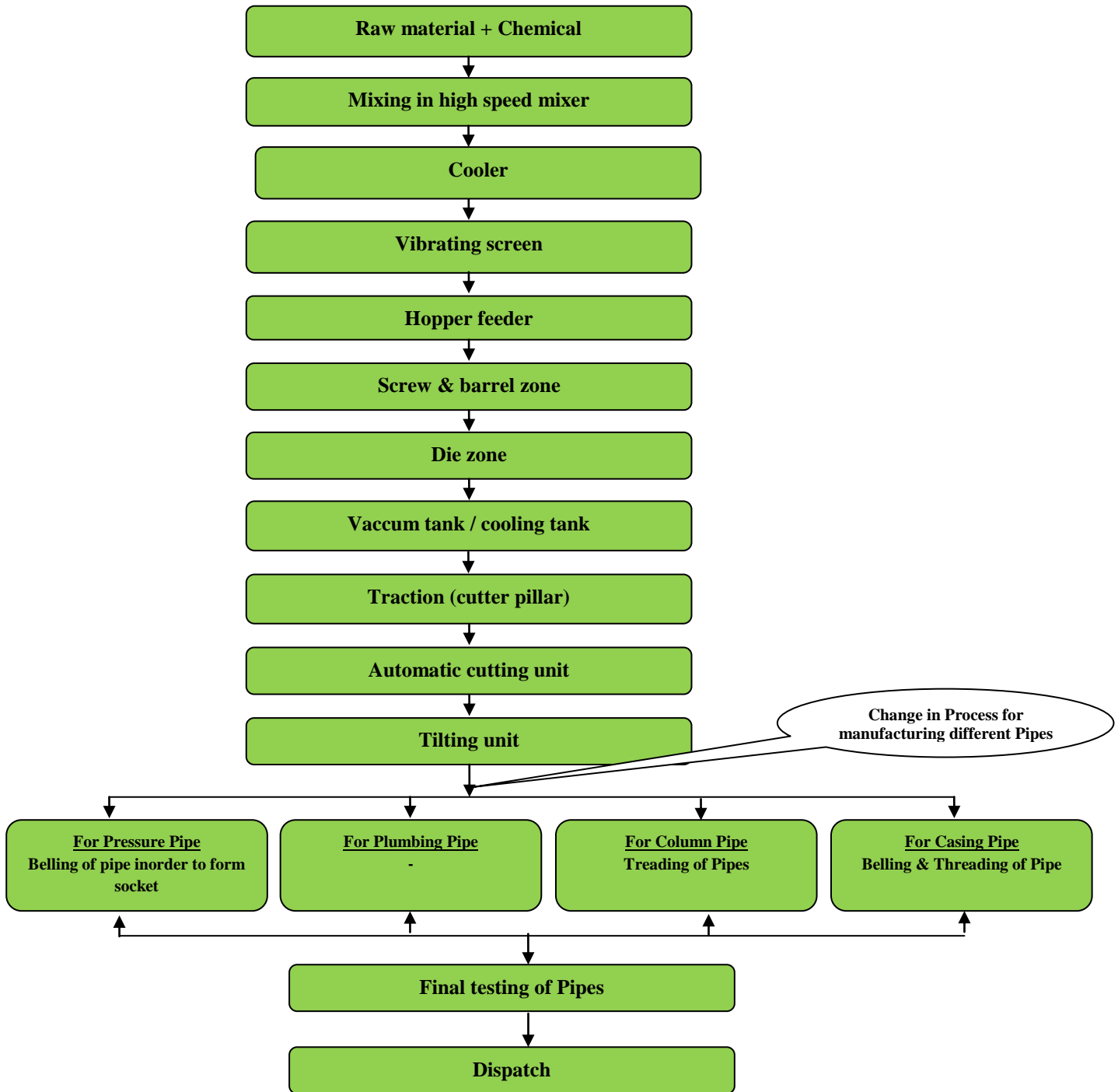
Our Company manufactures different varieties of Agri fittings using unplasticised high tensile and high impact Polyvinyl Chloride. We manufacture Elbow 90⁰, Tee, MTA, FTA, Reducer, End Cap (Threaded), Tail Piece. Our uPVC Agri Fittings are made as per IS 7834:1987 standard. uPVC Agri fittings are used in supplying the portable water with uPVC Pressure Pipes and are directly sold in open market to our dealers under the brand name “CAPTAIN”.

Product Details

Range: 2” to 4” as per IS 7834:1987
 Colour: Grey
 Types: Plain ended & thread ended

Manufacturing Process:

A. Process Flow for uPVC Column / Plumbing / Pressure / Casing Pipes



For manufacturing uPVC Pipes the main apparatus which are used are as follows:

1. High speed mixture
2. Cooler
3. Extruder plant
4. Dies
5. Traction
6. Chilling plant
7. Belling machine

a. Procurement of Raw Materials & Preparation of uPVC Compound

The Raw material for pipes is a mixture of uPVC resin, Calcium Carbonate, different PVC stabilizers and other essential chemicals additives. All these material are mixed in a fixed ratio at high speed in Fully Automatic centralized mixer at required temperature of about 130°C and then cooled at 40°C. The raw materials are sourced from local and international market from various petrochemical companies and their importing agents based in India, for details regarding the sourcing of these raw materials please refer to the section titled *“Infrastructural Facilities”* appearing on page no. 92 of this Prospectus.



b. Uses of uPVC compound & Feeder zone

The Prepared uPVC compound could be directly used through hopper in which compounding materials passes through screw convey. Feeder zone presses the materials to the screw convey.

c. Function of Screw & Barrel Zone

The mixture of uPVC compound passes through the screw & barrel zone, which melt the product uniformly to form homogeneous mixture. The temperature of different barrel zone should be maintained between 150°C- 210°C.



d. Die zone

In die zone, for different sizes of Die, Pin & Sizer of different sizes are used. Now the homogenous mixture comes in die zone from screw & barrel zone & then passes through it to get the pipe of the required diameter that is passed through sizer in vacuums tank.



e. Vacuum Tank/ Cooling Tank

When the homogenous mixture in the form of pipe comes in vacuum tank which form the diameter of the pipe, then pipe enter into the cooling tank in order to get cool by water at 18°c and then passes through traction. Pipes outer diameter may be formed with the help of pressure (not by vacuum) and then cooled at 18°c.



f. Traction

From the cooling tank pipes passes through the Traction at different speed so to get the different wall thickness. The Speed of traction can be varied for different wall thickness as per required for specific pipes.



g. Cutting

After Traction and before cutting online printing is done for branding. After printing, the pipes get cut as per required length with the help of the cutter installed in the Machine.



h. Belling and Threading

After cutting is done pipes goes into belling (only Pressure Pipes and Casing Pipes) in order to get the socket form at one end of the pipe. From here pipes are sending for threading (only Column Pipes and Casing Pipes). Thereafter Column Pipes send for making In-Bulit Locking with the help of coupler at one end.

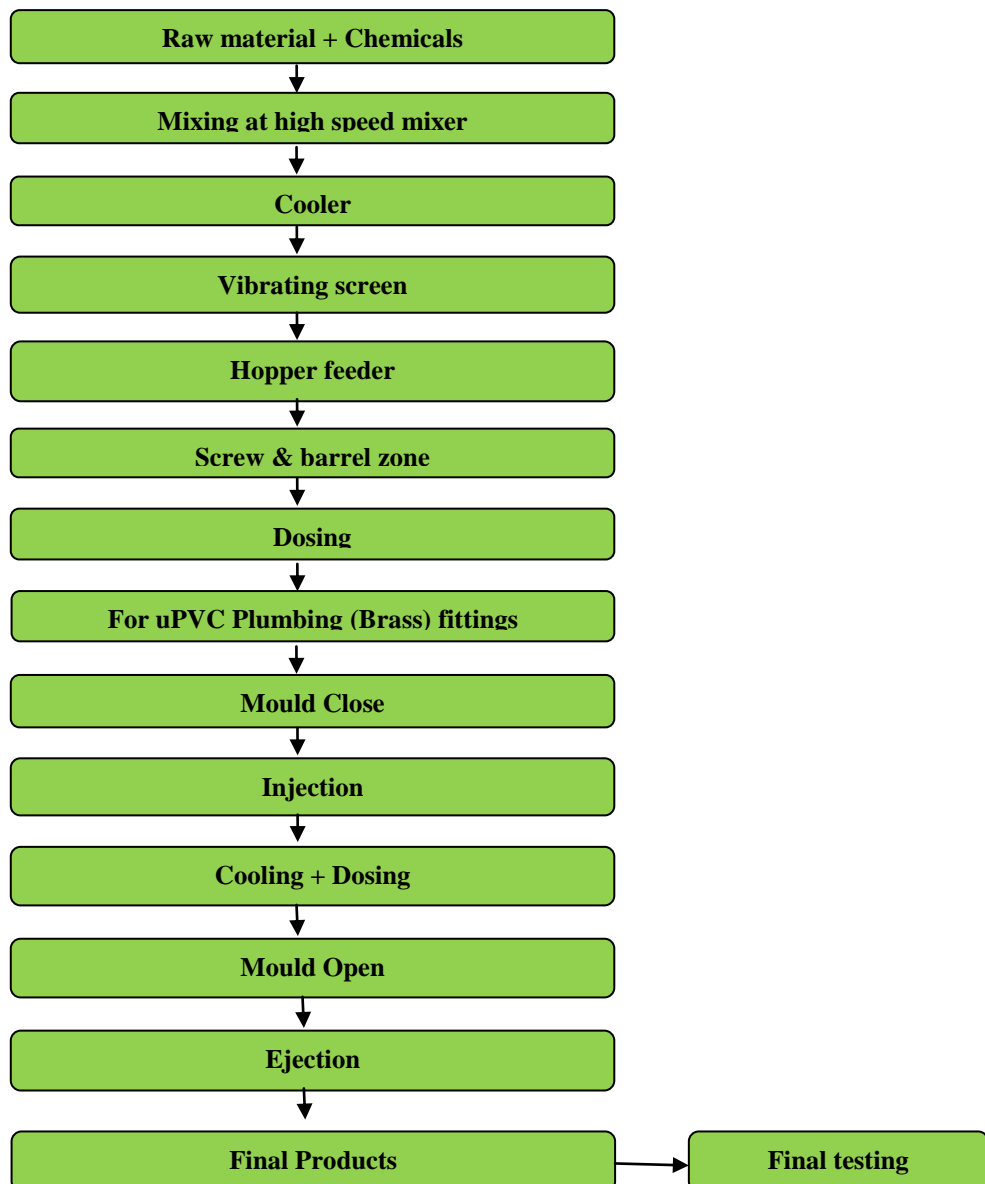


i. Testing

Finally Finished Products are send to the testing department. We have a quality-testing laboratory which has required equipments for checking quality of pipes in line with Indian and International standards. The equipments include Tensile testing Machine, Hydraulic Pressure Testing Equipment, Reversion testing Machine , Impact Tester and Muffle Furnace Test . The objectivity of the quality testing is to avoid defects in the pipes.



B. Process Flow for uPVC Plumbing & Agri Fittings



For manufacturing uPVC Plumbing & Agri Fittings the main apparatus which are used are as follows:-

1. High speed mixture
2. Cooler
3. Injection Moulding Machine
4. Moulds

a. Procurement of Raw Materials & Preparation of uPVC Compound

The Raw material used for Fitting are almost same as used in Pipe manufacturing. All material are mixed in a fixed ratio at high speed in Fully Automatic centralized mixer at required temperature of about 110°C – 115°C and then cooled at 40°C.

b. Uses of uPVC compound & Feeder zone

The uPVC Homogeneous Compounding is stored in a Silo from where material is suck up with the help of pipe and spring to the machines hopper. From hopper materials enter in to the feed zone of screw for further process.

c. Function of Screw & Barrel Zone, Dosing

After placing the raw material in the hopper, dosing take place in the barrel where its temperature is between 160°C - 190°C. Then mould closes & injection is done which fills all the cavities of the mould. After that cooling is done with the help of water that circulates in the mould & dosing start till the time set, then moulds opens and ejection is done of the final pieces.

For Brass fittings we have to insert Brass manually after dosing and then mould closes, injection, cooling & ejection are done.

d. Testing

Finally completed & Finished Products are send to the testing department. We have a quality-testing laboratory which has required equipments for checking quality of pipes in line with Indian and International standards. The objectivity of the quality testing is to avoid defects in the fittings.

Capacity & Capacity Utilization:

Particulars	Unit	Existing			Proposed		
		2011-2012	2012 - 2013	2013 - 2014	2014 - 2015	2015 - 2016	2016 - 2017
Product : Pipes							
Total Production Capacity	MT/pa	7,500	7,500	7,500	16,500	16,500	16,500
Capacity Utilization	MT/pa	980	3,651	4,860	5,800	8,200	10,700
Capacity Utilization (%)	%	13.07	48.68	64.80	35.15	49.70	64.84
Product : Fitting							
Total Production Capacity	MT/pa	-	-	-	1,200	1,200	1,200
Capacity Utilization	MT/pa	-	-	-	250	600	1,050
Capacity Utilization (%)	%	-	-	-	20.83	50.00	87.50

Plant & Machinery: Stated below are the brief details of some of the major equipments utilized at our units:

Sr. No	Name of Major Machinery	Machine make/ Model No.	Year of Purchase	Vendor	Cost (In Rs.)
1	uPVC Pipe Plant	3 Nos. Kolsite-batteneeld-Bex-2-65-22/, 2-52-25/, 2-90-22	2010	Kabra Extrusiontechnik Ltd.	17,950,336.00
2	uPVC Pipe Plant	3 Nos. Windsor Make Twin Screw plant model kts-350/200 Sr. No. wv/35-97/35-98/35-99	2012	Windsor Machines Ltd.	13,065,649.00
3	Heater Cooler Mixer	2 Nos, High-Speed Heater Cooler Mixer with Silo	2010	Primetech Industries	3,706,080.00
4	Heater Cooler Mixer	2 Nos, High-Speed Heater Cooler mixer	2013 & 2014	Primetech Industries	3,481,530.00
5	Water Chiller Machine	2 Nos. WECO 117L	2011	Prasad Gwk Cooltech Pvt. Ltd.	2,374,208.00
6	Lathe Machine	Honest Brand 7" 80mm Spindle Bore	2011	Gayatri Machine Tools	143,955.00
7	Hydraulic Presses	5 1/2 Extra Heavy Duty spm Machine	2010 & 2011	Rangani Engineering Pvt. Ltd.	614,978.00
8	Lathe For Threading	SPM 4 1/2 Medium Duty Lathe machine & 5 1/2 Extra Heavy Duty SPM Machine	2011	Rangani Engineering Pvt. Ltd.	390,298.00
9	Lathe Machine for Threading	Dilip' Brand model no. 2, 4 1/2 FT (1370 M.M.) & "HI-Ton" Brand Lathe m/c model no. Eh-2	2011	New Dilip Industries & R.V. Machine Tools	468,983.00
10	CNC Machine	Irrigator -3	2011	XL CNC Machines	1,518,831.00
11	Lathe Machine for threading	S.P.M. Thread Machine Lathe & Steel Fabricated Lathe with Std. Accessories	2011 & 2012	Rangani Engineering Pvt. Ltd.	523,037.00
12	Water Cooled Screw Chiller	water cooled screw, flowswitch, solenoidvalve, filter oil,	2013	Kirloskar Chillers Pvt. Ltd.	2,206,188.60
13	Injection Moulding M/c	"Toshiba" make injection moulding m/c model 100/420-600 (2Nos.), 250/630-1400 (1 Nos.) & 150/510-900 (2 Nos.)	2014	Toshiba Machine Chennai Pvt. Ltd.	14,762,552.00

Collaborations/Tie Ups/ Joint Ventures:

As on date of this Prospectus, we do not have any Collaboration/Tie Ups/ Joint Ventures.

Sales and Marketing:

Marketing is an important function of our organisation. We have entered into arrangements / understanding with over 30 dealers/ distributors located across 9 states to market and sell our products viz. Gujarat, Madhya Pradesh, Haryana, Punjab, Uttar Pradesh, Andhra Pradesh (now in Telangana), Chhattisgarh, Karnataka and Maharashtra. We avail both direct and indirect channels of sales for selling & marketing our products. Apart from this, our Promoters also participate in trade fairs, exhibitions to promote our products and understand our customer's needs.

Marketing Strategy:

We intend to focus on following marketing strategies:

- Increasing our Geographical reach by entering new states for marketing of our products
- Appointment of Dealers & Agents in new market

Competition

Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of availability of product, product quality and product range. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. Some of our major competitors are Ashirvad Pipes Pvt. Ltd. (Bengaluru), Astral Ploytechnik Ltd. (Gujarat), Prince Group (Mumbai), Finolex Industries Ltd. (Pune), Supreme Industries Ltd. (Mumbai), Kishan Group.

Raw Materials:

Our Company sources the raw materials e.g. uPVC resin, Calcium Carbonate, different PVC stabilizers and other essential chemicals additives from local and international market. A list of top 5 suppliers as on September 10, 2014 and March 31, 2014 are as follows:

Name	As on September 10, 2014	
	Value inclusive of all taxes (in Rs. lakhs)	As % of total
Yamunaji Enterprise (Reliance Industries Limited - Surat Distributor)	801.01	52.10%
Mayur Dyes & Chemicals Corporation	470.43	30.60%
Chandan Traders	41.41	2.69%
DBR Plastics Private Limited	33.17	2.16%
Shree Dutt Marketing Private Limited	30.55	1.99%
Total	1,376.56	89.54%

Name	As on March 31, 2014	
	Value inclusive of all taxes (in Rs. lakhs)	As % of total
Yamunaji Enterprise (Reliance Industries Limited -Surat Distributor)	2,167.60	51.17%
Mayur Dyes & Chemicals Corporation	1,001.02	23.63%
Nishan Multi-Trade Private Limited	181.37	4.28%
Chandan Traders	136.85	3.23%
Rajiv Petrochemicals Private Limited	89.53	2.11%
Total	3,576.38	84.42%

Infrastructure & Utilities:

Power: Our Company meets its power requirements by purchasing electricity from Pashcim Gujarat Vij Company Limited which is around 475 KVA.

Water: Our water requirement is low, as it is required only for the cooling process. We use get the water requirement fulfilled through supply through tankers.

Manpower: We believe that our employees are key contributors to our business success. To achieve this, we focus on attracting and retaining the best possible talent. Multi-stage induction and skill enhancement training programmes are conducted to prepare the employees for the desired performance levels. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

Employee Profile: Our Company's employees have diverse educational backgrounds and, as on date, comprises of Diploma holders and Management Graduates. We believe that it has a balanced mix of experience.

Category	No. of Employees		
	Present	Proposed	Total
Administrative staff	4	0	4
Skilled Workers	8	5	13
Semi - Skilled Workers	9	3	12
Unskilled Workers	19	0	19
Total	40	8	48

Accreditations and Certification

We have well defined quality standards with a customer focus. We continuously strive to improve quality of products, processes and safety requirements. We have received important Quality Certifications and other achievements and are as under:

ISO Certification & ISI Certified products: Our products comply with Indian as well as International standards and have been certified to confirm to the "Quality Management Systems ISO 9001:2008" by BSCIC Certifications Private Limited. Further, our following products are ISI certified products

- uPVC Pressure Pipes under IS 4985:2000 standard,
- uPVC Casing Pipes under IS 12818:2010 standard.

Besides above, the other products (uPVC Plumbing Pipes, uPVC Plumbing Fittings and uPVC Agri Fittings) manufactured by us are as the market accepted standards.

Intellectual Property: Our Company does not own any intellectual property in its name. Our Company uses the intellectual property like brand name of "CAPTAIN" and Logo which belongs to our Corporate Promoter i.e. Captain Polyplast Limited in whose name the said brand name is registered, whereas their application for registration of logo has been accepted and advertised by the Trade Mark Registry and is pending approval. Our Company has signed MOU dated December 16, 2010 with Captain Polyplast Limited for use of the brand name "CAPTAIN" and also has received a letter dated September 27, 2014 from Captain Polyplast Limited permitting our Company to use the logo.

Property: We have our properties located at following:

Owned Properties: The following properties are owned by us:

S. no	Buyer	Seller	Brief Particulars	Considerations & Date of Sale Deed/Agreement*	Usage
1	Captain Pipes Private Limited (now Captain Pipes Limited)	Mr. Gordhanbhai Harjibhai Mavadiya	Survey No. 257, Plot No. 23 to 26, Shapar – Veraval, Rajkot – 360002, Gujarat, India Area: 3987.09 sq.mtr	Rs. 108.54 Lakhs Date: 05/03/2010	Registered Office & Factory
2	Captain Pipes Private Limited (now Captain Pipes Limited)	Mr. Gordhanbhai Harjibhai Mavadiya	Survey No. 257, Plot No. 27 to 28, Shapar – Veraval, Rajkot – 360002, Gujarat, India Area: 1787.70 sq.mtr	Rs. 21.47 Lakhs Date: 05/03/2010	Registered Office & Factory

*Does not include stamp duty and other expenses.

Lease Properties: Our Company have not taken any property on lease.

Insurance Details: We have taken different insurance policies under Standard fire and special peril policy, machinery breakdown, burglary and vehicles insurance policies, brief details of which are as under:

S. no	Policy No.	Policy Details	Insurance Details	Property Insured	Sum Insured (Rs)	Date of Expiry of Policy
1	300407/11/13/3300000613	National Insurance Company Limited	Standard Fire and Special Perils Policy including Earthquake (Fire and Shock)	Buildings including Plinth & Foundation and Compound Wall, Gates & Internal Road. All types of Plant & Machinery & Accessories within the Premises. Stock of all nature including Raw Materials, Stock in Process, Semi Finished Goods, Finished Goods, Stock of Packing Materials etc.	9,00,000	14.11.2014
2	300407/11/14/3300000413	National Insurance Company Limited	Standard Fire and Special Perils Policy including Earthquake (Fire and Shock)	No. 1 High Speed Heater Cooler Mixer PHM 200 R/PCM 400/1000 No.2 Toshiba Machine DSTR100/420-600,50mm, LNCGE Model No. DTSR150/510-900, DTSR250/630-1400, 70MM LNCGE, Model No. DTSR250/630-1400 , No. 10 Agri Fitting Moulds	3,26,92,470	02.07.2015
3	300407/11/14/3300000118	National Insurance Company Limited	Standard Fire and Special Perils Policy including Earthquake (Fire and Shock)	Screw RPVC-KTS 350 02-NOS 2,(2)Screw Chiller KWF 185-14 01-Nos.3(3) Socketing Machine MPT/PS 110/6MFA-Nos.6	1,10,00,000	24.04.2015
4	300408/11/14/6300000389	National Insurance Company Limited	Vehicle Insurance	Tata Ace Super (GJ-03AV 9829)	2,34,000	31.07.2015
5.	43088121	IFFCO Tokio General Insurance Company Limited	Workmen's Compensation Policy	Workers engaged in manufacturing of Agricultural Pipes & Other related Agri Products (Plastic Goods Manufacturing)	89,53,680	13.10.2015

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice. For details of Government Approvals obtained by the Company in compliance with these regulations, see section titled “Government / Statutory and Other Approvals” beginning on page 209 of this Prospectus.

We are engaged in the business of manufacturing of wide range of high tensile and high impact uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, uPVC Plumbing Fittings and uPVC Agri Fittings. Our business is subject to central and state legislation. The following is an overview of certain laws and regulations which are relevant to our business. The information set out below is not exhaustive and prospective investors should seek independent legal advice on the laws and regulations applicable to our businesses and the sectors in which we operate. Given below is a brief description of the certain relevant legislations that are currently applicable to the business carried on by us.

LAWS REGULATING FOREIGN TRADE AND INVESTMENT

Foreign Trade (Development and Regulation) Act, 1992

This statute seeks to increase foreign trade by regulating the imports and exports to and from India. This legislation read with the Indian Foreign Trade Policy provides that no export or import can be made by a person or company without an importer exporter code number unless such person or company is specifically exempt. An application for an importer exporter code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories.

FEMA Regulations

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and the rules and regulations promulgated there under. As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

Investment by Foreign Institutional Investors

Foreign Institutional Investors (“FIIs”) including institutions such as pension funds, investment trusts, asset management companies, nominee companies and incorporated, institutional portfolio managers can invest in all the securities traded on the primary and secondary markets in India. FIIs are required to obtain an initial registration from the SEBI and a general permission from the RBI to engage in transactions regulated under FEMA. FIIs must also comply with the provisions of the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended from time to time. The initial registration and the RBI’s general permission together enable the registered FII to buy (subject to the ownership restrictions provided for) and sell freely securities issued by Indian companies, to realise capital gains or investments made through the initial amount invested in India, to subscribe or renounce rights issues for shares, to appoint a domestic custodian for custody of investments held and to repatriate the capital, capital gains, dividends, income received by way of interest and any compensation received towards sale or renunciation of rights issues of shares.

CORPORATE LAWS

The Companies Act, 2013, and Companies Act, 1956 (To extent of notified sections)

The Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

Approvals from Local Authorities

Setting up of a Factory or Manufacturing/Housing unit entails the requisite Planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents from the state Pollution Control Board(s), the relevant state Electricity Board(s), the State Excise Authorities, Sales Tax, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

Electricity Act, 2003

The Electricity Act, 2003 has been recently introduced with a view to rationalise electricity tariff, and to bring about transparent policies in the sector. The Act provides for private sector participation in generation, transmission and distribution of electricity, and provides for the corporatisation of the state electricity boards. The related Electricity Regulatory Commissions Act, 1998 has been enacted with a view to confer on these statutory Commissions the responsibility of regulating this sector.

INTELLECTUAL PROPERTY LAWS

Trade Marks Act, 1999

The Indian Law on trademarks is enshrined in the Trade Marks Act, 1999. Under the existing Legislation, a trademark is a mark used in relation to goods so as to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A mark may consist of a word or invented word, signature, device, Letter, numeral, brand, heading, Label, name written in a particular style and so forth. The trademark once applied for, is advertised in the trademarks journal, oppositions, if any are invited and after satisfactory adjudications of the same, a certificate of registration is issued. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fee.

PROPERTY RELATED LAWS

Transfer of Property Act, 1882

The transfer of property, including immovable property, between living persons, as opposed to the transfer of property by the operation of law, is governed by the Transfer of Property Act, 1882 ("T.P. Act"). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

Registration Act, 1908

The Registration Act, 1908 (the "Registration Act") details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, inter alia, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in the present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of Rs. 100 or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. The Registration Act also stipulates the time for registration, the place for registration and the persons who may present documents for registration.

Any document which is required to be compulsorily registered but is not registered will not affect the subject property, nor be received as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance of a contract under the TP Act or as evidence of any collateral transaction not required to be effected by registered instrument), unless it has been registered.

The Indian Stamp Act, 1899

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Indian Stamp Act, 1899 (the “Stamp Act”) provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state.

Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

Indian Easements Act, 1882

The law relating to easements and licenses in property is governed by the Easements Act, 1882 (the “Easements Act”). The right of easement has been defined under the Easements Act to mean a right which the owner or occupier of any land possesses over the land of another for beneficial enjoyment of his land. Such right may allow the owner of the land to do and continue to do something or to prevent and continue to prevent something being done, in or upon any parcel of land which is not his own.

Easementary rights may be acquired or created by (a) an express grant; or (b) a grant or reservation implied from a certain transfer of property; or (c) by prescription, on account of long use, for a period of twenty years without interruption; or (d) local customs.

TAXATION & DUTY LAWS

Income-Tax Act, 1961

The Income Tax Act, 1961 deals with the taxation of individuals, corporates, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The Indian Income Tax Department is governed by Central Board of Direct Taxes and is part of the Department of Revenue under the Ministry of Finance, Govt. of India. Income tax is a key source of funds that the government uses to fund its activities and serve the public. The quantum of tax determined as per the statutory provisions is payable as: a) Advance Tax b) Self Assessment Tax c) Tax Deducted at Source (TDS) d) Tax Collected at Source (TCS) e) Tax on Regular Assessment.

Central Sales Tax Act (“CST”)

The main object of this act is to formulate principles for determining (a) when a sale or purchase takes place in the course of trade or commerce (b) When a sale or purchase takes place outside a State (c) When a sale or purchase takes place in the course of imports into or export from India, to provide for Levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State Laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

Value Added Tax (“VAT”)

VAT is a system of multi-point Levy on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT Liability of the dealer is calculated by

deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each state that has introduced VAT has its own VAT Act, under which, persons liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

Service Tax

Service tax is charged on taxable services as defined in Chapter V of Finance Act, 1994, which requires a service provider of taxable services to collect service tax from a service recipient and pay such tax to the Government. In accordance with Rule 6 of Service tax Rules the assessee is required to pay Service tax in TR 6 challan by fifth of the month immediately following the month to which it relates. Further under Rule 7 (1) of Service Tax Rules, the company is required to file a half yearly return in Form ST 3 by twenty fifth of the month immediately following the half-year to which the return relates.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get itself registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administered by Central Board of Excise and Customs under the Ministry of Finance.

The Central Excise Act, 1944

The Central Excise Act, 1944 ("Central Excise Act") consolidates and amends the law relating to Central Duties of Excise on goods manufactured or produced in India. Excisable goods under the Act means goods specified in the Schedule to the Central Excise Tariff Act, 1985 as being subject to duty of excise. Factory means any premises, including the precincts thereof, wherein or in any part of which excisable goods are manufactured, or wherein or in any part of which any manufacturing process connected with the production of these goods being carried on or is ordinarily carried out. Under the Act a duty of excise is levied on all excisable goods, which are produced or manufactured in India as and at the rates, set forth in the First Schedule to the Central Excise Tariff Act, 1985.

INDUSTRIAL LAWS

Industrial (Development and Regulation) Act, 1951

The Industrial (Development and Regulation) Act, 1951 has been Liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from Licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defense equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from Licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

Shops & Commercial Establishments Acts of the respective States in which Our Company has an established place of business/ office ("Shops Act")

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. The Shops Act provides for the regulation of conditions of work in shops, commercial establishments, restaurants, theatres and other establishments and provides for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. The Act is enforced by the Chief Inspector of Shops (CIS) and various inspectors under the supervision and control of Deputy/Assistant Labour Commissioners of the concerned District, who in turn functions under the supervision of Labour Commissioner.

Motor Vehicles Act, 1988 and Central Motor Vehicle Rules, 1989

The purpose of Motor Vehicles Act, 1988 is to regulate the activities associated with the driving licences, vehicle registration, vehicles safety etc. The Central Motor Vehicle Rules, 1989 framed under the above Act also prescribe various road safety measures. The Motor Vehicles Act, 1988 and the Central Motor Vehicle Rules, 1989 (Chapter- II) prescribes stringent procedure for grant of Driving Licences. Changes in the said Act and related rules have a bearing on the business of the Company.

LABOUR LAWS

The Factories Act, 1948

The Factories Act, 1948 ("Factories Act") is a social Legislation which has been enacted to regulate the occupational safety, health and welfare of workers at work places. This Legislation is being enforced by the Government through officers appointed under the Act i.e. Inspectors of Factories, Deputy Chief Inspectors of Factories who work under the control of the Chief Inspector of Factories and overall control of the Labour Commissioner. The ambit of operation of this Act includes the approval of Factory Building Plans before construction/extension, investigation of complaints with regard to health, safety, welfare and working conditions of the workers employed in a factory, the maintenance of registers and the submission of yearly and half-yearly returns.

The Factories Act, defines a 'factory' to cover any premises which employs ten or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least twenty workers even though there is or no electrically aided manufacturing process being carried on. Each State Government has rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act provides that an occupier of a factory i.e. the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. There is a prohibition on employing children below the age of fourteen years in a factory.

Payment of Wages Act, 1936 ("Wages Act")

Wages Act applies to the persons employed in the factories and to persons employed in industrial or other establishments where the monthly wages payable to such persons is Less than Rs 10,000/-. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

The Minimum Wages Act, 1948 ("Minimum Wages Act")

Minimum Wages Act was enacted to provide for the fixation of minimum wages in certain employments. Under this Act, the Central and the State Governments are the authorities to stipulate the scheduled employment and to fix minimum wages. The Act contains List of Agricultural and Non Agricultural employment where the prescribed minimum rate of wages is to be paid to the workers. The minimum wages are calculated and fixed based on the basic requirement of food, clothing, housing required by an average Indian adult.

Employees Provident Fund and Miscellaneous Provisions Act, 1952

Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("Act") was introduced with the object to institute provident fund for the benefit of employees in factories and other establishments. The Act is applicable to factories employing more than 20 employees and may also apply to such establishments and industrial undertakings as notified by the Government from time to time. All the establishments under the Act are required to be registered with the Provident Fund Commissioners of the State. Also, in accordance with the provisions of the Act the employers are required to contribute to the Employees' Provident Fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. As per the provision of the Act, employers are to contribute 12% of the basic wages, dearness allowances and remaining allowances (if any) payable for the time being to the employees. A monthly return in Form 12 A is required to be submitted to the commissioner in addition to the maintenance of registers by the employers.

Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 (“Act”) was enacted with the objective to regulate the payment of gratuity, to an employee who has rendered for his long and meritorious service, at the time of termination of his services. A terminal Lump sum benefit paid to a worker when he or she leaves employment after having worked for the employer for a prescribed minimum number of years is referred to as "gratuity." The provisions of the Act are applicable to all the factories. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in Form A and thereafter whenever there is any change in the name, address or change in the nature of the business of the establishment a notice in Form B has to be filed with the authority. The Employer is also required to display an abstract of the Act and the rules made there-under in Form U to be affixed at the or near the main entrance. Further, every employer has to obtain insurance for his Liability towards gratuity payment to be made under Payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. The said Act provides for payment of the minimum bonus to the employees specified under the Act. It further requires the maintenance of certain books and registers such as the register showing computation of the allocable surplus; the register showing the set on & set off of the allocable surplus and register showing the details of the amount of Bonus due to the employees. Further it also require for the submission of Annual Return in the prescribed form (FORM D) to be submitted by the employer within 30 days of payment of the bonus to the Inspector appointed under the Act.

Employees State Insurance Act, 1948

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation and maintain prescribed records and registers. The Act applies to those establishments where 20 or more persons are employed. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the ESI department.

Contract Labour (Regulation and Abolition) Act, 1970

This legislation applies to every establishment in which twenty or more workmen are employed or were employed in the past twelve months as contract labour and to every contractor employing or having employed in the past twelve months twenty or more workmen. With the aim of regulating the employment of contract labour in certain establishments and to abolish it in certain circumstances the Government has appointed an authority to ensure adherence to the provisions of this Act.

Child Labour (Prohibition and Regulation) Act, 1986

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

The Employees’ Compensation Act, 1923

The Employee’s Compensation Act, 1923 (“ECA”) formerly known as Workman’s Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to employees (as defined under the ECA) by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The ECA makes every employer liable to pay compensation in accordance with the ECA if a personal injury/disablement/loss of life is caused to a employee (including those employed through a contractor) by accident arising out of and in the course of his employment.

In case the employer fails to pay compensation due under the ECA within one month from the date it falls due, the commissioner appointed under the ECA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

The Maternity Benefit Act, 1961

The purpose of the Maternity Benefit Act, 1961, is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides, inter-alia, for paid leave of 12 weeks, payment of maternity benefits, medical bonus and enacts prohibitions on dismissal, reduction of wages paid to pregnant women, etc.

CRIMINAL LAWS

Negotiable Instruments Act, 1881

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

BUSINESS LAWS

Indian Contract Act, 1872

Indian Contract Act 1872 is the main source of law regulating contracts in Indian law, as subsequently amended. The Indian Contract Act 1872 sections 1-75 came into force on 1 September 1872. It applies to the whole of India except the state of Jammu and Kashmir. It is not a complete and exhaustive law on all types of contracts.

It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them. Each contract creates some right and duties upon the contracting parties. Indian contract deals with the enforcement of these rights and duties upon the parties. As per the provisions of the Indian Contract Act all agreements are contracts if they are made by the free consent of the parties competent to contract, for a lawful consideration and with a lawful object and are not expressly declared to be void. The parties to a contract must either perform or offer to perform their respective promises unless such performance is dispensed with or excused under the provisions of the Act or of any other law. Promises bind the representative of the promisers in case of death of such promisers before performance, unless a contrary intention appears from the contract. When a contract has been broken the party who suffers by such breach is entitled to receive from the party who has broken the contract, compensation for any loss or damage caused to him thereby, which naturally arose in the usual course of things from such breach or which the parties knew, when they made the contract, to be likely to result from the breach of it. Under the Act it is also provided that when a contract has been broken, if a sum is named in the contract as the amount to be paid in case of such breach, or if the contract contains any other stipulation by way of penalty, the party complaining of the breach is entitled, whether or not actual damage or loss is proved to have been caused thereby, to receive from the party who has broken the contract reasonable compensation not exceeding the amount so named or, as the case may be, the penalty stipulated for. Even a person who rightfully rescinds a contract is entitled to a compensation for any damage which he has sustained for a non-fulfillment of the contract. The Indian Contract Act also lays down provisions of indemnity, guarantee, bailment and agency. Provisions relating to sale of goods and partnership which were originally in the act are now subject matter of separate enactments viz., the Sale of Goods Act and the Indian Partnership Act.

Sale of Goods Act, 1930

Sale of Goods Act is one of very old mercantile law. Sale of Goods is one of the special types of Contract. Initially, this was part of Indian Contract Act itself in chapter VII (sections 76 to 123). Later these sections in Contract Act were deleted, and separate Sale of Goods Act was passed in 1930. The Sale of Goods Act is complimentary to Contract Act. Basic provisions of Contract Act apply to contract of Sale of Goods also. Basic requirements of contract i.e. offer and acceptance, legally enforceable agreement, mutual consent, parties competent to contract; free consent, lawful object, consideration etc. apply to contract of Sale of Goods also.

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional. According to the provisions of this act, a contract of sale is made by an offer to buy or sell the goods for a price and the acceptance of such offer. The act further provides that the contract may provide for the immediate delivery of the goods or immediate payment of the price or both or for the delivery or payment by installments or that the delivery or payment or both shall be postponed. Provisions are made in this Act for existing or future goods, perishable goods, ascertainment of price, conditions and warranties, effects of the contract, delivery to carrier, duties of seller and buyer, buyer's right of examining the goods, liability of buyer for neglecting or refusing the delivery of goods, rights of unpaid seller, suits for breach of the contract, sale, etc.

Environmental Laws

Our business is subject to environment laws and regulations. The applicability of these laws and regulations varies from operation to operation and is also dependent on the jurisdiction in which we operate. Compliance with relevant environmental laws is the responsibility of the occupier or operator of the facilities. Our operations require various environmental and other permits covering, among other things, water use and discharges, stream diversions, solid waste disposal and air and other emissions. Major environmental laws applicable to our operations include:

The Environment (Protection) Act, 1986, as amended (the "EPA")

The EPA is an umbrella legislation in respect of the various environmental protection laws in India. The EPA vests the Government of India with the power to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for inter alia, laying down the quality of environment, standards for emission of discharge of environment pollutants from various sources, inspection of any premises, plant, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution. Penalties for violation of the EPA include fines up to Rs. 100,000, imprisonment of up to five years or both. There are provisions with respect to certain compliances by persons handling hazardous substances, furnishing of information to the authorities in certain cases, establishment of environment laboratories and appointment of Government analysts.

The Environment Impact Assessment Notification S.O. 1533(E), 2006 (the "EIA Notification")

The EIA Notification issued under the EPA and the Environment (Protection) Rules, 1986 provides that the prior approval of the Ministry of Environment and Forests or State Environment Impact Assessment Authority as the case may be, is required in the event of any new project or activities or the expansion or modernization of existing projects or activities as specified in the EIA Notification. The EIA Notification states that obtaining of prior environmental clearance includes a maximum of four stages, i.e., screening, scoping, public consultation and appraisal.

The Water (Prevention and Control of Pollution) Act, 1974, as amended (the "Water Act")

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, which is empowered to establish standards and conditions that are required to be complied with. In certain cases the State Pollution Control Board may cause the local Magistrates to restrain the activities of such person who is likely to cause pollution. Penalty for the contravention of the provisions of the Water Act include imposition of fines or imprisonment or both.

The Central Pollution Control Board has powers, inter alia, to specify and modify standards for streams and wells, while the State Pollution Control Boards have powers, inter alia, to inspect any sewage or trade effluents, and to review plans, specifications or other data relating to plants set up for treatment of water, to evolve efficient methods of disposal of sewage and trade effluents on land, to advise the State Government with respect to the suitability of any premises or location for carrying on any industry likely to pollute a stream or a well, to specify standards for treatment of sewage and trade effluents, to specify effluent standards to be complied with by persons while causing discharge of sewage, to obtain information from any industry and to take emergency measures in case of pollution of any stream or well. A central water laboratory and a state water laboratory have been established under the Water Act.

The Water (Prevention and Control of Pollution) Cess Act, 1977, as amended (the “Water Cess Act”)

The Water Cess Act provides for levy and collection of a cess on water consumed by industries with a view to augment the resources of the Central and State Pollution Control Boards constituted under the Water Act. Every person carrying on an industry specified under the Water Cess Act is required to pay a cess calculated on the basis of the amount of water consumed for any of the purposes specified under the Water Cess Act at such rate not exceeding the rate specified under the Water Cess Act. A rebate of up to 25% on the cess payable is available to those persons who install any plant for the treatment of sewage or trade effluent, provided that they consume water within the quantity prescribed for that category of industries and also comply with the provision relating to restrictions on new outlets and discharges under the Water Act or any standards laid down under the EPA. For the purpose of recording the water consumption, every industry is required to affix meters as prescribed. Penalties for non-compliance with the obligation to furnish a return and evasion of cess include imprisonment of any person for a period up to six months or a fine of Rs. 1,000 or both and penalty for non payment of cess within a specified time includes an amount not exceeding the amount of cess which is in arrears.

The Air (Prevention and Control of Pollution) Act, 1981, as amended (the “Air Act”)

Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. The State Pollution Control Board is required to grant consent within a period of four months of receipt of an application, but may impose conditions relating to pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board. The penalties for the failure to comply with the above requirements include imprisonment of up to six years and the payment of a fine as may be deemed appropriate. Under the Air Act, the Central Board for the Prevention and Control of Water Pollution has powers, inter alia, to specify standards for quality of air, while the State Board for the Prevention and Control of Water Pollution have powers, inter alia, to inspect any control equipment, industrial plant or manufacturing process, to advise the State Government with respect to the suitability of any premises or location for carrying on any industry and to obtain information from any industry.

The Hazardous Wastes (Management and Handling) Rules, 1989

The Hazardous Wastes (Management and Handling) Rules, 1989 require that the occupier and the operator of the facility that treats hazardous wastes, must properly collect, treat, store or dispose the hazardous wastes without adverse effects on the environment. Moreover, they must take steps to ensure that persons working on the site are provided adequate training and equipment for performing their work. When an accident occurs in a hazardous site or during transportation of hazardous wastes, then the relevant State PCB has to be immediately alerted. If, due to improper handling of hazardous waste, any damage is caused to the environment, the occupier or the operator of the facility must pay the necessary remedial expenses.

HISTORY AND CERTAIN CORPORATE MATTERS

Our History and Background

Our Company was originally incorporated on January 05, 2010, as “Captain Pipes Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Subsequently, our Company was converted into a public limited company pursuant to Shareholders Resolution passed at the Annual General Meeting of the Company held on August 26, 2014 and the name of our Company was changed to “Captain Pipes Limited” pursuant to issuance of fresh Certificate of Incorporation dated September 23, 2014 issued by the Registrar of Companies, Gujarat, Ahmedabad. The Corporate Identity Number of our Company is U25191GJ2010PLC059094.

Our Company was originally promoted by Mr. Ramesh D. Khichadia, Mr. Gopal D. Khichadia and Mr. Kantilal M. Gedia who were the original subscribers to the Company’s Memorandum and Articles of Association in the year 2010.

Changes in Registered Office of the Company since incorporation

The Registered Office of the Company is situated at Survey No-257, Plot No. 23 to 28, N.H. No. 8-B, Shapar (Veraval), Rajkot - 360002, Gujarat, India.

Following change has been made in our registered office since incorporation till date of this Prospectus:

From	To	Date of Change	Reason for Change
UL 25, Royal complex, Bhutkhana Chowk, Dhebar Road, Rajkot - 360001, Gujarat, India	Survey No-257, Plot No. 23 to 28, N.H. No. 8-B, Shapar (Veraval), Rajkot - 360002, Gujarat, India	February 24, 2011	Administrative Convenience

Main Object of our Company

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

“To carry on the business of manufacturers, Traders, buyers, sellers, importers, exporters, assemblers, designers, developers and dealers in H.D.P.E and P.V.C. pipes rigid P.V.C. pipes such as uPVC Column Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, uPVC Plumbing Pipes, uPVC Elastomeric Sealing Ring Pipes, uPVC SWR Pipes (Soil, Waste & Rain Water), uPVC Agri Fittings, R.PVC Fittings, uPVC Plumbing Fittings, uPVC SWR Fittings, CPVC Plumbing Pipes, CPVC Plumbing Fittings and drip and sprinkler irrigation systems and agricultural equipments, appliances, accessories and implements made or metal, alloy, glass, synthetic plastic or any other materials.”

Changes in Memorandum of Association

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

Sr. No.	Particulars	Date of Meeting	Type of Meeting
1.	<u>Change in Clause V (Capital Clause) of the Memorandum of Association</u> Increase in the authorized share capital of the Company from Rs. 1.00 Lakh divided into 10,000 Equity Shares of Rs. 10.00 each to Rs. 50.00 Lakhs divided into 5,00,000 Equity Shares of Rs. 10.00 each.	29.01.2010	Extra-Ordinary General Meeting
2.	<u>Change in Clause V (Capital Clause) of the Memorandum of Association</u> Increase in the authorized share capital of the Company from Rs. 50.00 Lakhs divided into 5,00,000 Equity Shares of Rs. 10.00 each to Rs. 100.00 Lakhs divided into 10,00,000 Equity Shares of Rs. 10.00 each.	15.09.2012	Extra-Ordinary General Meeting
3.	<u>Change in Clause V (Capital Clause) of the Memorandum of Association</u> Increase in the authorized share capital of the Company from Rs. 100.00 Lakhs divided into 10,00,000 Equity Shares of Rs. 10.00 each to Rs. 125.00 Lakhs divided into 12,50,000 Equity Shares of Rs. 10.00 each.	31.12.2012	Extra-Ordinary General Meeting

Sr. No.	Particulars	Date of Meeting	Type of Meeting
4.	<u>Change in Clause V (Capital Clause) of the Memorandum of Association</u> Increase in the authorized share capital of the Company from Rs. 125.00 Lakhs divided into 12,50,000 Equity Shares of Rs. 10.00 each to Rs. 500.00 Lakhs divided into 50,00,000 Equity Shares of Rs. 10.00 each	23.07.2014	Extra-Ordinary General Meeting
5.	Conversion of our Company from "Private Limited" to "Limited" resulting into change of name from "Captain Pipes Private Limited" to "Captain Pipes Limited".	26.08.2014	Annual General Meeting
6.	<u>Change in Object Clause of the Memorandum of Association</u> Main Object of the Company was altered by inserting certain words and the Main Object of the Company is now as follows: "To carry on the business of manufacturers, Traders, buyers, sellers, importers, exporters, assemblers, designers, developers and dealers in H.D.P.E and P.V.C. pipes rigid P.V.C. pipes such as uPVC Column Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, uPVC Plumbing Pipes, uPVC Elastomeric Sealing Ring Pipes, uPVC SWR Pipes (Soil, Waste & Rain Water), uPVC Agri Fittings, R.PVC Fittings, uPVC Plumbing Fittings, uPVC SWR Fittings, CPVC Plumbing Pipes, CPVC Plumbing Fittings and drip and sprinkler irrigation systems and agricultural equipments, appliances, accessories and implements made or metal, alloy, glass, synthetic plastic or any other materials."	26.09.2014	Extra-Ordinary General Meeting

Capital raising (Debt / Equity)

For details of the equity capital raising of our Company, please refer to the chapter titled "*Capital Structure*" on page 43 of this Prospectus.

We have not done any debt issuances or raised any long term debt since incorporation till date.

Key Events and Mile Stones

Year	Key Events / Milestone / Achievements
2010	Incorporation of the Company in the name and style of "Captain Pipes Private limited"
	Accredited with ISO 9001 : 2008 by BSCIC Certification Private Limited
	Started Commercial operation by manufacturing uPVC Pipes with an installed capacity of 7,500 MT p.a.
2011	Grant of BIS Licence IS 4985:2000 for uPVC pipes for portable water supply
2012	Grant of BIS licence IS 12818:2010 for uPVC Casing Pipes
	Achieved the Annual Turnover of more than Rs. 3,000 Lacs in 2012-13
2014	Increased in Installed Capacity from 7,500 MT p.a. to 16,500 MT p.a.
	Commenced manufacturing of uPVC Plumbing Fittings and uPVC Agri Fittings by installing 1,200 MT p.a. capacity
	Achieved the Annual Turnover of more than Rs. 4,000 Lacs in 2013-14
	Conversion of our Company from Private Limited Company to Public Limited Company.

For details on technology, market, managerial competence and built up capacity; please refer to chapter titled "*Our Business*" beginning on page 79 of this Prospectus.

Memberships

Our Company has been honoured with memberships of following organisations:

Name of Organisation	Type of Membership
Shapar - Veraval Industrial Association	Lifetime

Mergers/amalgamation and acquisition of business/undertakings

There has been no merger/amalgamation in the history of our Company and we have not acquired any business/undertakings since incorporation.

Time/cost overrun in setting up projects

There has been no Time/cost overrun in setting up projects by our Company.

Defaults or rescheduling of borrowing

The Company has not defaulted or rescheduled its borrowing. Furthermore, none of the Company's loans has been converted into equity in the past.

Changes in activities of our Company during the last five (5) years

Our Company started its operation in the year 2010-11 by manufacturing uPVC pipes and subsequently diversified its manufacturing line by introducing uPVC Plumbing Fittings and uPVC Agri Fittings to its products line in February, 2014. Except for expansion of range of products from manufacturing of uPVC Pipes to uPVC Plumbing & uPVC Agri Fittings, there has been no change in the line of activities by our Company in the last five years.

Our Holding / Subsidiary Companies

Our Company does not have any Holding or Subsidiary Company within the meaning of Section 2(46) and 2(87) of the Companies Act, 2013 as on the date of this Prospectus.

Shareholders of our Company

Our Company has 12 shareholders as on the date of this Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled "*Capital Structure*" beginning on page 43 of this Prospectus.

Shareholders Agreements

Our Company has not entered into any Shareholder's Agreement as on the date of this Prospectus.

Other Agreements

Our Company has not entered into any other material agreements, other than disclosed in this Prospectus. For further details please refer to the chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 200 of this Prospectus.

Strategic Partners

Our Company does not have any strategic partners as on the date of this Prospectus.

Financial Partners

Our Company does not have any financial partners as on the date of this Prospectus.

Revaluation of Assets

Our Company has not revalued its assets since incorporation.

Injunction or restraining order

Our Company is not operating under any injunction or restraining order.

Lock-out or strikes

There have been no lock-outs or strikes in our Company since inception.

Corporate Profile of our Company

For details on the description of our Company's activities, the growth of our Company, please see "***Our Business***", "***Management's Discussion and Analysis of Financial Conditions and Results of Operations***" and "***Basis for Issue Price***" on pages 79, 189 and 64 of this Prospectus.

OUR MANAGEMENT

Board of Directors: As per the Articles of Association, our Company is required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors. Currently, our Company has 6 (Six) Directors out of which 3 (Three) are Non Executive Independent Directors. We confirm that the composition of our Board of Directors complies with Clause 52 of the SME Listing Agreement of BSE.

Mr. Ramesh D. Khichadia, Chairman & Non Executive Director, Mr. Gopal D. Khichadia, Managing Director, Mr. Kantilal M. Gedia Whole-Time Director, Mr. Arvindbhai B. Ranpariya, Non- Executive & Independent Director, Mrs. Prafullaben V Tank, Non- Executive & Independent Director and Mr. Ratilal V. Baldha, Non- Executive & Independent Director are suitably supported by team of technically qualified executives.

The following table sets forth the details regarding our Board of Directors as on the date of this Prospectus:

Sr. No.	Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualifications & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
1	<p>Name: Mr. Ramesh D. Khichadia S/o: Late Devraj P. Khichadia Age: 48 Years Designation: Chairman & Non Executive Director Address: A-13, Aalap Avenue, University Road, Rajkot - 360005, Gujarat, India Experience: 22 Years Occupation: Business Qualifications: B. Tech (Agri. Engg.) DIN: 00087859</p>	<p>Appointed as Director since Incorporation</p> <p>Appointed as Chairman vide Resolution of the Board dated September 24, 2014.</p> <p>Liable to retire by rotation.</p>	3,02,000 Shares (9.88%)	<p>✓ Captain Polyplast Limited</p> <p>✓ Captain Technocast Private Limited</p> <p>✓ Captain Engineering Private Limited</p>
2	<p>Name: Mr. Gopal D. Khichadia S/o: Late Devraj P. Khichadia Age: 39 years Designation: Managing Director Address: Krishna, Abhishek Bunglows, Dwarikadham Society, Satyasai Heart Hospital Road, Near Indralok Residency, Rajkot – 360005, Gujarat, India Experience: 22 Years Occupation: Business Qualifications: 9th Class DIN: 00127947</p>	<p>Appointed as Director since Incorporation</p> <p>Appointed as Managing Director vide EGM Resolution dated September 26, 2014 for a period of 5 years</p> <p>Liable to retire by rotation.</p>	3,48,000 Shares (11.38 %)	<p>✓ Captain Polyplast Limited</p> <p>✓ Captain Technocast Private Limited</p>
3	<p>Name: Mr. Kantilal M. Gedia S/o: Mr. Manilal Govindbhai Gedia Age: 57 years Designation: Whole-time Director Address: Shiv Apartment, Block No. 2, Patel Park - 2, Mayani Chowk, Main Road, Rajkot - 360005, Gujarat, India</p>	<p>Appointed as Director since Incorporation</p> <p>Appointed as Whole-Time Director vide EGM Resolution dated September 26, 2014 for a period of 5 years</p> <p>Liable to retire by rotation.</p>	99,600 Shares (3.26 %)	None

Sr. No.	Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualifications & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
	Experience: 26 Years Occupation: Business Qualifications: Secondary DIN: 00127949			
4	Name: Mr. Arvindbhai B. Ranpariya S/o: Mr. Bavanjibhai T. Ranpariya Age: 48 years Designation: Non- Executive & Independent Director Address: Alap Century, Block No. B-68, University Road, Opp. Krishna Park, Rajkot.-360005, Gujarat, India Experience: 20 Years Occupation: Business Qualifications: Senior Secondary DIN: 00385251	Appointed as Non-Executive & Independent Director vide EGM Resolution dated September 26, 2014 for a period of 5 years Liable to retire on September 25, 2019	NIL	✓ Vision Laminates Private Limited
5	Name: Mrs. Prafullaben V. Tank W/o: Mr. Vijay P. Tank Age: 50 years Designation: Non- Executive & Independent Director Address: Niyati 1, Gulabvihar Society, 54 B, Kalawad Road, Rajkot - 360005, Gujarat, India Occupation: Event Management Qualification: B.A (Economics) DIN: 06976715	Appointed as Non-Executive & Independent Director vide EGM Resolution dated September 26, 2014 for a period of 5 years Liable to retire on September 25, 2019	NIL	-
6	Name: Mr. Ratilal V. Baldha S/o: Mr. Veljibhai L. Baldha Age: 46 Years Designation: Non- Executive & Independent Director Address: Backbone Park, Block No J/1, Street No. 4, Nr. Balaji Hall, Mavdi Plot, Rajkot - 360004, Gujarat, India Experience: 4 Years Occupation: Business Qualification: B.Sc DIN: 06976370	Appointed as Non-Executive & Independent Director vide EGM Resolution dated September 26, 2014 for a period of 5 years Liable to retire on September 25, 2019	NIL	-

Brief Profiles of Our Directors

Mr. Ramesh D. Khichadia, Chairman & Non Executive Director, Age: 48 Years

Mr. Ramesh D. Khichadia is the Chairman & Non Executive Director of our Company. He holds Bachelor's Degree in Technology- Agriculture Engineering from Gujarat Agriculture University and has over 22 years of experience in the field of Pipes and Irrigation business. He has been instrumental in formation of our Company and is one of the Promoter and first Director of our Company. He provides his learned guidance to our Company in the capacity of Non Executive Director and has been instrumental in our Company's growth.

Mr. Gopal D. Khichadia, Managing Director, Age: 39 years

Mr. Gopal D. Khichadia is the Managing Director of our Company. He has over 22 years of experience in the business domain where our Company operates. He is one of the Promoter and first Director of our Company. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of our Company.

Mr. Kantilal M.Gedia , Whole-time Director, Age: 57 Years

Mr. Kantilal M.Gedia is Whole Time Director of our Company and he is one of our first directors and subscribers to Memorandum of Association of our Company. He has over 26 years of experience in the area of Agriculture Irrigation Business. He holds relevant knowledge in areas of manufacturing of hand pumps and agro irrigation equipments. He looks after the production function of our Company.

Mr. Arvindbhai B. Ranpariya, Non- Executive & Independent Director, Age: 48 years

Mr. Arvind B. Ranpariya is the Non Executive & Independent Director of our company. He has cleared Senior Secondary Examination from Gujarat Board. He has more than 15 years of experience in the field of Lamination, paints and coating industry. Currently he holds directorship in Vision Laminates Pvt. Limited.

Mrs. Prafullaben V. Tank, Non- Executive & Independent Director, Age: 50 years

Mrs. Prafullaben V. Tank is the Non Executive & Independent Director of our company. She has completed her Bachelor's degree in Arts-Economics. She is presently engaged in management and administration of business events such as commercial fairs & summit.

Mr. Ratilal V. Baldha, Non- Executive & Independent Director, Age: 46 years

Mr. Ratilal V. Baldha is the Non Executive & Independent Director of our Company. He has completed his Bachelor's degree in Science from Saurashtra University, Rajkot. As Independent director of our Company he provides his guidance in our domain of business. He also holds experience in the field of business administration and accounting. Mr. Baldha is the Chairman of Audit Committee of our Company.

Nature of any family relationship between any of our Directors: Except for Mr. Ramesh D. Khichadia and Mr. Gopal D. Khichadia who are brothers, none of the present directors are related to each other in terms of section 2(77) of The Companies Act, 2013.

We confirm that:

- ✓ We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which our Directors were appointed as Directors.
- ✓ The terms of appointment with our Managing Director / Executive Director(s) do not provide for any benefit upon termination of employment except the retirement benefits as applicable by law.
- ✓ None of our Directors is / was a Director in any listed Company, during the last five years from the date of filing of this Prospectus, whose shares have been / were suspended from being traded on the BSE and / or National Stock Exchange of India Limited.
- ✓ Further, none of our Directors is / was a Director of any listed Company which has been / was delisted from any recognized Stock Exchange.
- ✓ None of the above mentioned Directors are on the RBI List of willful defaulters as on date of filing this Prospectus.

- ✓ Further, Our Company, Our Promoters, persons forming part of Our Promoter Group, Directors and persons in control of our Company has / have not been not debarred from accessing the capital market by SEBI or any other Regulatory Authority.

Details of Borrowing Powers of Directors

Our Company has passed a resolution in the Extra Ordinary General Meeting of the members held on September 26, 2014 authorizing the Directors of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 to borrow from time to time all such money as they may deem necessary for the purpose of business of our Company notwithstanding that money borrowed by the Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors shall not exceed the sum of Rs. 25.00 Crores (Rupees Twenty Five Crores only).

Compensation of our Managing Director and Whole Time Director

The compensation payable to our Managing Director and Whole-time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director and Whole Time Director:

Mr. Gopal D. Khichadia, Managing Director: He was appointed as the Managing Director of our Company w.e.f. September 26, 2014 for 5 years subject that his term shall be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act 2013, in the Extra Ordinary General Meeting of the member of our Company held on September 26, 2014 on following terms of remuneration:

Consolidated Salary	A. Salary: Rs. 1,40,000/-(Rupees One Lakh Forty Thousand only) per month with discretion of the Board to revise with consent of the appointee from time to time. B. Commission: N.A. C. The Company shall contribute Rs. 1,800/- (per month) to the Provident Fund. D. Other benefit and emoluments time to time as per the policy of employee decided by company
Perquisites and Facilities	Shall be allowed in addition to salary but within the overall limit, if any, prescribed under Schedule V of The Companies Act, 2013.
Amount of compensation paid during the financial year ended 2014	Rs. 13,93,710/-
Benefits in kind granted during the financial year ended 2014	Nil
Contingent or deferred compensation accrued for financial year ended 2014	Nil

Mr. Gopalbhai D. Khichadia, shall continue to hold the office of Managing Director and the reappointment immediately on retirement by rotation as such shall not be deemed to constitute a break in his tenure as a Managing Director.

Mr. Kantilal M. Gedia, Whole-time Director: He was appointed as the Whole-time Director of our Company w.e.f. September 26, 2014 for 5 years subject that his term shall be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act 2013, in the Extra Ordinary General Meeting of the member of our Company held on September 26, 2014 on following terms of remuneration:

Consolidated Salary & Perquisites and Facilities	Upto Rs. 20,500 (Rupees Twenty Thousand Five Hundred only) per month including all the perquisites and benefits
Amount of compensation paid during the financial year ended 2014	Rs. 1,43,500/-
Benefits in kind granted during the financial year ended 2014	Nil

Contingent or deferred compensation accrued for financial year ended 2014	Nil
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No portion of the compensation as mentioned above for Managing Director and Whole time Directors was paid pursuant to a bonus or profit sharing plan.

None of the directors except as named above have received any remuneration during the Financial Year 2013-14.

Sitting Fee

The Articles of Association of our Company provides that payment of sitting fees to Directors for attending a meeting of the Board or a Committee thereof shall be decided by the Board of Directors from time to time within the applicable maximum limits. Our Board of Directors have resolved in their meeting dated September 24, 2014 for payment of an amount of Rs. 2500.00 (Rupees Two thousand and five hundred only) to all Non-executive Directors for attending each such meeting of the Board or Committee thereof.

Interest of Directors

All the Directors of our Company may be deemed to be interested to the extent of remuneration and/or reimbursement of expenses and/or sitting fees payable to them as per the applicable laws and as per provisions of our Articles of Association. The Managing Director and Whole-time Director of our Company are interested to the extent of remuneration paid to them for services rendered as officer or employee of our Company.

Our Directors may also be regarded as interested their shareholding in our Company and dividend payable thereon, if any. Our Directors are also interested to the extent of Equity Shares, if any, held by them in our Company or held by their relatives or held by the companies / firms / HUFs in which they are interested as Directors/ Members /Partners. Further our Directors are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies / firms / HUFs in which they are interested as Directors/Members /Partners.

All Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any Company in which they hold Directorships or any partnership firm in which they are partners.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Except as stated in this chapters “*Our Management*” and “*Related Party Transactions*” beginning on page no. 108 & 175 respectively of this Prospectus, our Directors do not have any other interest in our business.

Interest in the property of our Company

Our Directors do not have any other interest in any property acquired by our Company in the preceding two years before filing of this Prospectus or proposed to be acquired by us till the date of filing the Prospectus with RoC.

Shareholding of Our Directors in Our Company as on the date of this Prospectus

Sr. No.	Name of the Director	No. of Shares Held	Holding in %
1	Mr. Ramesh D. Khichadia	3,02,000	9.88%
2	Mr. Gopalbhai D. Khichadia	3,48,000	11.38%
3	Mr. Kantilal M. Gedia	99,600	3.26%
	Total	7,49,600	24.52%

None of the Independent Directors of Company holds any Equity Shares of our Company as on the date of this Prospectus.

Changes in Board of Directors in Last 3 Years

Sr. No.	Name	Date for Appointment/ Reappointment/ Cessation and Nature of Change	Reasons for Change
1	Mr. Ramesh D. Khichadia	Appointed as Chairman on September 24, 2014.	-
2	Mr. Gopal D. Khichadia	Appointed as Managing Director on September 26, 2014.	-
3	Mr. Kantilal M. Gedia	Appointed as Whole time Director on September 26, 2014.	-
4	Mr. Arvindbhai B. Ranparia	Appointed as Non Executive Independent Director on September 26, 2014	To Broad base the Board
5	Mrs. Prafullaben V. Tank	Appointed as Non Executive Independent Director on September 26, 2014	To Broad base the Board
6	Mr. Ratilal V. Baldha	Appointed as Non Executive Independent Director on September 26, 2014	To Broad base the Board

Compliance with Corporate Governance

The provisions of the SME Listing Agreement to be entered into with BSE and the SEBI (ICDR) Regulations, 2009 with respect to corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME Platform of BSE Limited. Our Company is in compliance with Corporate Governance Code as per Clause 52 of the SME Listing Agreement to be entered into with the BSE Limited on listing. The requirements pertaining to broad basing of the Board of Directors and the constitution of the committees such as the Audit Committee, Stakeholder/ Investor Relationship Committee and Nomination and Remuneration Committee have already been complied with.

Our Board of Directors consists of 6 directors of which 3 are Non-Executive & Independent Directors (as defined under Clause 52), which constitutes 50% of the Board of Directors, which is in compliance with the requirements of Clause 52. Our Company has already constituted the following committees:

Audit Committee: Our Company has formed the Audit Committee vide Resolution passed in the meeting of the Board of Directors dated September 30, 2014. The constituted Audit Committee comprises following members and the committee shall meet at least 4 times a year:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Ratilal V. Baldha	Chairman	Non Executive & Independent Director
Mr. Arvindbhai B. Ranpariya	Member	Non Executive & Independent Director
Mr. Ramesh D. Khichadia	Member	Non Executive Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to accounts. The terms of reference of Audit Committee complies with requirements of both clause 52 of SME Listing Agreement and section 177 of The Companies Act, 2013. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure: The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. Meetings of the Committee: The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. Meeting of the Audit Committee shall be called by at least seven day's notice in advance.

C. Role and Powers: The Role of Audit Committee together with its powers shall be as under:

- overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- approving payment to statutory auditors for any other services rendered by the statutory auditors;
- approving initial or any subsequent modification of transactions of the Company with related parties;

- scrutinizing inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters
- reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a) matters required to be included in the Director’s Responsibility Statement to be included in the Board’s report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act 2013;
 - b) changes, if any, in accounting policies and practices along with reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions; and
 - g) qualifications in the draft audit report.
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussing with the internal auditors any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
- reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
- reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process;
- approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and
- carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

Further, the Audit Committee shall mandatorily review the following:

- ✓ management discussion and analysis of financial condition and results of operations;
- ✓ statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- ✓ management letters / letters of internal control weaknesses issued by the statutory auditors;
- ✓ internal audit reports relating to internal control weaknesses; and
- ✓ the appointment, removal and terms of remuneration of the chief internal auditor.

Stakeholder/ Investor Relationship Committee: Our Company has formed the Stakeholder/ Investor Relationship Committee vide Resolution passed in the meeting of the Board of Director dated September 30, 2014. The constituted Stakeholder/ Investor Relationship Committee comprises following the Chairman and members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Arvindbhai B. Ranpariya	Chairman	Non Executive & Independent Director
Mr. Ratilal V. Baldha	Member	Non Executive & Independent Director
Mr. Gopal D. Khichadia	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholder / Investors Relationship Committee. The scope and function of the Stakeholder/ Investor Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholder/ Investor Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder / Investor Relationship Committee as approved by the Board.

B. Meetings: The Stakeholder/ Investor Relationship Committee shall meet at least at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

C. Terms of Reference: Redressal of shareholders' and investors' complaints, including and in respect of:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
- Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Probation of insider Trading) Regulations, 1992 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting,
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

Nomination and Remuneration Committee : Our Company has formed the vide Nomination and Remuneration Committee Resolution passed in the meeting of the Board of Directors dated September 30, 2014. The scope and functions of the Committee complies with requirements of section 178 of The Companies Act, 2013. The Nomination and Remuneration Committee comprises of following Chairman and the members:

Name of the Director	Status in Committee	Nature of Directorship
Mrs. Prafullaben V. Tank	Chairman	Non Executive & Independent Director
Mr. Ratilal V. Baldha	Member	Non Executive & Independent Director
Mr. Arvindbhai B. Ranpariya	Member	Non Executive & Independent Director

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings: The committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Nomination and Remuneration Committee shall be called by at least seven day's notice in advance.

C. Terms of Reference:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluations of every director's performance.
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for directors, KMPs and other employees.
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Directors.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- To formulate and administer the Employee Stock Option Scheme.

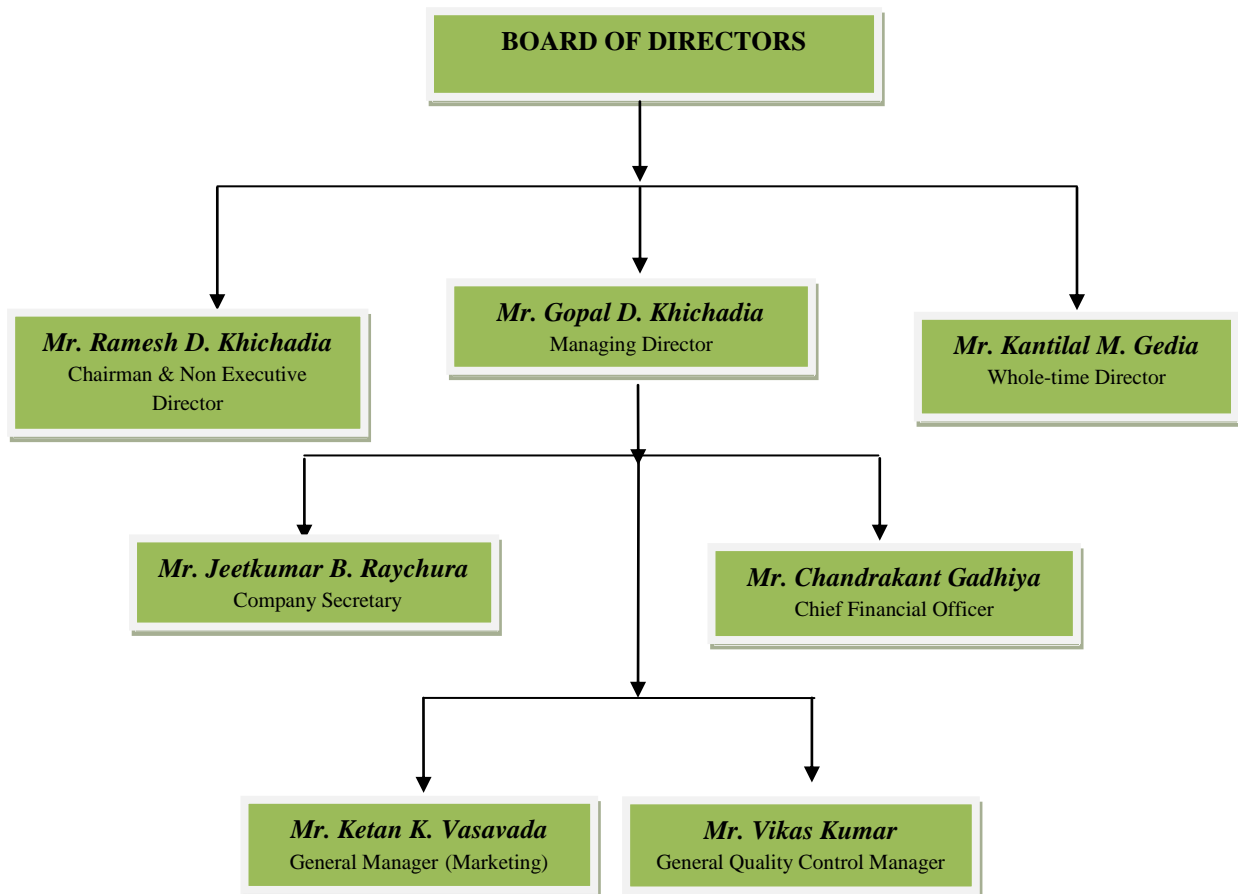
Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

The provisions of Regulation 12(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 1992 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on September 24, 2014 have approved and adopted the policy on insider trading in view of the proposed public issue.

Mr. Jeetkumar B. Raychura, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

Our Organization Chart

The following chart depicts our Management Organization Structure:



Our Key Managerial Personnel

The Board of Directors of our Company is supported by a team of qualified employees having valid and sufficient experience in various aspects of our business operations. A brief about the Key Managerial Personnel of our Company is given below:

Name, Designation & Educational Qualification	Age (Years)	Date of joining	Compensation paid for the F.Y ended 2014 (in Rs)	Over all experience (in years)	Previous employment
Name: Mr. Gopal D. Khichadia Designation: Managing Director Qualification: 9 th Std.	39	Since Incorporation	Rs. 13,93,710/-	22	-
Name: Mr. Kantilal M. Gedia Designation: Whole- Time Director Qualification: Secondary	57	Since Incorporation	Rs. 1,43,500/-	15	-
Name: Mr. Chandrakant J Gadhiya Designation: Chief Financial Officer Qualification: .B.Com	30	April 1, 2011	Rs. 3,09,800/-	8	Sensitive Industries, Rajkot
Name: Mr. Ketan K. Vasavada Designation: General Manager-Marketing Qualification: B.Sc.-Physics ; Diploma in Marketing & Sales Management	48	January 1, 2011	Rs. 8,72,790/-	22	Duke Plasto Technique Pvt. Ltd.
Name: Mr. Jeetkumar B. Raychura Designation: Company Secretary Qualification: Company Secretary.	22	August 16, 2014	Nil	1.25	Champion Agro Private Limited
Name: Mr. Vikas Kumar Designation: Quality Control Manager Qualification: Diploma in Plastic Mould Technology	24	April 1, 2011	Rs. 3,09,490/-	4	Captain Polyplast Limited

Brief Profile of our Key Managerial Personnel*

Mr. Chandrakant Gadhiya, Chief Financial Officer

Mr. Chandrakant Gadhiya holds a Bachelor's degree in Commerce from Saurashtra University, Rajkot. He has over 8 years of relevant work experience and is responsible for Finance, Accounts and Banking Management in our Company. He is Chief Financial Officer of our Company. He is a Graduate from Saurashtra University of Rajkot. Prior to joining our Company he was associated with Sensitive Industries, Rajkot.

Mr. Ketan K. Vasavada, General Manager- Marketing

Mr. Ketan K. Vasavada is General Manager-Marketing of our Company and holds a Bachelor's degree in Science –Physics from Gujarat University. He has also completed his Diploma in Marketing & Sales Management from Bhartiya Vidya Bhawan, Mumbai. At our Company, he is responsible for looking after the Sales and Marketing of our Business products. He has a total work experience of over 20 years and prior to joining our Company he was working with Duke Plasto Technique Pvt. Ltd. Our Company benefits from his relevant work experience and knowledge.

Mr. Jeetkumar B. Raychura, Company Secretary

Mr. Jeetkumar B. Raychura, aged 22 years, is the Company Secretary of our Company. He is an associate member of The Institute of Company Secretaries of India. He is responsible for handling the overall Secretarial Compliances and matters relating thereto for our Company.

Mr. Vikas Kumar, Quality Control Manager

Mr. Vikas Kumar, aged 24 years is the Quality Control Manager of our Company. He has completed Diploma in Plastics Mould & Technology (DPMT) from Central Institute of Plastics Engineering & Technology (CIPET), Hajipur Centre. He is responsible for overall Quality Check of the product manufactured by our Company.

** For brief details of Mr. Gopal D. Khichadia and Mr. Kantilal M. Gedia, please refer to Section titled "Our Management" on page no. 108 of this Prospectus.*

We confirm that:

- All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the year ended March 2014.
- Except for the terms set forth in the appointment Letters/Service Agreements the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the Issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Prospectus except as stated below:

Sr. No.	Name of KMP's	No. of Share
1	Mr. Gopal D. Khichadia	3,48,000
2	Mr. Kantilal M. Gedia	99,600

- Presently, we do not have ESOP/ESPS scheme for our employees.
- The turnover of KMPs is not high, compared to the Industry to which we belong.
- Except for Mr. Gopal D. Khichadia who is brother of Mr. Ramesh D. Khichadia (Promoter), no other Key Managerial Personnel are related to our Promoters & Directors.

Changes in the Key Managerial Personnel in Last Three Years:

There have been no changes in the Key Managerial Personnel of our Company during the last three years except as stated below:-

Sr. No.	Name	Designation	Date of Appointment / Cessation	Reasons
1	Mr. Jeetkumar B. Raychura	Company Secretary	August 16, 2014	Appointment
2	Mr. Chandrakant Gadhiya	Chief Financial Officer	September 26, 2014	Promoted as CFO.

Interest of Key Managerial Personnel in our Company

The Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Prospectus in which the Key Managerial Personnel are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Except as stated in this chapters “*Our Management*” and “*Related Party Transactions*” beginning on page no. 108 & 175 respectively of this Prospectus, our KMPs do not have any other interest in our business.


Other benefits to our Key Managerial Personnel


Except as stated in this Prospectus there are no other benefits payable to our Key Managerial Personnel.

Employees

The details about our employees appear under the Paragraph titled “Human Resource” in Chapter Titled “**Our Business**” beginning on page 79 of this Prospectus.

OUR PROMOTERS

	Mr. Ramesh D. Khichadia: Chairman, Non Executive Director	
	Qualification	B. Tech (Agri. Engg.)
	Age	48 years
	Address	A-13, Aalap Avenue, University Road, Rajkot - 360 005, Gujarat, India
	Experience	22 years
	Occupation	Business
	Permanent Account Number	AETPK0199K
	Passport Number	F4336869
	Name of Bank & Bank Account Details	Bank of Baroda, Kalawad Rd- Branch Rajkot: 15010100021600
	Driving License Number	GJ03/010730/01
	Voter Identification Card Number	JVT2025195
	Other Interests	Directorships in other companies: Captain Polyplast Limited Captain Technocast Private Limited Captain Engineering Private Limited Shareholding & Interest: Captain Polyplast Limited Captain Technocast Private Limited Captain Plastic Private Limited M/s. Ramesh D Khichadia HUF

	Mr. Gopal D. Khichadia : Managing Director	
	Qualification	9 th Class
	Age	39 years
	Address-	Krishna, Abhishek Bunglows, Dwarikadham Society, Satyasai Heart Hospital Road, Near Indralok Residency, Rajkot - 360 005, Gujarat, India
	Experience	22 years
	Occupation	Business
	Permanent Account Number	ADGPK8548J
	Passport Number	L7519733
	Name of Bank & Bank Account Details	State Bank of India, University Road Branch, Rajkot:32193925096
	Driving License Number	GJ03 19930011968
	Voter Identification Card Number	WQT3292711
	Other Interests	Directorships in other companies: Captain Polyplast Limited Captain Technocast Private Limited Shareholding & Interest: Captain Polyplast Limited Captain Technocast Private Limited Captain Plastic Private Limited M/s. Gopalbhai D. Khichadia - HUF M/s. Vaibhav Cold Storage (Partnership) M/s. Captain Gining & Processing (Partnership)

OUR CORPORATE PROMOTER

Captain Polyplast Limited

Captain Polyplast Limited was incorporated on March 27, 1997, as “Captain Polyplast Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Haveli and received the certificate of Commencement of Business on April 02, 1997. The Corporate identification number of Captain Polyplast Limited is L25209GJ1997PLC031985.

The registered office of Captain Polyplast Limited is situated at Upper Level - 25, Royal Complex, Dhebar Road, Bhutkhana Chowk, Rajkot– 360002, Gujarat, India.

The Equity shares of Captain Polyplast Limited were listed on BSE SME Exchange on December 11, 2013. The company made the initial public issue of 19,80,000 equity shares at a price of Rs. 30 each (comprising of face value of Rs. 10 each and a premium of Rs. 20 per equity share) for cash aggregating to Rs. 594.00 Lakhs. The issue opened for subscription on November 26, 2013 and closed on November 28, 2013. The date of completion of dispatch of certificate / Allotment Letter was December 10, 2013. The issue was made to fund the expansion plans of Captain Polyplast Limited i.e. for Construction of Building & Purchase of Furniture & Fixture, Purchase of Plant & Machineries and for Working Capital Requirement.

Performance vis-à-vis objects

The IPO was made by Captain Polyplast Limited to fund the expansion plans i.e. Construction of Building & Purchase of Furniture & Fixture, Purchase of Plant & Machineries and for Working Capital Requirement. The Management and the Statutory Auditors M/s. P Ghanshyam & Company, Chartered Accountants of Captain Polyplast Limited vide their respective certificates dated May 30, 2014 has certified that the fund raised through IPO has been deployed for the purpose for which it was raised and there was no deviation in actual utilisation of funds.

There has been no change in control or management of Captain Polyplast Limited since its incorporation.

The Bank Account detail of Captain Polyplast Limited is: Bank of Baroda, Kalawad Road – Branch, Rajkot Account No: - 15010200000793

Stock Market Data

The Equity Shares of Captain Polyplast Limited are listed on the SME Platform of BSE. The details of the highest and lowest price on the BSE during the preceding six months are as follows:

Month	High (Rs.)	Low (Rs.)
April 2014	45.00	42.00
May 2014	63.00	43.00
June 2014	74.00	61.00
July 2014*	73.90	62.00
August 2014	60.00	59.00
September 2014	59.50	55.00
October 01 to October 31, 2014	64.00	58.50
November 01 to November 10, 2014	61.50	58.05

* Captain Polyplast Limited has issued bonus shares in the ratio of 1:5 i.e. one share for every 5 shares held on the record date July 24, 2014 to its shareholders.

The market capitalisation of Capital Polyplast Limited on BSE SME based on the closing price of Rs. 58.05 per equity share on November 10, 2014 was Rs. 51.99 crores.

Main Objects

The main objects of as per Memorandum of Association of Captain Polyplast Limited are as under:

1. To carry on the business of manufactures, buyers, sellers, importers, exporters, assemblers, designer, developers, and dealers in H.D.P.E and rigid P.V.C. pipes and drip and sprinkler, irrigation systems and agricultural equipments, appliances and implements made of metal , alloy, glass, synthetic plastic or any other material.

2. To carry on the business of manufacture of irrigation pipes and sale of irrigation systems and manufacture and sale of industrial pipes including the business of manufacturers, processors, exporters and importers of and dealers in plastics polymers, reinforced plastics, resins fibers of vegetable or synthetic origin, plasticizers, related chemicals and articles, materials and things.
3. To carry on the business of manufacturing, distribution, generation, transmission, supervision, supply and sale of all types of power whether conventional and/or nonconventional power generation including mechanical, hydraulic, hydel, gas, wind farm, solar, by using solid, liquid, gaseous or other form of fuel(s), including conventional as well as nonconventional fuels and/or any other form of energy input and organise an integrated and efficient development of electrical energy / associated systems in accordance with the National / State economic policies and objectives laid down by government and to exploit the ancillary by production including carbon credit.
4. To generate, transmit, distribute, supply and sell power to third party and/or to central Government/State Governments, Power trading companies, Industries including commercial, residential, establishments or to any other consumers of Electricity and also for captive consumption, either directly or through transmission lines and facilities of Central Government / State Governments / Electricity Boards / Municipal bodies or any other entities whether in Public or in Private Sector of the power manufacture, generation, transmission and distribution.

Current Nature of Activities:

The Company is engaged in the business of manufacture and sale of quality Micro Irrigation Systems and allied products. The Company also undertakes supply and installation of micro irrigation systems and provision of agronomical services to farmers. The product range of Company includes wide variety of HDPE Pipes, Pipes Fittings and Irrigation Equipments including Drip Irrigation Systems, Sprinkler Irrigation Systems, Disc Filters, Screen Filters, Hydro-Cyclone Filters, Sand (Gravel) Filters, Compression Fittings, Valves (Electric & Mechanical), Fertilizer Tanks, Digital Controllers, Pressure Gauges, etc.

Further, the Company has entered in power generation business by installation of windmill at Navadra, Kalyanpur Dist, Jamnagar, Gujarat and Nanimatli, Jamnagar, Gujarat.

Promoters of Captain Polyplast Limited

The Promoters of Captain Polyplast Limited are Mr. Ramesh D. Khichadia, Mr. Gopal D. Khichadia, Mr. Kantilal M. Gedia & Mr. Ashok Patel.

Board of Directors

Currently, the Board of Directors of Captain Polyplast Limited consists of:

Sr. No.	Name	Designation
1	Mr. Ramesh D. Khichadia	Chairman & Managing Director
2	Mr. Gopal D. Khichadia	Director
3	Mr. Ashok Patel	Whole Time Director
4	Mr. Harshadray L. Patel	Non Executive Independent Director
5	Mr. Dhanji R. Padmani	Non Executive Independent Director

Shareholding Pattern

As on October 31, 2014, the shareholding pattern of Captain Polyplast Limited is as follows

(I) (a) Statement showing Shareholding Pattern

<u>Partly paid up shares</u>	No. of partly paid up shares	As a % of total no. of partly paid up shares	As a % of total no. of shares of the Company
Held by Promoter/Promoter group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00
<u>Outstanding Convertible Securities</u>	No. of outstanding Securities	As a % of total no. of outstanding Con. Securities	As a % of total no. of shares of the Company, assuming full conversion of the Securities
Held by Promoter/Promoter group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00
<u>Warrants</u>	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the Company assuming full conversion of warrants
Held by Promoter/Promoter group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00
Total paid up capital of the Company, assuming full conversion of warrants and convertible securities	89,56,230		

Category Code	Category of Shareholders	No. of Share holders	Total No. of shares	No. of shares held in demated form	Total shareholding as a % of total no. of shares		Shares pledged or otherwise encumbered		
					As a % of		No. of Shares	As a %	
					(A+B)	(A+B+C)			
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100	
(A)	Shareholding of Promoter and Promoter Group								
(1)	Indian								
(a)	Individuals/H.U.F	14	53,05,980	53,05,980	59.24	59.24	0	0.00	
(b)	Central/State Government(s)	0	0	0	0.00	0.00	0	0.00	

Category Code	Category of Shareholders	No. of Share holders	Total No. of shares	No. of shares held in demated form	Total shareholding as a % of total no. of shares		Shares pledged or otherwise encumbered	
					As a % of		No. of Shares	As a %
					(A+B)	(A+B+C)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(c)	Bodies Corporate	2	12,74,250	12,74,250	14.23	14.23	0	0.00
(d)	Financial Institutions/Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	Employee Welfare Trust	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A)(1)	16	65,80,230	65,80,230	73.47	73.47		
(2)	Foreign							
(a)	Individuals(Non Resident Individuals/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)							
e-i								
	Sub Total (A)(2)	0	0	0	0.00	0.00	0	0.00
	Total holding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	16	65,80,230	65,80,230	73.47	73.47		
(B)	Public Shareholding							
1	Institutions							
(a)	Mutual Fund/UTI	0	0	0	0.00	0.00	0	0.00
(b)	Financial Institutions/Banks	0	0	0	0.00	0.00	0	0.00
(c)	Central/State Government(s)	0	0	0	0.00	0.00	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0.00
(e)	Insurance Companies	0	0	0	0.00	0.00	0	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00	0	0.00
(g)	Foreign Venture Cap. Investors	0	0	0	0.00	0.00	0	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(i)	Market Makers	1	1,24,800	1,24,800	1.39	1.39	0	0.00
	Sub-Total (B)(1)	1	1,24,800	1,24,800	1.39	1.39	0	0.00
B 2	Non Institutions							
(a)	Bodies Corporate	7	3,60,002	3,60,002	4.02	4.02	0	0.00
(b)	Individuals							

Category Code	Category of Shareholders	No. of Share holders	Total No. of shares	No. of shares held in demated form	Total shareholding as a % of total no. of shares		Shares pledged or otherwise encumbered	
					As a % of		No. of Shares	As a %
					(A+B)	(A+B+C)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
I	Individual-i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	216	12,47,998	12,47,998	13.93	13.93	0	0.00
II	ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	20	6,43,200	6,43,200	7.18	7.18	0	0.00
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(d)	Any Other(specify)	0	0	0	0.00	0.00	0	0.00
(d-i)	NRI - Non Rep	0	0	0	0.00	0.00	0	0.00
(d-ii)	NRI- Rep.	0	0	0	0.00	0.00	0	0.00
(d-iii)	Foreign National	0	0	0	0.00	0.00	0	0.00
(d-iv)	Overseas Corporate Bodies	0	0	0	0.00	0.00	0	0.00
(d-v)	Foreign Bodies	0	0	0	0.00	0.00	0	0.00
(d-vi)	Trust	0	0	0	0.00	0.00	0	0.00
(d-vii)	Clearing Member	0	0	0	0.00	0.00	0	0.00
	Sub-Total (B)(2)	243	22,51,200	22,51,200	25.14	25.14	0	0.00
	Total Public shareholding (B)=(B)(1)+(B)(2)	244	23,76,000	23,76,000	26.53	26.53	0	0.00
	TOTAL (A)+(B)	260	89,56,230	89,56,230	100.00	100.00	0	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0		0.00	0	0.00
1	Promoter and Promoter Group							
2	Public							
	Sub Total (C)	0	0	0		0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	260	89,56,230	89,56,230	100.00	100.00	0	0.00

(I) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"											
(I) Sr. No.	(II) Name of the shareholder	(III) Details of Shares held		(IV) Encumbered shares(*)			(V) Details of warrants		(VI) Details of convertible securities		(VII) Total shares (including underlying shares assuming full conversion of warrants and convertible securities as a % of diluted share capital)
		No of Shares held	As a % of grand total (A)+(B)+(C)	No.	As a %	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	No of warrants held	As a % of total number of warrants of the same class	No. of convertible securities held	As a % of total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI) = (V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Rameshbhai Devrajbhai Khichadia	16,42,260	18.34	0	0.00	0.00	0	0.00	0	0.00	18.34
2	Gopal Devrajbhai Khichadia	13,74,060	15.34	0	0.00	0.00	0	0.00	0	0.00	15.34
3	Captain Pipes Private Limited	9,72,000	10.85	0	0.00	0.00	0	0.00	0	0.00	10.85
4	Sangeetaben Rameshbhai Khichadia	5,35,200	5.98	0	0.00	0.00	0	0.00	0	0.00	5.98
5	Pansuria Kanji Mohanbhai	4,49,700	5.02	0	0.00	0.00	0	0.00	0	0.00	5.02
6	Ritesh R. Khichadia	3,57,300	3.99	0	0.00	0.00	0	0.00	0	0.00	3.99
7	Captain Plastic Private Limited	3,02,250	3.37	0	0.00	0.00	0	0.00	0	0.00	3.37
8	Kantilal Manilal Gediya	2,83,620	3.17	0	0.00	0.00	0	0.00	0	0.00	3.17
9	Khichadia Rameshbhai Devrajbhai Huf	2,10,000	2.34	0	0.00	0.00	0	0.00	0	0.00	2.34
10	Ratilal M Pansuriya	92,400	1.03	0	0.00	0.00	0	0.00	0	0.00	1.03
11	Lilavantiben K. Gediya	89,400	1.00	0	0.00	0.00	0	0.00	0	0.00	1.00
12	Pansuriya Jayantilal M	85,800	0.96	0	0.00	0.00	0	0.00	0	0.00	0.96
13	Bhavesh Kantilal Gediya	63,180	0.71	0	0.00	0.00	0	0.00	0	0.00	0.71
14	Gopalbhai Devrajbhai Khichadia Huf .	63,000	0.70	0	0.00	0.00	0	0.00	0	0.00	0.70

15	Rashmitaben Gopalbhai Khichadia	57,000	0.64	0	0.00	0.00	0	0.00	0	0.00	0.64
16	Ashokbhai Kanjibhai Patel	3,060	0.03	0	0.00	0.00	0	0.00	0	0.00	0.03
	TOTAL	65,80,230	73.47	0	0.00	0.00	0	0.00	0	0.00	73.47

(* The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations , 2011

(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares.								
Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities as a % of diluted share capital
				No of warrants held	As a % of total number of warrants of the same class	Number of convertible securities held	As a % of total no of convertible securities of the same class	
1	Hem Securities Limited	4,56,000	5.09	0	0.00	0	0.00	5.09
2	Sanjaybhai Nathabhai Gajera	2,06,400	2.30	0	0.00	0	0.00	2.30
3	Hem Chand Jain	96,000	1.07	0	0.00	0	0.00	1.07
	TOTAL	6,62,400	8.47	0	0.00	0	0.00	8.47

Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with (I)(c)(ii) PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company								
Sr.No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities as a % of diluted share capital)
				No of warrants held	As a % of total number of warrants of the same class	Number of convertible securities held	As a % of total number of convertible securities of the same class	
1	Hem Securities Limited	4,56,000	5.09	0	0.00	0	0.00	5.09
TOTAL		4,56,000	5.09	0	0.00	0	0.00	5.09

(1) (d) Statement showing details of locked in shares

Sr. No.	Name of shareholder	No. of locked-in shares	Locked-in shares as percentage of total no. of shares {i.e. Grand Total(A)+(B)+C} indicated in statement at para(1)(a) above}	Promoter/ Promoter Group/ Public
1	Rameshbhai Devrajbhai Khichadia	13,68,550	15.28	Promoters
2	Gopal Devrajbhai Khichadia	11,45,050	12.78	Promoters
3	Captain Pipes Private Limited	8,10,000	9.04	Bodies Corporate
4	Sangeetaben Rameshbhai Khichadia	4,46,000	4.98	Promoters
5	Pansuria Kanji Mohanbhai	3,74,750	4.18	Promoters
6	Ritesh R. Khichadia	2,97,750	3.32	Promoters
7	Captain Plastic Private Limited	2,51,875	2.81	Bodies Corporate

Sr. No.	Name of shareholder	No. of locked-in shares	Locked-in shares as percentage of total no. of shares {i.e. Grand Total(A)+(B)+C} indicated in statement at para(1)(a) above}	Promoter/ Promoter Group/ Public
8	Kantilal Manilal Gediya	2,36,350	2.64	Promoters
9	Khichadia Rameshbhai Devrajbhai Huf	1,75,000	1.95	Promoters
10	Ratilal M Pansuriya	77,000	0.86	Promoters
11	Lilavantiben K. Gediya	74,500	0.83	Promoters
12	Pansuriya Jayantilal M	71,500	0.80	Promoters
13	Bhavesh Kantilal Gediya	52,650	0.59	Promoters
14	Gopalbhai Devrajbhai Khichadia Huf	52,500	0.59	Promoters
15	Rashmitaben Gopalbhai Khichadia	47,500	0.53	Promoters
16	Ashokbhai Kanjibhai Patel	2,550	0.03	Promoters
	TOTAL	54,83,525	61.23	

(II) (a) Statement showing details of Depository Receipts (DRS)				
Sr. No.	Type of outstanding Dr(ADRs, GDRs, SDRs, etc)	No. of DRs	No. of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total no. of shares {I.e. Grand Total (A)+(B)+C} indicated in Statement at para (1)(a)above}
				0.00
	TOTAL	0	0	0.00

(II) (b) Statement showing holding of Depository Receipts (DRs) where underlying shares are in excess of 1% of the total no.of shares				
Sr. No.	Name of the DR Holder	Type of outstanding DR(ADRs, GDRs, SDRs, etc.)	No. of shares underlying outstanding DRs.	Shares underlying outstanding DRs as a percentage of total no. of shares {I.e. Grand Total (A)+(B)+C} indicated in Statement at para (1)(a)above}
				0.00
	TOTAL	0	0	0.00

Audited Financial Information

	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	746.35	219.34	195.59
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses)	1147.18	868.61	539.35
Networth	1893.53	1087.95	734.93
Total Income including other income	8243.72	6310.73	5140.34
Profit/ (Loss) after tax	211.58	258.01	135.18
Earnings per share (FV Rs. 10/- each)	3.46	12.76	6.91
Net asset value per share (Rs)	25.37	49.60	37.58

Mechanism for redressal of investor grievances

All share related matters, namely transfer, transmission, transposition, dividend, change of name, address and signature of mandate and power of attorney, replacement, split, consolidation, dematerialisation and rematerialisation of shares, issue of duplicate certificates etc. are handled by Captain Polyplast Limited's Registrar and Transfer Agent being Sharepro Services (India) Private Limited ("RTA").

Investors correspond with RTA and Captain Polyplast Limited on all share related matters. The Board of Directors of Captain Polyplast Limited has constituted a Shareholder's / Investors Grievance Committee in accordance with clause 52 of the Listing Agreement with the Stock Exchanges to specifically look into the redressal of complaints of investors such as transfers or credit of shares to demat accounts, non receipt of dividend/ interest/ annual reports, etc.

Status of Complaints

Details of Complaints received are as follows:

Period	Pending at the Beginning	Received	Resolved	Pending at the End	Time Taken
2012-13	Not Applicable as the Company was not listed				
2013-14	Nil	Nil	Nil	Nil	Nil
2014-15	Nil	Nil	Nil	Nil	Nil

There are Nil investor complaints pending on the date of filing of this Prospectus with BSE.

Other disclosures

The equity shares of Captain Polyplast Limited are listed on SME Platform of BSE. No action has been taken against the company by any Stock Exchange or SEBI till date. Captain Polyplast Limited is not sick company within the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 and is not under the Board for Industrial and Financial Reconstruction. Further Captain Polyplast Limited is not under winding up, neither does it have a negative networth. There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against Captain Polyplast Limited.

Declaration

Our Company confirms that the details of our Promoters viz., Permanent Account Number, Bank Account Number, Passport Number of individual Promoters and Company Registration Number and the addresses of the Registrar of Companies where our Corporate Promoter i.e. Captain Polyplast Limited is registered, has been submitted to BSE at the time of filing the Draft Prospectus with them.

Undertaking / confirmations

None of our Promoters or Promoter Group or Group Companies/entities or person in control of our Company, the natural persons in control of our corporate Promoter has been (i) prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or (ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad. None of our

Promoters, person in control of our Company, persons in control of our Corporate Promoter are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group Companies have been declared as a wilful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

Common Pursuits

Our Individual Promoters have promoted our Corporate Promoter viz Captain Polyplast Limited. Further our Promoters have promoted our Promoter Group / Group Companies Captain Plastic Private Limited which are engaged in similar line of business that of our Company. As on the date of this Prospectus, none of the above said entities manufactures any products being manufactured by us. However, we cannot assure that our Promoter / Group Companies will not expand their businesses and manufacture the same products that we manufacture nor we can assure that our Promoters will not favor the interests of the said Companies over our interest which may increase our chances of facing competition. This may adversely affect our business operations and financial condition of our Company. For details of our Promoter Group and Group Company refer to Section titled “*Our Promoter Group and Group Companies / Entities*” on page 133 of this Prospectus.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

Interest of Promoters

Our Promoters viz. are interested to the extent of their shareholding in our Company and dividend payable thereon, if any. Our individual Promoters are the Executive and Non Executive Director of our Company and may be deemed to be interested to the extent of remuneration, as per the terms of their appointment and reimbursement of expenses payable to them or sitting fees paid to them.

Our individual Promoters Mr. Ramesh D. Khichadia & Mr. Gopal D. Khichadia are also Promoters as well as Managing Director & Director of our corporate Promoter i.e. Captain Polyplast Limited and may also be deemed to be indirectly interested to the extent of shareholding of our Corporate Promoter i.e. Captain Polyplast Limited in our Company.

Our Promoters may be interested in the transactions with our Company such as but not limited to, purchase/sales of goods, unsecured loans etc. the details of which is stated in the section titled “*Related Party Transactions*” on page 175 of this Prospectus.

Further, our Company uses the Intellectual Property Rights like brand name “**CAPTAIN**” and Logo which belongs to our Corporate Promoter i.e. Captain Polyplast Limited and may be deemed to be interested to such extent for the use of such Intellectual Property Rights.

Interest in the property of our Company

Our promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us till the date of filing the Prospectus with RoC.

Related Party Transactions

For the transactions with our Promoter Group entities, please refer to section titled “**Related Party Transactions**” on page 175 of this Prospectus.

Except as stated in “**Related Party Transactions**” beginning on page 175 of this Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

Payment or Benefit to Promoters of Our Company

For details of payments or benefits paid to our Promoters, please refer to the paragraph “**Compensation of our Managing Director and Whole - time Director**” in the chapter titled “***Our Management***” on page 111. Also refer Annexure - R on “***Related Party Transactions***” on page 175 forming part of “***Financial Information of the Company***” and Paragraph on “***Interest of Promoters***” on page 131 of this Prospectus.

Other ventures of our Promoters

Save and except as disclosed in the section titled “***Our Promoters***” and “***Our Promoter Group and Group Companies / Entities***” beginning on page 120 & 133 respectively of this Prospectus, there are no ventures promoted by our Promoters in which they have any business interests / other interests.

Litigation details pertaining to our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “***Outstanding Litigations and Material Developments***” beginning on page 200 of this Prospectus.

OUR PROMOTER GROUP AND GROUP COMPANIES / ENTITIES

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

1. Natural Persons who are part of the Promoter Group

As per Regulation 2(zb)(ii) of the SEBI (ICDR) Regulations, 2009, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters), other than the Promoters, are as follows:

Relationship	Mr. Ramesh D. Khichadia	Mr. Gopal D. Khichadia
Father	-	-
Mother	Mrs. Radiyatben D. Khichadia	Mrs. Radiyatben D. Khichadia
Spouse	Mrs. Sangeetaben R. Khichadia	Mrs. Rashmitaben G. Khichadia
Brother	Mr. Tansukh D. Khichadia, Mr. Gopal D. Khichadia, Mr. Girdhar D. Khichadia	Mr. Tansukh D. Khichadia, Mr. Ramesh D. Khichadia, Mr. Girdhar D. Khichadia
Sister	Mrs. Kantaben K. Pansuriya	Mrs. Kantaben K. Pansuriya
Son	Mr. Ritesh R. Khichadia	Mr. Archil G. Khichadia
Daughter	-	Ms. Forum G. Khichadia
Spouse's Father	-	-
Spouse's Mother	Mrs. Kanchanben V. Ghadia	Mrs. Ramaben Ramji Savaliya
Spouse's Brother	Mr. Kishor V. Ghadia	Mr. Nikhil Ramji Savaliya
Spouse's Sister	Mrs. Ilaben M. Trada	Mrs. Parulaben Ramesh Gajera
	Mrs. Rekhaben C. Hirpara	Mrs. Manishaben, Mrs. Vinu Vaghasiya
	Mrs. Neetaben J. Ajudiya	Mrs. Rinaben Chetan Paghdar
	Mrs. Hetalben S. Gondaliya	-

2. Other Individuals who are part of the Promoter Group

Other Individuals who do not form part of the definition provided in Regulation 2(zb)(ii) of the SEBI (ICDR) Regulations, 2009, but whose shareholding is aggregated in terms of Regulation 2(zb)(v) of the SEBI (ICDR) Regulations, 2009 for the purpose of disclosing in this Prospectus under the heading "shareholding of the promoter group":

Name	No of shares held
Mr. Kantilal M. Gedia	99,600
Mr. Kanji M. Pansuria	1,40,000
Mr. Dharmesh Pansuriya	1,66,000
Mr. Rakesh J. Pansuriya	1,26,000
Total	5,31,600

3. Corporate Entities or Firms forming part of the Promoter Group

As per Regulation 2(zb) of the SEBI (ICDR) Regulations, 2009, the following entities would form part of our Promoter Group:

Nature of Relationship	Entity
For Individual Promoters	
Any Body corporate in which ten percent or more of the equity share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoter or any one or more of his immediate relative is a member.	1. Captain Technocast Private Limited 2. Captain Plastic Private Limited 3. Capital Polyplast (Guj) Private Limited 4. Captain Engineering Private Limited
Any Body corporate in which a body corporate as provided above holds ten percent or more of the equity share capital	-
Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than ten percent of the total	1. M/s. Ramesh D. Khichadia (HUF) 2. M/s. Gopalbhai D. Khichadia (HUF) 3. M/s. Tansukh D. Khichadia (HUF) 4. M/s. Girdhar D. Khichadia (HUF)

	5. M/s. Vaibhav Cold Storage (Partnership firm) 6. M/s. Captain Ginning & Pressing Factory (Partnership firm) 7. M/s. Capital Polymers (Partnership firm)
For Corporate Promoter	
A subsidiary or holding company of such body corporate.	Not Applicable
Any body corporate in which the promoter holds ten percent. or more of the equity share capital or which holds ten per cent or more of the equity share capital of the promoter.	1. Captain Engineering Private Limited
Any body corporate in which a group of individuals or companies or combinations thereof which hold twenty percent. or more of the equity share capital in that body corporate also holds twenty percent. or more of the equity share capital of the issuer.	1. Captain Technocast Private Limited 2. Captain Plastic Private Limited 3. Captain Engineering Private Limited

OUR GROUP COMPANIES / ENTITIES

- Captain Technocast Private Limited
- Captain Plastic Private Limited
- Captain Engineering Private Limited
- M/s. Vaibhav Cold Storage (Partnership firm)
- M/s. Captain Ginning & Pressing Factory (Partnership firm)
- M/s. Ramesh D. Khichadia (HUF)
- M/s. Gopalbhai D. Khichadia (HUF)

Details of Group Companies:

1. Captain Technocast Private Limited

Main objects :	To carry on in India or elsewhere the business of manufacturing, producing, altering, converting, refining, smelting, fabricating, repairing, finishing, processing, treating, improving, manipulating, extruding, milling, slitting, cutting, casting, forging, rolling and rerolling of all shapes, sizes varieties, specification, dimensions, descriptions and strengths of iron and steel products including bars, rod, structures, profilers, pipes, sheets, castings, wires, rolling, metals and grids.		
Date of Incorporation	July 20, 2010		
CIN	U27300GJ2010PTC061678		
PAN Card no.	AAECC0636M		
Registered Office Address	Survey No. 257, Plot No.4, N.H. 8-B, Shapar – Veraval, Rajkot – 360002, Gujarat, India.		
Board of Directors	Mr. Ramesh D Khichadia Mr. Gopal D Khichadia Mr. Anilbhai Vasantbhai Bhalu Mr. Shailesh Karshanbhai Bhut		
	<i>(Rs. in Lacs, except per share data)</i>		
Audited Financial Information	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	127.00	125.00	100.00
Reserves and Surplus (excluding Revaluation Reserve and Less Misc. Expenses, if any)	(3.70)	(29.63)	(0.26)
Networth	123.30	95.37	99.74
Income including other income	842.49	424.69	Nil
Profit/ (Loss) after tax	25.87	(38.82)	Nil
Earnings per share (face value of Rs. 10 each)	2.04	(3.11)	Nil
Net asset value per share	9.71	7.63	9.97

Shareholding Pattern as on the date of this Prospectus is as follows:

Sr. No.	Name of the Equity Shareholder	No. of Equity Shares held	%age of Shareholding
1	Mr. Rameshbhai D. Khichadia	1,95,000	15.35
2	Mrs. Sangeetaben R. Khichadia	80,000	6.30
3	Mr. Gopalbhai D. Khichadia	1,05,000	8.27
4	Mr. Dharmeshbhai J. Pansuriya	71,600	5.64
5	Mr. Kantilal M. Gedia	15,000	1.18
6	Mr. Bhaveshbhai K. Gediya	30,000	2.36
7	Mr. Kaushikbhai V. Mori	30,000	2.36
8	Mr. Pankajbhai V. Mori	20,000	1.57
9	Mr. Anilbhai V. Bhalu	50,430	3.97
10	Mrs. Neetaben A. Bhalu	29,250	2.30
11	Mr. Vaghjibhai G. Bhalu	54,000	4.25
12	Mr. Smitbhai V. Bhalu	52,930	4.17
13	Mrs. Rashmitaben S. Bhalu	26,750	2.11
14	Mr. Deepakbhai D. Bhut	46,620	3.67
15	Mrs. Pushpaben D. Bhut	37,500	2.95
16	Mr. Sanjaybhai D. Bhut	46,620	3.67
17	Mrs. Komalben S. Bhut	37,500	2.95
18	Mr. Shaileshbhai K. Bhut	63,900	5.03
19	Mrs. Sonalben S. Bhut	25,000	1.97
20	Mr. Durlabhai P. Bhut	37,500	2.95
21	Mr. Bharatbhai M. Dadhania	28,750	2.26
22	Mr. Dharmeshbhai B. Dadhania	64,500	5.08
23	Mrs. Ranjanben B. Dadhania	33,750	2.66
24	Mr. Ritesh Rameshbhai Khichadia	49,400	3.89
25	Mr. Kanjibhai M. Pansuriya	25,500	2.01
26	Mrs. Falguniben Kaushikbhai Mori	13,500	1.06
	TOTAL	12,70,000	100.00

Nature and extent of interest of our Promoters

The Promoters of our Company directly or indirectly through their immediate relatives hold the following shares in Captain Technocast Private Limited and are interested to such extent of the shareholding as mentioned herein below:

Sr. No.	Name of the Equity Shareholder	No. of Equity Shares held	%age of Shareholding
1	Mr. Ramesh D. Khichadia	1,95,000	15.35
2	Mrs. Sangeetaben R. Khichadia	80,000	6.30
3	Mr. Gopal D. Khichadia	1,05,000	8.27
4	Mr. Ritesh R. Khichadia	49,400	3.89

Captain Technocast Pvt. Ltd is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

2. Captain Plastic Private Limited

Main objects:	To carry on the business of manufacturers, buyers, sellers, importers, assemblers, designers, developers and dealers in H.D.P.E and rigid P.V.C. pipes and plastic product drip and sprinkler irrigation systems and agricultural equipments, appliances and implements made of metal, alloy, glass, synthetic plastic or any other related materials.
Date of Incorporation	June 03, 2010
CIN	U25200GJ2010PTC060947
PAN Card no.	AAECC0094R
Registered Office Address	Survey No. 257, Plot No.9, N.H. 8-B, Shapar – Veraval, Rajkot

	– 360002, Gujarat, India.		
Board of Directors	Mr. Bhavesh K. Gedia Mr. Giradhar D. Khichadia		
	<i>(Rs. in Lacs, except per share data)</i>		
Audited Financial Information	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	4.60	4.60	4.60
Reserves and Surplus (excluding Revaluation Reserve and Less Misc. Expenses, if any)	108.25	108.46	108.68
Networth	112.85	113.06	113.28
Income including other income	Nil	Nil	Nil
Profit/ (Loss) after tax	(0.22)	(0.22)	(0.22)
Earnings per share (face value of Rs. 10 each)	Nil	Nil	Nil
Net asset value per share	245.33	245.78	246.26

Shareholding Pattern as on the date of this Prospectus is as follows:

S. No.	Name of the Equity Shareholder	No. of Shares held	%age of Shareholding
1	Mr. Giradhar Devraj Khichadia	5,000	10.87
2	Mr. Bhavesh Kantilal Gediya	5,000	10.87
3	Mr. Ramesh D. Khichadia	15,000	32.61
4	Mr. Gopal D. Khichadia	10,000	21.74
5	M/s. Silverline Mercantile Private Limited	7,500	16.30
6	M/s. Prabhu Commercial Private Limited	1,000	2.17
7	M/s. Evergrow Dealmark Private Limited	2,500	5.43
	Total	46,000	100.00

Nature and extent of interest of our Promoters

The Promoters of our Company directly or indirectly through their immediate relatives hold the following shares in Captain Plastic Private Limited and are interested to such extent of the shareholding as mentioned herein below:

S. No.	Name	No. of Shares held	%age of Shareholding
1	Mr. Ramesh D. Khichadia	15,000	32.61
2	Mr. Gopal D. Khichadia	10,000	21.74
3	Mr. Giradhar Devraj Khichadia	5,000	10.87

Captain Plastic Pvt. Ltd is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

3. Captain Engineering Private Limited

Main objects:	To carry on business as manufacturers, buyers, sellers, dealers, distributors, exporters, importers, hirers, stockiest, surveyors, valuers, agents, clearing agents, processors, assemblers, repairers, erections and commissioning of pumps and engineering products and power driven or hand operated used for industrial, agricultural, domestic and other purposes including submersible pumps, centrifugal pumps, turbine pumps, pressure pumps, chemical pumps, flood pumps, vacuum pumps, spray pumps, hydraulic pumps, water pumps and their components, semi-finished goods, raw-materials, accessories and spare parts including electric motors.
Date of Incorporation	March 18, 2014
CIN	U31500GJ2014PTC079172
PAN Card no.	AAFCC6329N
Registered Office Address	Survey No - 257, Plot No. 10, N.H. No. 8-B, Shapar (Veraval),

	Rajkot, Gujarat – 360002.
Board of Directors	Ramesh D. Khichadia Dharmesh Jentibhai Pansuriya Sanjay Durlabhbhai Bhut Rajeshbhai Jamnadas Kaneriya
	(Rs. in Lacs, except per share data)
Audited Financial Information	For The Year Ended
	March 31, 2014
Equity Capital	1.00
Reserves and Surplus (excluding Revaluation Reserve and Less Misc. Expenses, if any)	(0.02)
Networth	0.98
Income including other income	Nil
Profit/ (Loss) after tax	(0.02)
Earnings per share (face value of Rs. 10 each)	Nil
Net asset value per share (Rs.)	9.75

Shareholding Pattern as on the date of this Prospectus is as follows:

Sr. No.	Name of the Equity Shareholder	No. of Shares held	%age of Shareholding
1	Anilbhai V. Bhalu	70,000	7.00
2	Smitbhai V. Bhalu	70,000	7.00
3	Deepakbhai D. Bhut	70,000	7.00
4	Sanjaybhai D. Bhut	70,000	7.00
5	Rajeshbhai J. Kaneriya	60,000	6.00
6	Mrugendrakumar j. Kaneriya	60,000	6.00
7	Vijaybhai J. Kaneriya	60,000	6.00
8	Shaileshbhai K. Bhut	30,000	3.00
9	Captain Polyplast Ltd.	2,50,000	25.00
10	Dharmeshbhai J. Pansuriya	73,475	7.35
11	Ramesh D. Khichadia (HUF)	36,525	3.65
12	Ritesh R. Khichadia	1,23,325	12.33
13	Sangitaben R. Khichadia	26,675	2.67
	Total	10,00,000	100.00%

Nature and extent of interest of our Promoters

The Promoters of our Company directly or indirectly through their immediate relatives hold the following shares in Captain Engineering Private Limited and are interested to such extent of the shareholding as mentioned herein below:

Sr. No.	Name of the Equity Shareholder	No. of Shares held	%age of Shareholding
1	Captain Polyplast Ltd.	2,50,000	25.00
2	Ramesh D. Khichadia (HUF)	36,525	3.65
3	Ritesh R. Khichadia	1,23,325	12.33
4	Sangitaben R. Khichadia	26,675	2.67

Captain Engineering Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

Partnership Firms

4. Vaibhav Cold Storage

M/s. 'Vaibhav Cold Storage' is a partnership firm between Mr. Gopalbhai D. Khichadia and relations interse are governed by a deed of Partnership dated 10.07.2013, having its principal place of business at.:-Vegdi, Tal.:-Dhoraji, Dist.:-Rajkot. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated 10.07.2013

Date of Formation	10.07.2013
Date of supplementary Partnership Deed	10.07.2013
Registration Number	N.A.
Registered Address	At.:-Vegdi, Tal.:-Dhoraji, Dist.:-Rajkot.
Nature of Business	Cold Storage

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Jayeshbhai Vitthalbhai Radadiya	20.00
2	Mr. Dilipbhai Jethabhai Hirpara	20.00
3	Mr. Haji Rafik Haji Yakub Tumbi	20.00
4	Mr. Gopal D. Khichadia	20.00
5	Mr. Dharmeshkumar Jayantilal Pansuriya	20.00

Brief Audited Financial Details

The Partner's Capital Account in the partnership firm is Rs. 115.55 Lakhs as on March 31, 2014. Since, it is a newly incorporated partnership firm (during the financial year 2013-14), the financial results have not been prepared.

5. Captain Ginning & Pressing Factory

M/s. 'Captain Ginning & Pressing Factory' is a partnership firm between Mr. Gopal D. Khichadia and relations interse are governed by a deed of Partnership dated 18.04.2011, having its principal place of business at.:-Raydi, Tal.:-Jam Kandorana, Dist.:-Rajkot. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated 18.04.2011

Date of Formation	18.04.2011
Date of supplementary Partnership Deed	18.04.2011
Registration Number	-
Registered Address	At.:-Raydi, Tal.:-Jam Kandorana, Dist.:-Rajkot.
Nature of Business	Cotton Ginning Presiing.

Partners

Sr. No.	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Ratilal Mohanlal Pansuriya	20.00
2	Mr. Rakesh Jayantilal Pansuriya	20.00
3	Mr. Janakray Jethalal Hirpara	20.00
4	Mr. Gopal D. Khichadia	20.00
5	Mr. Shabbir Yakub Tumbi	20.00

Brief Audited Financial Details

(in lacs)

Particulars	For the year ending March 31,		
	2014	2013	2012
Partner's Capital Account	174.17	150.83	143.77
Sales	3086.60	2,421.89	558.13
Other Income	12.51	355.99	310.12
Total Income	3099.11	2,777.88	868.25
Net Profit/(Loss)	20.53	17.43	9.47

Hindu Undivided Families (HUF'S)

Sr. No.	Name of HUF and PAN	Name of Karta	Member of HUF
1	M/s. Ramesh D. Khichadia AACHK6997C	Mr. Ramesh D. Khichadia	Mr. Ramesh D. Khichadia Mrs. Sangeetaben R. Khichadia Mr. Ritesh R. Khichadia
2	M/s. Gopal D Khichadia AACHK6993G	Mr. Gopal D Khichadia	Mr. Gopal D. Khichadia Mrs. Rashmitaben G. Khichadia Mr. Archil Khichadia Ms. Foram Khichadia

Ramesh D. Khichadia - HUF

Ramesh D. Khichadia HUF is a Hindu un-divided family and was formed on April 1, 1999. Mr. Ramesh D. Khichadia is the Karta of the HUF.

Financial Performance

(Rs. in Lacs)

Sr. No.	Particulars	As At March*		
		2013	2012	2011
1.	Capital	40.35	33.80	30.17
2.	Income	7.34	4.25	6.64

*The Audited Financials for the year 2014 is yet to be prepared.

Gopal D Khichadia - HUF

Gopal D Khichadia HUF is a Hindu un-divided family and was formed on April 1, 1999. Mr. Gopal D Khichadia is the Karta of the HUF.

Financial Performance

(Rs. in Lacs)

Sr. No.	Particulars	As At March*		
		2013	2012	2011
1.	Capital	35.59	32.51	29.26
2.	Income	3.80	3.88	4.82

*The Audited Financials for the year 2014 is yet to be prepared.

Note:

Litigations

For details on litigations and disputes pending against the Group Company, if any, please refer to the section titled “*Outstanding Litigations and Material Developments*” on page 200 of this Prospectus.

Companies / Ventures with which the Promoters have disassociated themselves in the last three years

None of our Promoters have disassociated themselves from any companies, firms or other entities during the last three years preceding the date of this Prospectus.

Undertaking / confirmations

None of our Promoters or Promoter Group or Group Companies/entities or person in control of our Company, the natural persons in control of our corporate Promoter has been (i) prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or (ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad. None of our Promoters, person in control of our Company, persons in control of our Corporate Promoter are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group Companies / entities have been declared as a wilful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

Common Pursuits/Conflict of Interest

Except for, Captain Polyplast Limited & Captain Plastic Private Limited, none of our Promoter / Group Companies has any common pursuits. For details please refer to chapter titled "***Our Promoters***" on page 120 of this Prospectus.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

For details relating to sales or purchases between our Company and any of our Group entities exceeding 10% of the sales or purchases of our Company see the chapter titled "***Restated Financial Statements - Related Party Disclosures***" on page 175 of this Prospectus.

DIVIDEND POLICY

The declaration and payment of dividend, if any, will be recommended by the Board of Directors and approved by the Shareholders of our Company, at their discretion, subject to the provisions of the Articles of Association and the Companies Act.

Generally, the factors that may be considered by the Board of Directors before making any recommendations for Dividends include, but not limited to are, Company's future expansion plans and capital requirements, profits earned during the financial year, cost of raising funds, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

Our Company has no formal dividend policy.

Our Company has not declared any dividends in any of the Financial Years preceding the filing of this Prospectus.

SECTION V: FINANCIAL INFORMATION OF THE COMPANY**RESTATED FINANCIAL STATEMENTS****INDEPENDENT AUDITOR'S REPORT**

(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

To,
The Board of Directors,
Captain Pipes Limited,
Survey No-257, Plot No. 23 to 28,
N.H. No. 8-b, Shapar (Veraval), Rajkot,
Gujarat – PIN 360002

Dear Sir,

Report on Restated Financial Statements

We have examined the Restated Financial Statements of **M/s. CAPTAIN PIPES LIMITED (formerly known as CAPTAIN PIPES PRIVATE LIMITED)** (hereinafter referred as “the Company”), the summarized statements of which annexed to this report have been prepared in accordance with the requirements of:

- i) Section 26 read with the applicable provisions within Rule-4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the “Act”) and
 - ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the Regulation”) (“SEBI ICDR Regulations”) issued by the Securities and Exchange Board of India (SEBI) and amendments made thereto from time to time;
 - iii) The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of BSE Limited (“IPO” or “SME IPO”); and
 - iv) The (Revised) Guidance Note on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India (“ICAI”)
 - v) In terms of Schedule VIII of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts, we, **M/s S S Rathi & Co**, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the “Peer Review Board” of the ICAI.
1. The Restated Summary Statements and Financial information of the Company have been extracted by the management from the Audited Financial Statements of the Company for the financial Period ended From 01st April 2014 to September 10, 2014, and the financial year ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 which have been approved by the Board of Directors.
 2. Financial Statements for the financial Period ended From 01st April 2014 to September 10, 2014, and the financial year ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 have been audited by M/s P.H. Patel & Associates, Chartered Accountants and accordingly reliance has been placed on the financial information examined by them for the said Period/Years. The Financial Report included for these years is based solely on the report submitted by them.
 3. We have carried out re-audit of the financial statements for the period/Year ended on September 10, 2014, and March 31, 2014 as required by SEBI regulations.
 4. **Financial Information as per Audited Financial Statements:**
 1. We have examined:
 - a. The attached Restated Statement of Assets and Liabilities of the company , as at September 10, 2014, March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 (Annexure I);

- b. The attached Restated Statement of Profits and Losses of the Company for financial Period/Years ended on September 10, 2014, March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 (Annexure II);
- c. The attached Restated Statement of Cash Flows of the Company for financial Period/Years ended on September 10, 2014, March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 (Annexure III);
- d. The Significant Accounting Policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings. (Annexure IV);

(Collectively hereinafter referred as “**Restated Financial Statements**” or “**Restated Summary Statements**”)

2. In accordance with the requirements of Act, ICDR Regulations, Guidance Note on the reports in Company Prospectus (Revised) issued by ICAI and the terms of our Engagement Letter, we further report that:
- (i) The “**Restated Statement of Assets and Liabilities**” as set out in **Annexure I** to this report, of the Company as at September 10, 2014, March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
- (ii) The “**Restated Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for financial Period/Years ended on September 10, 2014, March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
- (iii) The “**Restated Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for financial Period/Years ended on September 10, 2014, March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in **Annexure IV** to this Report.

Based on the above and also as per the reliance placed by us on the audited financial statements of the company and Auditors Report thereon which have been prepared by Statutory Auditor of the Company for the year/period ended on september10, 2014, March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010, we are of the opinion that “**Restated Financial Statements**” or “**Restated Summary Statements**” have been made after incorporating:

- a) Adjustments for any material amounts in the respective financial years have been made to which they relate; and
- b) There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements.
- c) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
- d) Adjustments in Financial Statements have been made in accordance with the correct accounting policies, which includes the impact of provision of gratuity made on actuarial valuation basis in the Restated Financial statements.
- e) There was no change in accounting policies, which needs to be adjusted in the “Restated Financial Statements” except for provision for Gratuity which has not been provided on the mercantile basis.
- f) There are no revaluation reserves, which need to be disclosed separately in the “**Restated Financial Statements**”.
- g) The Company has not paid any dividend on its equity shares till September 10, 2014.

5. Other Financial Information:

1. We have also examined the following financial information as set out in annexure prepared by the Management and as approved by the Board of Directors of the Company for the Period/Years ended on September 10, 2014, March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010.

Restated Statement of Share Capital, Reserves And Surplus	Annexure-A
Restated Statement of Long Term And Short Term Borrowings	Annexure-B, B(A) and B(B)
Restated Statement of Deferred Tax (Assets) / Liabilities	Annexure-C
Restated Statement of Long Term Provisions	Annexure-D
Restated Statement of Trade Payables	Annexure-E
Restated Statement of Other Current Liabilities And Short Term Provisions	Annexure-F
Restated Statement of Fixed Assets	Annexure-G
Restated Statement of Non-Current Investments	Annexure-H
Restated Statement of Long-Term Loans And Advances	Annexure-I
Restated Statement of Inventory	Annexure-J
Restated Statement of Trade Receivables	Annexure-K
Restated Statement of Cash & Cash Equivalents	Annexure-L
Restated Statement of Short-Term Loans And Advances	Annexure-M
Restated Statement of Other Current Assets	Annexure-N
Restated Statement of Other Income	Annexure-O
Restated Statement of Turnover	Annexure-P
Restated Statement of Mandatory Accounting Ratios	Annexure-Q
Restated Statement of Related party transaction	Annexure-R
Restated Statement of Capitalization	Annexure-S
Restated Statement of Tax shelter	Annexure-T
Restated Statement of Contingent liabilities	Annexure-U

2. The Restated Financial Information contain all the disclosures required by the SEBI ICDR regulations and partial disclosures as required by Accounting Standards notified under the Companies Act, 1956 of India read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Act.
3. We have carried out re-audit of the financial statements for the year/period ended on September 10, 2014, and March 31, 2014 as required by SEBI regulations. We have not audited any financial statements of the Company as of any date or for any period subsequent to September 10, 2014. Accordingly, we do not express any opinion on the financial position, results or cash flows of the Company as of any date or for any period subsequent to September 10, 2014.
4. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.
5. In our opinion, the above financial information contained in Annexure I to III and Annexure A to U of this report read along with the Restated statement of Significant Accounting Policies and Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Act, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India ("ICAI") to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.
6. Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

7. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report, nor should this constructed as a new opinion on any of the financial statements referred to herein.
8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
9. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or adjusted for any other purpose without our written consent.

6. Auditor's Responsibility

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

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

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

7. Opinion

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

- a) In the case of Restated Statement of Assets and Liabilities of the Company as at 31st March, 2010, 31st March, 2011, 31st March, 2012, 31st March, 2013, 31st March 2014 and 10th September 2014;
- b) In the case of the Restated Statement of Profit and Loss, of the profit of the Company for the Period/Years ended on that date; and
- c) In the case of the Restated Cash Flow Statement, of the cash flows of the Company for the Period/Years ended on that date.

For S S Rathi & Co
Chartered Accountants
FRN 108726W

CA Ravi K Jagetiya
Partner
Membership No. 134691
Date: October 10, 2014
Place: Mumbai

The Statutory Auditor of the Company M/s. P. H. Patel & Associates, Chartered Accountants, vide their Certificate dated October 31, 2014 have certified that there is no audit qualifications in the financial statements of Captain Pipes Limited for the period ended April 01, 2014 to September 10, 2014 and for years ended March 31, 2014, 2013, 2012, 2011 & 2010.

ANNEXURE - I**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Amt in Rs.)

Particulars	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
I. EQUITY AND LIABILITIES						
Shareholder's Funds						
Share Capital	15,287,800	11,287,800	11,287,800	4,495,000	4,495,000	3,364,000
Reserves and Surplus (excluding Revaluation Reserves, if any)	24,422,138	15,051,728	16,190,361	5,855,082	14,361,665	6,218,190
Share Application Money Pending Allotment	-	-	3,000	-	-	-
Non Current Liabilities						
Long-term Borrowings	49,131,634	54,622,557	40,325,050	30,879,533	25,400,673	5,081,000
Deferred Tax Liabilities (Net)	-	-	-	-	-	16,449
Long-term Provisions	382,696	381,747	247,034	85,966	8,280	-
Current Liabilities						
Short-term Borrowings	69,924,996	54,005,979	27,338,580	29,182,929	8,841,757	-
Trade Payables	53,509,560	44,945,165	47,823,844	24,207,749	15,238,435	134,380
Other Current Liabilities	14,180,328	12,941,414	8,178,000	6,139,987	6,683,553	3,325,000
Short-term Provisions	1,241,086	917,589	5,558	-	-	48,119
Total	228,080,238	194,153,979	151,399,227	100,846,246	75,029,363	18,187,138
II. Assets						
Non Current Assets						
Fixed assets						
(i) Tangible Assets	100,318,131	80,840,217	60,734,941	48,032,647	46,873,494	13,888,347
(ii) Capital Work in Progress	-	-	-	-	-	622,311
Deferred Tax Assets (Net)	746,373	4,137,366	5,206,332	4,983,671	772,314	-
Non Current Investments	8,060,000	8,060,000	8,060,000	700,000	700,000	-
Long-term Loans and Advances	1,248,425	1,208,425	1,745,666	1,110,071	1,109,571	3,595,000
Current assets						
Inventories	52,397,317	46,200,482	32,835,648	28,133,103	16,463,874	-
Trade Receivables	53,046,576	33,228,770	36,999,290	13,259,617	1,163,726	-
Cash and Cash Equivalents	6,855,015	6,631,948	1,889,520	656,568	319,756	77,980
Short-term Loans and Advances	5,334,805	13,702,523	3,838,706	3,868,705	7,568,538	3,500
Other Current Assets	73,596	144,248	89,124	101,864	58,090	-
Total	228,080,238	194,153,979	151,399,227	100,846,246	75,029,363	18,187,138

Note: The above statement should be read with the significant accounting policies and notes to restated summary statements, restated statement of profit and loss and restated cash flow statement as appearing in Annexures IV, II and III.

ANNEXURE - II**RESTATED STATEMENT OF PROFIT AND LOSS**

(Amt. in Rs.)

Particulars		For the Year ended					
		10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Revenue from Operations		153,603,215	401,042,489	302,045,709	105,212,596	20,101,768	-
Other income		59,301	5,61,131	1,265,671	220,220	113,212	-
Total Revenue	A	153,662,516	401,603,620	303,311,380	105,432,816	20,214,980	-
Expenses:							
Cost of Material Consumed		128,145,567	334,934,299	246,286,503	59,645,933	14,820,811	-
Purchases of Traded Goods		651,929	22,942,317	9,608,934	43,074,661	10,418,250	-
Changes in inventories of finished goods, WIP and Stock-in-Trade		(5,787,038)	(12,162,687)	3,911,174	(15,023,468)	(8,111,952)	-
Employee benefits expense		4,122,282	10,499,100	8,522,746	5,231,081	508,697	-
Finance costs		7,695,592	13,964,766	8,815,679	8,038,540	2,042,128	2,813
Depreciation and amortization expense		2,639,491	7,188,461	5,447,439	5,309,487	1,653,317	1,268
Other expenses		9,409,772	23,845,470	20,582,048	11,874,522	2,023,017	151,280
Total Expenses	B	146,877,595	401,211,726	303,174,523	118,150,756	23,354,268	155,361
Profit before exceptional and extraordinary items and tax (A-B)	C	6,784,921	391,894	136,857	(12,717,940)	(3,139,288)	(155,361)
Exceptional/Prior Period item		-	-	-	-	-	-
Profit before extraordinary items and tax		6,784,921	391,894	136,857	(12,717,940)	(3,139,288)	(155,361)
Extraordinary item		-	-	-	-	-	-
Profit Before Tax		6,784,921	391,894	136,857	(12,717,940)	(3,139,288)	(155,361)
Provision for Tax							
- Current Tax		-	-	-	-	-	-
- Deferred Tax Liability / (Asset)		3,390,992	1,068,967	(222,662)	(4,211,357)	(788,763)	16,449
- Tax adjustment of prior years		-	-	-	-	-	-
Restated profit after tax from continuing operations		3,393,929	(677,073)	359,519	(8,506,583)	(2,350,525)	(171,810)
Profit/ (Loss) from Discontinuing operation		-	-	-	-	-	-
Restated profit for the year		3,393,929	(677,073)	359,519	(8,506,583)	(2,350,525)	(171,810)
Balance brought forward from previous year		(11,346,472)	(10,669,399)	(11,028,918)	(2,522,335)	(171,810)	-
WDV Written off Computer		(23,518)	-	-	-	-	-
Accumulated Profit/ (Loss) carried to Balance Sheet		(7,976,062)	(11,346,472)	(10,669,399)	(11,028,918)	(2,522,335)	(171,810)
Note: The above statement should be read with the significant accounting policies and notes to restated summary statements, restated statement of assets and liabilities and restated cash flow statement as appearing in Annexure IV, I and III.							

ANNEXURE - III**RESTATED CASH FLOW STATEMENT**

(Amt. in Rs.)

Particulars	For the Year ended					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
A. Cash Flow From Operating Activities:						
Net Profit before taxes	6,784,921	391,894	136,857	(12,717,940)	(3,139,288)	(155,361)
Adjustments for:						
Profit on sale of fixed assets	-	-	-	-	-	-
Prior Period Income	-	-	-	-	-	-
Interest Income	59,301	398,361	171,016	66,229	52,527	-
Depreciation	2,639,491	7,188,461	5,447,439	5,309,347	1,653,317	1,268
Interest & Finance Charges	7,695,592	13,964,766	8,815,679	8,038,540	2,042,128	2,813
Operating Profit before Working Capital Changes	17,060,703	21,146,760	14,228,959	563,718	503,630	(151,280)
Adjustments for:						
(Increase)/Decrease in trade receivables	(19,817,806)	3,770,520	(23,739,673)	(12,095,891)	(1,163,726)	0
(Increase)/Decrease in inventories	(6,196,835)	(13,364,834)	(4,702,545)	(11,669,229)	(16,463,874)	-
(Increase)/Decrease in Short Term loans and advances	8,438,370	(9,918,941)	42,739	3,656,059	(7,623,128)	(3,500)
(Increase)/Decrease in Long Term loans and advances	(40,000)	537,241	(635,595)	(500)	2,485,429	(3,595,000)
Increase/(Decrease) in trade payables	8,564,395	(2,878,679)	23,616,095	8,969,314	15,104,055	134,380
Increase/(Decrease) in provisions	323,497	912,031	5,558	-	(48,119)	48,119
Increase/(Decrease) in other current liabilities	(531,240)	679,728	396,413	(686,126)	983,553	-
Increase/(Decrease) in other long term liabilities	(949)	(134,713)	(161,068)	(77,686)	(8,280)	-
	(9,258,670)	(20,128,221)	(4,855,940)	(11,748,687)	(6,717,530)	(3,416,001)
Cash flow from operating activities	7,802,033	1,018,539	9,373,019	(11,184,969)	(6,213,900)	(3,567,281)
Less: Tax paid	-	-	-	-	-	-
Cash flow from operating activity (A)	7,802,033	1,018,539	9,373,019	(11,184,969)	(6,213,900)	(3,567,281)
B. Cash flow from investing activity						
Purchase of tangible fixed assets	(22,140,923)	(27,293,737)	(18,149,733)	(6,468,499)	(34,016,153)	(14,511,926)
Purchase of long-term	-	-	(7,360,000)	-	(700,000)	-

Particulars	For the Year ended					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
investments						
Sale of tangible fixed assets	-	-	-	-	-	-
Sale of long term investments	-	-	-	-	-	-
Interest received	59,301	398,361	171,016	66,229	52,527	-
Cash flow from investing activity (B)	(22,081,622)	(26,895,376)	(25,338,717)	(6,402,270)	(34,663,626)	(14,511,926)
C) Cash flow from financing activity						
Proceeds from issue of Share Capital	10,000,000	(3,000)	16,310,000	-	11,625,000	9,754,000
Proceed from other reserve	-	(461,560)	461,560	-	-	-
Reversal Effect Subsidy	-	-	-	-	-	-
Repayment of Long Term borrowings	(3,720,769)	18,381,193	11,087,117	5,621,420	22,694,673	8,406,000
Net Increase/(decrease) in working capital borrowings	15,919,017	26,667,399	(1,844,349)	20,341,172	8,841,757	-
Interest paid	(7,695,592)	(13,964,766)	(8,815,679)	(8,038,540)	(2,042,128)	(2,813)
Cash flow from financing activity(C)	14,502,656	30,619,266	17,198,649	17,924,052	41,119,302	18,157,187
Net Increase/(Decrease) in Cash & Cash Equivalents	223,067	4,742,428	1,232,952	336,812	241,776	77,980
Cash & Cash Equivalents at the beginning of the year	6,631,948	1,889,520	656,568	319,756	77,980	-
Cash & Cash Equivalents at the end of the year	6,855,015	6,631,948	1,889,520	656,568	319,756	77,980
Note:						
1. The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard -3 on Cash Flow Statement, specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).						
2. Figures in Brackets represents outflow.						
3. The above statement should be read with the significant accounting policies and notes to restated summary statements, restated statement of assets and liabilities and restated statement of profit and loss as appearing in Annexures IV, I and II.						

ANNEXURE-IV**SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED SUMMARY STATEMENTS****A. BACKGROUND**

M/s. Captain Pipes Pvt. Ltd was incorporated under the Companies Act, 1956 in the year 2010 as a Private Limited Company and installed a project in Rajkot at Shapar (Veraval). The Company is engaged in Manufacturing of U PVC pipes and Plumbing/Agri fittings. During the financial year 2014-15, the Company's name has been changed From Captain Pipes Pvt. Ltd to Captain Pipes Limited. Company has been changed from Pvt. Ltd Company to a limited Company. However, no money has been raised by the Company through public issue.

B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Restated Summary Statement of Assets and Liabilities of the Company as on September 10, 2014, March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011, and March 31, 2010 and the Restated Summary Statement of Profit and Loss and Restated Summary Statements of Cash Flows for the period ended on September 10, 2014 and years ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 and the annexure thereto (collectively, the “**Restated Financial Statements**” or “**Restated Summary Statements**”) have been extracted by the management from the Financial Statements of the Company for the period ended September 10, 2014 and years ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014).

2. USE OF ESTIMATES

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, employee retirement benefit plans, provision for income tax and the useful lives of fixed assets. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

3. FIXED ASSETS

Fixed assets are stated at historical cost less accumulated depreciation. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are shown as Capital Work-in-Progress. Cost includes cost of land, materials, construction, services, borrowing costs and other overheads relating to projects.

4. DEPRECIATION

With effect from April 01, 2014, depreciation on tangible fixed assets is provided on the straight line method as per useful life prescribed in Schedule II to the Companies Act, 2013 and up to March 31, 2014, depreciation on tangible fixed assets is provided on the written down value method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

Assets having WDV as on 31.03.2014, but not having useful life as per Schedule II to the Companies Act, 2013, such Asset's WDV as on 31.03.2014 has been adjusted with the balance of Retained earnings as on 01.04.2014.

5. BORROWING COSTS

Borrowing costs that is directly attributable to the acquisition or construction of a qualifying asset is considered as part of the cost of the asset/project. All other borrowing costs are treated as period cost and charged to the profit and loss account in the year in which incurred.

6. IMPAIRMENT OF ASSETS

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belong is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account.

7. INVESTMENTS

Long-term investments are stated at cost. Provision for diminution, if any, in the value of each long-term investment is made to recognize a decline, other than of a temporary nature.

8. INVENTORIES

Inventories are stated at cost or net realizable value whichever is lower on FIFO basis.

9. REVENUE RECOGNITION

- ii. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.
- iii. Sale is recognized on dispatch to goods from point of sales.
- iv. Other income is accounted for on accrual basis in accordance with Accounting Standards (AS) 9- "Revenue Recognition".

10. FOREIGN CURRENCY TRANSACTIONS

Transaction denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction and any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of profit and Loss except in case where they relate to acquisition of fixed assets in which case they are adjusted with the carrying cost of such assets.

11. ACCOUNTING FOR GOVERNMENT GRANTS

A. Grants/subsidy is recognized unless reasonably assured to be realized and the Company had complied with the conditions attached to the grant.

B. Grant/subsidy towards specific assets is treated as deferred income in the statement of profit and loss on rational basis over the useful life of the depreciable assets. Grant related to non depreciable asset is credited capital reserve unless it stipulates fulfillment of certain obligations.

C. Grants of revenue nature is recognized in the statements of profit and loss over the period to match with the related cost, which are intended to be compensated. Such grant is reduced from the related cost.

11. EMPLOYEE BENEFITS

Defined-contribution plans:

A defined contribution plan is a post-employment benefit plan under which the company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund. The Company's contributions to Employees Provident Fund are charged to statement of profit and loss every year.

The company has no policy of encashment and accumulation of Leave. Therefore, no provision of Leave Encashment is being made.

Employee Gratuity Fund Scheme is the Defined Benefit Plan. Provision for gratuity has been made in the accounts, in case of those employees who are eligible for the retirement benefits. Gratuity is paid at the time of retirement of employees. Provision for gratuity liability is provided based on Actuarial Valuation made.

Short Term Employee Benefits like leave benefit, if any, are paid along with salary and wages on a month to month basis, bonus to employees are charged to profit and loss account on the basis of actual payment on year to year basis.

12. ACCOUNTING FOR TAXES ON INCOME

i. Provision for current tax is made, based on the tax payable under the Income Tax Act, 1961 after considering tax allowances and exemptions.

ii. Deferred tax on timing differences between taxable and accounting income is accounted for, using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date.

iii. Deferred tax assets on unabsorbed tax losses and unabsorbed depreciation are recognized only when there is a virtual certainty of their realization. Other items are recognized only when there is a reasonable certainty of their realization.

13. CONTINGENT LIABILITIES AND PROVISIONS

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- a) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

14. EARNINGS PER SHARE:

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

15. CASH FLOW:

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

C. CHANGES IN ACCOUNTING POLICIES IN THE PERIOD/YEARSS COVERED IN THE RESTATED FINANCIALS

There is no change in significant accounting policies except for

- 1.) Provision for Gratuity which has been accounted on cash basis by the management rather than based on the actuarial valuation.
- 2.) Grants of revenue nature are recognized in the statements of profit and loss over the period to match with the related cost. The Company has created capital reserve for such government grant instead of accounting as income to match with the related period cost.

D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

1. The financial statements for the years ended prior to April 1, 2011 were prepared as per the then-applicable pre-revised Schedule VI of the Companies Act 1956. Consequent to the notification of the revised schedule VI under the Companies Act, 1956, the financial statements for the year ended March 31, 2012, March 31, 2013, March 31, 2014, September 10, 2014 are prepared as per the revised schedule VI. Accordingly, the figures of the previous years have also been re-classified to conform to classification as per the revised schedule VI. However, the adoption of revised schedule VI for the figures of the previous year's does not impact recognition and measurement principles followed for the preparation of these financial statements.
2. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
3. The current maturities of the Secured Long Term Borrowings have been reclassified as Short Term Borrowings and Long Term Borrowings, to that extent, Audited Balance Sheet figures has been restated.
4. Accounting of subsidy received/receivable from government has been considered in respective year only based on the actual realization of subsidy. Grants/subsidy is recognized unless reasonably assured to be realized and the Company had complied with the conditions attached to the grants, therefore revenue subsidy/grant after 30th September 2012 has not been accounted pending the realization thereof.
5. The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006. Consequently the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.

6. Employee benefits:

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under:-

(in Rs.)

Particulars	10-09-2014	2013-14	2012-13	2011-12	2010-11	2009-10
1.The amounts recognized in the Balance Sheet are as follows:						
Present value of unfunded obligations recognised	382696	381747	247034	85966	8280	-
Net Liability						
2.The amounts recognized in the Profit & Loss A/c are as follows:						
Current Service Cost	79685	134842	85690	31639	8280	-
Interest on Defined Benefit Obligation	17770	19812	7307	680	-	-
Net Actuarial Losses / (Gains) Recognized in Year	(96506)	(19941)	68071	45367	-	-
Past Service Cost	-	-	-	-	-	-
Total, Included in "Salaries, Allowances & Welfare"	949	134713	161068	77686	8280	-
3.Changes in the present value of defined benefit obligation:						
Defined benefit obligation as at the beginning of the year/period	381747	247034	85966	8280	-	-
Service cost	79685	134842	85690	31639	8280	-
Interest cost	17770	19812	7307	680	-	-
Actuarial Losses/(Gains)	(96506)	(19941)	68071	45367	-	-
Defined benefit obligation as at the end of the year/period	382696	381747	247034	85966	8280	-
Benefit Description						
Benefit type:	Gratuity Valuation as per Act					
Retirement Age:	58 Years	58 Years	58 Years	58 Years	58 Years	NA
Vesting Period:	5 Years	5 Years	5 Years	5 Years	5 Years	NA
The principal actuarial assumptions for the above are:						
Future Salary Rise:	6%	6%	6%	6%	6%	NA
Discount rate per annum:	8.94%	9.31%	8.02%	8.50%	8.21%	NA
Attrition Rate:	2%	2%	2%	2%	2%	NA
Mortality Rate:	Indian Assured Lives Mortality (2006-08) Ultimate			LIC 1994-96 (Ultimate)		NA

7. Segment Reporting (AS 17)

The Company is required to disclose the information required by Accounting Standard- 17. No separate segments have, however, been reported as the company does not have more than one business Segments within the meaning of Accounting standard -17, which differ from each other in risk and reward.

8. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on September 10, 2014 except as mentioned in Annexure -U, for any of the years covered by the statements.

9. Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure – R of the enclosed financial statements.

10. Accounting For Taxes on Income (AS 22)

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year/period is reported as under:

Particulars	Amount In Rs.					
	As at					
Deferred Tax Liability	10/09/2014	31/03/2014	31/03/2013	31/03/2012	31/03/2011	31/03/2010
Net Block as per Restated Accounts	85954266	66,476,352	46,371,075	33,668,782	32,509,629	53,232
Net Block as per Income Tax	74052206	58,764,403	44,305,298	32,229,046	31,157,009	-
Timing difference-Depreciation	11,902,060	7,711,949	2,065,777	1,439,736	1,352,620	53,232
Deferred Tax Liability (a)	3,677,737	2,382,992	638,325	444,878	417,960	16,449
Incremental Depreciation	1,294,745	1,744,667	193,447	26,918	401,511	16,449
Gratuity Expenses charged to Profit and Loss	949	134,713	161,068	77,686	8,280	-
Business loss	(6,784,921)	(391,894)	(136,857)	8,241,951	1,404,287	-
Unabsorbed Depreciation	-	2,443,913	1,322,419	5,396,462	2,439,453	-
DTA @ 30.90%	(2,096,247)	675,700	416,109	4,238,275	1,190,274	-
Cumulative Deferred Tax Assets	4,424,110	6,520,357	5,844,657	5,428,548	1,190,274	-
Deferred Tax Assets (B)	4,424,110	6,520,358	5,844,657	5,428,549	1,190,274	-
Cumulative Balance of Deferred Tax Liability (A-B)	(746,373)	(4,137,366)	(5,206,332)	(4,983,671)	(772,314)	16,449

11. Earnings Per Share (AS 20):

Earnings per Share have been calculated is already reported in the Annexure –Q of the enclosed financial statements.

12. MATERIAL ADJUSTMENTS [AS PER SEBI (ICDR) REGULATIONS, 2009]

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 1956, and as replaced by Company Act 2013 after 01st April 2014 and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective period / years and their impact on the profit / (losses) and assets and liabilities of the Company is as under.

Statement of adjustments in the Financial Statements

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit & losses of the company.

1. Statement of Profit and Loss after Tax
Table -1

Amount in Rs.

Particulars		10-09-2014	2013-14	2012-13	2011-12	2010-11	2009-10
Profit Before Tax As per Audited Accounts		7,033,715	(340360)	(775,167)	(13,557,332)	(3,023,600)	-
Prior Period Income		-	1739373	-	-	-	-
Deferred tax charge/(credit)		-	473804	-	-	-	-
Net Profit After Tax as per audited accounts but before adjustments for restated accounts:	A	7,033,715	1,872,817	(775,167)	(13,557,332)	(3,023,600)	-
Adjustments for income and Expenses: (Expenses)/Reversal of Expenses or Income							
(a) Recognition of Gratuity Expense not provided earlier		(71,244)	(529,787)	161,068	77,686	8,280	-
(b) Short Depreciation(net) charged in Books		292,409	43,227	47,190	50,923	36,444	1,268
(c) Increase/(Decrease) in other/ prior period income		(27,629)	(1,691,881)	-	75,000	-	-
(d) Reduction/Addition in Fixed Assets, Transferred in/from Profit and Loss Account (Revenue/ Capital Nature)		-	-	-	-	(4,575)	-
(e) Decrease in Finance Charges		-	-	922,080	694,800	-	-
(f) Reduction in Preliminary Expenses		-	(198,202)	(198,202)	(198,202)	75,540	154,093
Total of Adjustments (a to f)	B	248,794	1,007,119	(912,024)	(839,393)	115,689	155,361
Adjustments on account of Taxes							
(g) Add/(Less): Deferred tax not provided earlier / Wrongly provided earlier		3,390,992	1,542,771	(222,662)	(4,211,357)	(788,763)	16,449
Net Adjustments	C	3,639,786	2,549,890	(1,134,686)	(5,050,750)	(673,074)	171,810
Net Profit as per Restated(A-C)		3,393,929	(677,073)	359,519	(8,506,582)	(2,350,526)	(171,810)

2. Reserves and Surplus

Table-2

Amount In Rs.

Reserves and surplus		10-09-2014	2013-14	2012-13	2011-12	2010-11	2009-10
As per Audited Accounts	A	24,277,473	11,271,387	11,195,541	1,072,868	13,860,400	6,390,000
Adjustments on account of :							
(a) : Add/(less) Net Increase /(decrease) in Profit after tax		(3,639,786)	(2,549,890)	1,134,686	5,050,750	673,074	(171,810)
(b) : (less) Elimination of Elimination of Other Reserves		27,629	(356,470)	(922,080)	(769,800)	-	-
(c) Less: Prior period items accounted in respective years.		-	1,691,881	-	-	-	-
(d) Computer WDV Written off		(23,518)	-	-	-	-	-
Total adjustments	B	(3,635,675)	(1,214,479)	212,606	4,280,950	673,074	(171,810)
Cumulative changes of Previous years	C	144,666	3,780,341	4,994,820	4,782,214	501,264	(171,810)
As per Restated Accounts	A+B+C	24,422,139	15,051,728	16,190,361	5,855,082	14,361,664	6,218,190

3. Statement of Fixed Assets

Table-3

Amount in Rs.

PARTICULARS		As at					
		10-09-2014	2013-14	2012-13	2011-12	2010-11	2009-10
FIXED ASSETS							
	As per Audited Account	100,601,828	80,807,987	60,303,013	47,553,530	46,343,454	13,998,895
	Adjustments on account of :						
Less:	(a) Cumulative Reduction in Fixed Assets, Transferred in Profit and Loss Account (Revenue Nature)	(187,765)	(211,282)	(567,752)	(567,752)	(567,752)	(513,031)
Add:	(b) Cumulative Excess Depreciation charged in Books	(471,461)	(179,052)	(135,824)	(88,635)	(37,712)	(1,268)
Net Fixed Assets As per Restated Financials		100,318,132	80,840,217	60,734,941	48,032,647	46,873,494	14,510,658

a) Adjustment on account of provision for Gratuity:

The Company did not provide gratuity in any of the earlier years except for the financial year 2013-14 onwards. The same has been provided for the purpose of Restatement on the basis of Actuarial Report. **This has resulted in change in accounting policy.**

b) Adjustment on account of Provision of Deferred Tax:

The Company has recognizing deferred tax assets first time in the FY 2013-14. For the purpose of Restatement, the deferred tax liability and asset has been recalculated. The figures for earlier years have been adjusted in the respective year which also includes the impact of deferred tax on the amount of restated depreciation & provision for Gratuity.

c) Fixed Assets capitalized as per AS-10:

The Company has accounted expenses incurred for fixed assets which was intended for bringing the assets to its working conditions as preliminary expenses. During the financial year 2009-10, Rs. 513031/- related to fixed assets was transferred to Tangible fixed assets from preliminary expenses accounted by the issuer.

d) Preliminary expenses not qualifying as Intangible assets as per AS-26 Written off:

During the financial year 2009-10 Rs. 1,54,093/- was accounted as expenses being not qualifying as intangible assets. The Company has treated such expenses as preliminary expenses. The same has been written off in the Restated financial statements.

e) Prior period Income During the FY 2013-14:

During the financial year 2013-14 Rs. 17,39,373/- pertaining to Government subsidy received for the period from FY 2009-10 to 30th September 2012 transferred from capital reserve to profit and loss account. In Restated financials the same has been accounted as per AS-12 on Accounting for government grants.

f) Depreciation on Fixed Assets:

- 1) Depreciation on Computer has been considered from the date when it was put to use. Since the Computer was purchased in FY 2009-10, therefore depreciation has been calculated and charged to profit and loss account. Effect thereof has been given in the Restated financial for the financial year 2009-10.
- 2) Computer Assets having WDV as on 31.03.2014 of Rs. 23,518/- but not having useful life as per Schedule II to the Companies Act, 2013, such Asset's WDV as on 31.03.2014 has been adjusted with the balance of Retained earnings as on 01.04.2014.
- 3) During the Financial year 2010-11, Expenses of Rs. 50,146/- related to Test Run Electricity & Inspection has been capitalized to plant and machinery which was earlier accounted by the Company as "Preliminary expenses".
- 4) During the Financial year 2010-11, Expenses of Rs. 4,575/- related to Test Run Electricity & Inspection has been capitalized to plant and machinery which was earlier debited in profit and loss account.

13. Realisations:

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

14. Contractual liabilities

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

15. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 read with notification no. 8/7/2006 – CDN dt 17/05/2007, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The Company is in the process of compiling relevant information from its suppliers about their coverage under the said Act. Since the relevant information is not readily available, no disclosures have been made in the accounts. However in the view of the management, the impact of interest, if any, that may be payable as per the provisions of this Act is not expected to be material.

16. Amounts in the financial statements

Amounts in the financial statements are rounded off to nearest rupee. Figures in brackets indicate negative values.

17. Previous year's figures

The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Figures of all the previous year's dealt in this statement have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure to the extent possible.

ANNEXURE – A**STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS**

(Amt. in Rs.)

Particulars	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Share Capital						
Authorised Share Capital						
Equity shares of Rs.10 each	5,000,000	1,250,000	1,250,000	500,000	500,000	500,000
Share Capital	50,000,000	12,500,000	12,500,000	5,000,000	5,000,000	5,000,000
Issued, Subscribed and Paid up Share Capital						
Equity Shares of Rs. 10 each fully paid up	1,528,780	1,128,780	1,128,780	449,500	449,500	336,400
Share Capital (in Rs.)	15,287,800	11,287,800	11,287,800	4,495,000	4,495,000	3,364,000
Total	15,287,800	11,287,800	11,287,800	4,495,000	4,495,000	3,364,000
Reserves and Surplus						
A) Securities Premium	32,398,200	26,398,200	26,398,200	16,884,000	16,884,000	6,390,000
	32,398,200	26,398,200	26,398,200	16,884,000	16,884,000	6,390,000
B) Other Reserve (Lab Equipment Subsidy)	-	-	461,560	-	-	-
	-	-	461,560	-	-	-
C) Surplus in Profit and Loss account						
Opening Balance	(11,346,472)	(10,669,399)	(11,028,918)	(2,522,335)	(171,810)	-
Add: Restated profit/ (Loss) for the year	3,393,929	(677,073)	359,519	(8,506,583)	(2,350,525)	(171,810)
Less:Deffered Tax Liability (Transitional Provision)	-	-	-	-	-	-
Less:WDV of Computer Written off	23,518	-	-	-	-	-
	(7,976,062)	(11,346,472)	(10,669,399)	(11,028,918)	(2,522,335)	(171,810)
Total (A+B+C)	24,422,138	15,051,728	16,190,361	5,855,082	14,361,665	6,218,190

1. The company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share
2. Company does not have any Revaluation Reserve.
3. The reconciliation of the number of shares outstanding as at: -

Particulars	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Number of shares at the beginning	1128780	1128780	449500	449500	336400	0
Add: Shares issued during the year	400000	0	679280	0	113100	336400
Number of shares at the end	1528780	1128780	1128780	449500	449500	336400

4. The detail of shareholders holding more than 5% of Shares as at: -

Name of Share Holder	As at (No of Shares)					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Mr. Ramesh D. Khichadia	151000	105000	105000	105000	105000	105000
Mr. Gopal D. Khichadia	174000	138400	138400	84200	84200	84200
Mr. Kanji M. Pansuria	NA	70000	70000	60000	60000	50000
Mr. Kantilal M. Gedia	NA	NA	NA	25800	25800	25800
Amar Commercial Private Limited	NA	NA	NA	NA	NA	20000
Red Hot Mercantile Private Limited	NA	NA	NA	NA	NA	20000

Name of Share Holder	As at (No of Shares)					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Rameshbhai D. Khichdia-HUF	117500	117500	117500	NA	NA	NA
Mr. Dharmesh Pansuriya	83000	83000	83000	NA	NA	NA
Mr. Ritesh R. Khichadia	79000	79000	79000	NA	NA	NA
Mr. Rakesh J. Pansuriya	NA	63000	63000	NA	NA	NA
Captain Polyplast Limited	615300	215000	215000	NA	NA	NA

ANNEXURE - B**STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS**

(Amt. In Rs.)

PARTICULARS	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Long Term Borrowings						
From Banks/Financial Institutions (Secured)						
Term Loans	39,491,944	30,987,490	18,365,143	17,101,015	21,569,673	4,175,000
Car Loans	0	0	30907	142518	0	0
Loans and advances (Unsecured)						
From Promoters/Directors/Related Parties	970,000	5,789,000	9,979,000	13,636,000	3,831,000	906,000
From others	8,669,690	17,846,067	11,950,000	-	-	-
Total	49131634	54622557	40325050	30879533	25400673	5081000
Current portion of long-term borrowings, included under Other current liabilities						
Term Loans and Car Loan	13338000	11567846	7484160	5842560	5700000	3325000
Short Term Borrowings						
From Banks (Secured)						
Cash Credit	55146377	54005979	22375073	29182929	8841757	0
buyers Credit	14778619	0	4963507	0	0	0
Total	69924996	54005979	27338580	29182929	8841757	0
The above amount includes:						
Secured Borrowings	122,754,940	96,561,315	53,218,790	52,269,022	36,111,430	7,500,000
Unsecured Borrowings	9,639,690	23,635,067	21,929,000	13,636,000	3,831,000	906,000

Notes:

- 1) The terms and conditions and other information in respect of Secured Loans are given in Annexure -B (A)
- 2) The terms and conditions and other information in respect of Unsecured Loans are given in Annexure – B (B)

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

Name of Lender	Purpose	Sanctioned Amount (Rs. In lakhs)	Rate of interest	Securities offered	Re-Payment Schedule	Moratorium	Outstanding amount as on 10.09.2014 as per Books (in Rs.)	Outstanding amount as on 31.03.2014 as per Books (in Rs.)
Secured Loan								
Bank of Baroda	Term Loan taken for purchase of plant & machinery & Building Construction	285.00	Base Rate +3.50%	Secured Against Land, Building & Plant & Machinery	Monthly EMI of Rs. 4,75,000 Last EMI due on 30.04.2016.	Nil	7,408,221	9,783,221
Bank of Baroda	Cash Credit taken for Working Capital	550.00	Base Rate +3.50%	Secured Against Hypothecation of Stock and Debtors	On Demand	Nil	55,146,377	54,005,979
Bank of Baroda	Inland (DA max upto 90 days)/Import letter of credit (DP/DA max upto 180 days) - For purchase of Raw Material	150.00	As Applicable	Secured Against Hypothecation of Stock and Debtors	On Demand	Nil	14,778,619	Nil
L & T Finance	Vehicle Loan	3.50	13.50%	Hypothecation on the vehicle purchased from the loan amount	36 monthly installments of Rs. 11,880 Last Installment due on 05-07-2014	Nil	Nil	46,246
Tata Capital Financial Services Ltd	Term Loan taken for Purchase of Plant & Machinery	98.50	14.50 (Floating)%	Secured Against Plant & Machinery purchased out of Loan Fund. Further Collaterally Secured	Monthly EMI of Rs. 1,52,200 + 30,200 = 1,82,400 Last EMI due on 06.12.2017.	Nil	7,112,116	8,206,516

Name of Lender	Purpose	Sanctioned Amount (Rs. In lakhs)	Rate of interest	Securities offered	Re-Payment Schedule	Moratorium	Outstanding amount as on 10.09.2014 as per Books (in Rs.)	Outstanding amount as on 31.03.2014 as per Books (in Rs.)
				by Second Charge on All movable and immovable fixed assets of the Company.				
Tata Capital Financial Services Ltd	Term Loan taken for Purchase of Plant & Machinery	391.00	13.85 (Floating)%	Secured Against Plant & Machinery purchased out of Loan Fund. Further Collaterally Secured by Second Charge on All movable and immovable fixed assets of the Company.	Monthly EMI of Rs. 4,54,100 Start Dt. 15-02-2014 End Dt. 15-01-2019 and Second Monthly EMI of Rs. 2,64,100 Start Dt. 15-08-2014 End. Dt. 15-01-2019	For First EMI Start After Six Month	38,309,607	24,519,353
1. Above financial assistance is further secured by personal guarantee of Directors 1) Shri Gopalbhai Khichadia, 2) Shri Rameshbhai Kichadiya, 3) Shri Kantilal M Gediya								
2. Credit facilities given by the Bank of Baroda is collaterally secured by way of extention of EM on Factory Land and Building situated at plot No. 23 to 26, and Plot No 27/28, Survey No. 257/p, Shapar (veraval) off: Rajkot Gondal Highway, Kotda Sangani, Dist Rajkot, Standingin the name of the Company.								

ANNEXURE - B (B)**STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS**

Details of Unsecured Loans outstanding as at the end of the respective periods from Directors/Promoters/Promoter Group /Associates/Relatives of Directors/Group Companies/Other Entities

Unsecured Loans from Promoters/Directors are interest free that are taken without any preconditions attached towards repayments. Unsecured loan from other than promoters and their relative were also taken without any precondition attached towards repayment.

Ashokbhai K. Patel		
Rate of Interest- Nil		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	50,000	2,350,000
Amount Received/credited	-	2,200,000
Amount repaid/adjusted	50,000	4,500,000
Outstanding Amount	-	50,000

Dharmeshbhai Pansuriya		
Rate of Interest- Nil		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	2,350,000	2,350,000
Amount Received/credited	-	-
Amount repaid/adjusted	2,350,000	-
Outstanding Amount	-	2,350,000

Gaurang A. Patel		
Rate of Interest- Nil		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	639,500	309,500
Amount Received/credited	-	330,000
Amount repaid/adjusted	639,500	-
Outstanding Amount	-	639,500

Girdharbhai D. Khichadia (HUF)		
Rate of Interest- Nil		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	400,000	400,000
Amount Received/credited	-	-
Amount repaid/adjusted	400,000	-
Outstanding Amount	-	400,000

Girdharbhai D. Khichadia		
Rate of Interest- Nil		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	100,000	-
Amount Received/credited	-	100,000
Amount repaid/adjusted	100,000	-
Outstanding Amount	-	100,000

Gopalbhai D. Khichadia		
Rate of Interest- Nil		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	100,000	1,000,000
Amount Received/credited	-	900,000
Amount repaid/adjusted	-	1,800,000
Outstanding Amount	100,000	100,000

Jayaben A. Patel		
Rate of Interest- Nil		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	263,500	263,500
Amount Received/credited	-	-
Amount repaid/adjusted	263,500	-
Outstanding Amount	-	263,500

Kanji Mohanbhai Pansuriya		
Rate of Interest- Nil		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	300,000	300,000
Amount Received/credited	-	-
Amount repaid/adjusted	300,000	-
Outstanding Amount	-	300,000

Kantilal M. Gedia - HUF		
Rate of Interest- Nil		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	350,000	350,000
Amount Received/credited	-	-
Amount repaid/adjusted	-	-
Outstanding Amount	350,000	350,000

Kantilal M. Gedia		
Rate of Interest- Nil		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	50,000	1,250,000
Amount Received/credited	-	1,200,000
Amount repaid/adjusted	-	2,400,000
Outstanding Amount	50,000	50,000

Krishna Advisory Services Private Limited		
Rate of Interest - 6%		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	1,581,000	1,500,000
Amount Received/credited	42,362	90,000
Amount repaid/adjusted	4,236	9,000
Outstanding Amount	1,619,126	1,581,000

Muse Dealers Pvt. Ltd.		
Rate of Interest - 6%		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	10,468,067	4,950,000
Amount Received/credited	126,586	5,575,630
Amount repaid/adjusted	10,594,653	57,563
Outstanding Amount	-	10,468,067

Rameshbhai D. Khichadia		
Rate of Interest- Nil		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	470,000	800,000
Amount Received/credited	-	-
Amount repaid/adjusted	-	330,000
Outstanding Amount	470,000	470,000

Tansukhbhai D. Khichadia (HUF)		
Rate of Interest- Nil		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	400,000	400,000
Amount Received/credited	-	-
Amount repaid/adjusted	400,000	-
Outstanding Amount	-	400,000

Tansukhbhai D. Khichadia		
Rate of Interest- Nil		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	316,000	206,000
Amount Received/credited	-	110,000
Amount repaid/adjusted	316,000	-
Outstanding Amount	-	316,000

Uttrani Distributors Private Limited		
Rate of Interest - 6%		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	5,797,000	5,500,000
Amount Received/credited	150,396	330,000
Amount repaid/adjusted	5,015,040	33,000
Outstanding Amount	932,356	5,797,000

Biraj Manimpex Private Limited		
Rate of Interest - 6%		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	-	-
Amount Received/credited	2,035,507	-
Amount repaid/adjusted	3,551	-
Outstanding Amount	2,031,956	-

Dishman Pharmaceuticals & Chemicals Limited		
Rate of Interest - 6%		
Particulars	As at	
	10/09/14	31/03/14
Opening Balance	-	-
Amount Received/credited	7,095,836	-
Amount repaid/adjusted	3,009,584	-
Outstanding Amount	4,086,252	-

ANNEXURE - C**STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES**

(Amt. in Rs.)

Particulars	For the year ended					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Opening Balance (A)						
Opening Balance of Deferred Tax (Asset) / Liability	(4,137,366)	(5,206,332)	(4,983,671)	(772,314)	16,449	-
Current Year Provision (B)						
(DTA) / DTL on Depreciation	1,294,745	1,744,667	193,447	26,918	401,511	16,449
(DTA) / DTL on Provision for Gratuity/Carry Forward Losses	(2,096,247)	675,700	416,109	4,238,275	1,190,274	-
Closing Balance of Deferred Tax (Asset) / Liability (A+B)	(746,373)	(4,137,366)	(5,206,332)	(4,983,671)	(772,314)	16,449

Note: The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, III and II.

ANNEXURE - D**STATEMENT OF LONG TERM PROVISIONS**

(Amt. in Rs.)

Particulars	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Provision for Employee Benefits						
Gratuity Provision	382696	381747	247034	85966	8280	0
TOTAL	382,696	381,747	247,034	85,966	8,280	-

ANNEXURE - E**STATEMENT OF TRADE PAYABLES**

(Amt. in Rs)

PARTICULARS	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Trade Payables						
For Goods & Services	53,509,560	44,945,165	47,823,844	24,207,749	15,238,435	134,380
Total	53,509,560	44,945,165	47,823,844	24,207,749	15,238,435	134,380

ANNEXURE - F

STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISIONS

(Amt. in Rs)

PARTICULARS	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Other Current Liabilities						
Current maturities of long-term borrowings						
- Term Loan/Car Loan	13338000	11,567,846	7,484,160	5,842,560	5,700,000	3,325,000
Deposits from Customers	0	0	0	0	950000	0
Statutory Dues	744960	704158	396516	234397	23053	0
Other Payables	97368	669410	297324	63030	10500	0
Total	14,180,328	12,941,414	8,178,000	6,139,987	6,683,553	3,325,000
Short-Term Provisions						
Provision for Employee Benefits	5186	433069	5558	0	0	0
Provision for Expenses	1235900	484520	0	0	0	48119
Total	1,241,086	917,589	5,558	0	0	48,119

ANNEXURE - G**STATEMENT OF FIXED ASSETS**

(Amt. in Rs.)

PARTICULARS	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Tangible Assets						
Factory Building & Land	14,363,865	14,363,865	14,363,865	14,363,865	14,363,865	13,835,115
Building	2,243,705	2,281,809	2,535,343	2,817,048	2,488,144	-
Computers	34,596	79,832	111,500	91,496	108,812	53,232
LCD TV	10,647	11,387	13,903	16,975	20,727	-
Mobile Phone	39,760	46,614	17,430	21,282	25,985	-
Plant & Machinery	80,963,884	61,204,156	40,011,388	26,357,613	25,206,286	-
Lab Equipments	95,245	101,276	531,706	583,485	621,116	-
Electrifications	1,070,293	1,147,580	1,333,000	1,529,817	1,747,134	-
Furniture & Fixtures	1,323,287	1,414,629	1,561,686	1,906,820	2,291,425	-
Vehicles	172,848	189,069	255,120	344,245	-	-
Total Tangible Assets	100,318,131	80,840,217	60,734,941	48,032,647	46,873,494	13,888,347
Intangible Assets		-	-	-	-	-
Capital Work-in-Progress		-	-	-	-	622,311
Intangible assets under development		-	-	-	-	-
Grand Total	100,318,131	80,840,217	60,734,941	48,032,647	46,873,494	14,510,658

STATEMENT OF NON-CURRENT INVESTMENTS

(Amt. in Rs.)

Particulars	As at											
	10/09/14		31/03/14		31/03/13		31/03/12		31/03/11		31/03/10	
	Amount	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount	No of Shares
Non Current Investment (Other Than Trade, at Cost)												
Investment in Equity Equity Shares of Associate Company- Captain Polyplast Limited.	8,060,000	972,000	8,060,000	810,000	8,060,000	324,000	700,000	70,000	700,000	70,000	-	-
Total	8,060,000	972,000	8,060,000	810,000	8,060,000	324,000	700,000	70,000	700,000	70,000	-	-
Aggregate Value of Quoted Investment	55404000	972000	34830000	810000	0	0	0	0	0	0	0	0
Aggregate Value of Un Quoted Investment	0	0	0	0	8060000	324000	700000	70000	700000	70000	0	0

ANNEXURE - I**STATEMENT OF LONG-TERM LOANS AND ADVANCES**

(Amt. in Rs.)

PARTICULARS	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Unsecured, Considered Good unless otherwise stated						
Security Deposit	1248425	1208425	1745666	1110071	1109571	0
<u>Loans & Advance to related Parties</u>						
Captain Polyplast Ltd	0	0	0	0	0	3595000
Total	1,248,425	1,208,425	1,745,666	1,110,071	1,109,571	3,595,000

Note:- Except as disclosed above, none of the long term loans and advances are recoverable from Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.

ANNEXURE - J**STATEMENT OF INVENTORIES**

(Amt. in Rs.)

PARTICULARS	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Particulars						
Raw Material	15,223,346	14,813,549	13,611,402	4,997,683	8,351,922	-
Finished Goods	34,795,492	27,705,792	15,961,452	11,298,660	6,990,524	-
Inventory of Trading Goods	2,378,479	3,681,141	3,262,794	11,836,760	1,121,428	-
Total	52,397,317	46,200,482	32,835,648	28,133,103	16,463,874	-

ANNEXURE - K**STATEMENT OF TRADE RECEIVABLES**

(Amt. in Rs.)

PARTICULARS	As At					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Outstanding for a period exceeding six months (Unsecured and considered Good)						
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	-	-	-	-	-
Others	10,501,698	6,109,961	2,634,293	4,354,367	-	-
Outstanding for a period not exceeding 6 months (Unsecured and considered Good)						
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	-	-	-	-	-
Others	42,544,878	27,118,809	34,364,997	8,905,250	1,163,726	-
Total	53,046,576	33,228,770	36,999,290	13,259,617	1,163,726	-

Note:-None of the Trade Receivables as stated above are due from Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.

ANNEXURE - L**STATEMENT OF CASH & CASH EQUIVALENTS**

(Amt. In Rs.)

PARTICULARS	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Cash in Hand (As Certified by Management)	410,240	706,555	581,774	637,821	316,066	55,100
Balances with Banks						
- In Current Accounts	21,959	2,577	17,719	18,747	3,690	22,880
- In Bank Deposits	6,422,816	5,922,816	1,290,027	-	-	-
Total	6,855,015	6,631,948	1,889,520	656,568	319,756	77,980

Note:- Bank Deposits includes Fixed deposits which are under Lien of Bank against Bank Guarantee issued by Bank of Baroda.

ANNEXURE - M**STATEMENT OF SHORT-TERM LOANS AND ADVANCES**

(Amt. In Rs.)

PARTICULARS	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Unsecured, Considered Good unless otherwise stated						
Advance Recoverable in Cash or Kind	-	-	493,399	31,955	-	-
Capital Advances	-	-	706,720	404,376	2,733,849	-
Other Advances	1,203,301	10,342,724	80,000	149,377	50,000	3,500
Balance with Revenue Authorities	4,131,504	3,359,799	2,558,587	3,282,997	4,784,689	-
Total	5,334,805	13,702,523	3,838,706	3,868,705	7,568,538	3,500

Note:- None of the Short term loans and advances are recoverable from Directors/Promoters/Promoter Group/Associates/Relatives of Directors/ Group Companies.

ANNEXURE - N**STATEMENT OF OTHER CURRENT ASSETS**

(Amt. In Rs.)

PARTICULARS	As at					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Prepaid Expenses	73596	144248	89124	101864	58090	0
Total	73,596	144,248	89,124	101,864	58,090	-

ANNEXURE - O**STATEMENT OF OTHER INCOME**

(Amt. In Rs.)

Particulars	For the year ended					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
Related and Recurring Income:						
Interest Income	59,301	398,361	171,016	66,229	52,527	-
Related and Non Recurring Income:						
Rate Difference	-	-	1,082,356	62,623	60,685	-
Other non Operating Income	-	162,770	12,299	91,368	-	-
Total	59,301	561,131	1,265,671	220,220	113,212	-

ANNEXURE - P**STATEMENT OF TURNOVER**

(Amt. In Rs.)

Particulars	For the year ended					
	10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
(i) Turnover of Products Manufactured by the Issuer Company	151,474,935	398,742,280	280,760,850	41,288,724	10,906,526	-
(ii) Turnover of Products Traded by the Issuer Company	2,128,280	2,300,209	21,284,859	63,923,872	9,195,242	-
*(iii) Turnover in respect of Products not Normally dealt in by the Issuer Company but included in (ii) above	-	-	-	-	-	-
Total	153,603,215	401,042,489	302,045,709	105,212,596	20,101,768	-
*As per information provided to us by the Issuer, there is no such item.						

ANNEXURE - Q**STATEMENT OF MANDATORY ACCOUNTING RATIOS**

Particulars	Amount in Rs.					
	As at					
	10-Sep-14	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Net Worth (A)	39,709,938	26,339,528	27,478,161	10,350,082	18,856,665	9,582,190
Restated Profit after tax	3,393,929	(677,073)	359,519	(8,506,583)	(2,350,525)	(171,810)
Less: Prior Period Item	-	-	-	-	-	-
Adjusted Profit after Tax (B)	3,393,929	(677,073)	359,519	(8,506,583)	(2,350,525)	(171,810)
Number of Equity Share outstanding as on the End of Year/Period (C)	1,528,780	1,128,780	1,128,780	449,500	449,500	336,400
Weighted average no of Equity shares at the time of end of the year (D)	2,677,192	2,657,560	2,172,362	1,978,280	1,865,490	1,532,030
Current Assets (G)	117,707,309	99,907,971	75,652,288	46,019,857	25,573,984	81,480
Current Liabilities (H)	138,855,970	112,810,147	83,345,982	59,530,665	30,763,745	3,507,499
Face Value per Share	10	10	10	10	10	10
Restated Basic and Diluted Earning Per Share (Rs.) (B/D)	1.27	(0.25)	0.17	(4.30)	(1.26)	(0.11)
Return on Net worth (%) (B/A)	8.55%	-2.57%	1.31%	-82.19%	-12.47%	-1.79%
Net asset value per share (A/C)	25.97	23.33	24.34	23.03	41.95	28.48
Current Ratio (G/H)	0.85	0.89	0.91	0.77	0.83	0.02

Note:-

- Earnings per share = Profit available to equity shareholders/ weighted avg number of outstanding of equity shares during the year.
- Weighted Average number of outstanding Equity Shares has been calculated in terms of the requirement of Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006. Accordingly Bonus shares issued on 15/09/2014 has been taken into consideration for calculating restated Basic/Diluted EPS.
- Return on Net worth (%) = Profit available for Equity shareholders/Net worth X 100
- Net asset value/Book value per share (Rs.) = Net worth/No. of equity shares at the end of period/Year
- Current Ratio= Current Assets/ Current Liabilities.
- The company does not have any revaluation reserves or extraordinary items
- As there is no dilutive capital in the company , Basic and Diluted EPS are similar.
- Net Profit, before extra ordinary items as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.
- Net asset value per share has been computed considering the outstanding number of share as at the end of year. However Adjusted Net assets Value for bonus shares as on 10.09.2014 is Rs. 12.99.
- Figures appearing for basic/diluted EPS have not been annualized for the period ended Sept 10, 2014.

ANNEXURE - R**STATEMENT OF RELATED PARTY TRANSACTION**

Amt. in Rs.

a) Names of the related parties with whom transaction were carried out during the years and description of relationship:		
1)	Company/entity owned or significantly influenced by directors/ KMP	CAPTAIN POLYPLAST LTD.
		CAPTAIN PLASTIC PVT. LTD.
		CAPTAIN GINING & PROC. FACTORY (PARTNERSHIP FIRM)
		CAPTAIN TECHNOCAST PVT. LTD.
2)	Key Management Personnels:	RAMESH D. KHICHADIA
		GOPAL D. KHICHADIA
		KANTIBHAI M. GEDIA
3)	Relative of Key Management Personnels:	TANSUKH D. KHICHADIA
		RASHMITABEN G. KHICHADIA
		KANJIBHAI M. PANSURIYA
		DHARMESH PANSURIYA
		GIRDHAR D. KHICHADIA - HUF
		GOPAL D. KHICHADIA - HUF
		HARSUKH MOHAN PANSURIYA
		KANTILAL M. GEDIA - HUF
		RAMESH D. KHICHADIA - HUF
		TANSUKH D. KHICHADIA - HUF
		SANGITA R. KHICHADIA
		ARVINDBHAI MOHAN PANSURIYA
		RAKESH JENTIBHAI PANSURIYA
		RITESH R. KHICHADIA
JENTIBHAI MOHANBHAI PANSURIYA		

1. Transaction with Companies/Entity owned or Significantly influenced by Director/KMP

Sr. No.	Nature of Transaction	Period/Years Ended					
		10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
A	CAPTAIN POLYPLAST LTD.						
	Opening Balance	12,243,767	16,471,712	700,000	700,000	(3,595,000)	-
	Sale of Goods	42,043,948	81,391,277	57,062,843	35,276,156	15,932,207	-
	Purchase of Goods	-	11,139,233	1,731,131	781,139	2,458,202	-
	Loan Taken	36,680,208	3,143,354	-	39,548,567	32,219,005	3,305,000
	Loan Given		77,623,343	46,920,000	5,053,550	15,150,000	6,900,000
	Share Application received	10,000,000	-	5,200,000	-	-	-
	Share Alloted	10,000,000	-	5,200,000	-	-	-
	Investments		-	7,360,000	-	700,000	-
	Closing Balance	17,607,507	12,243,767	16,471,712	700,000	700,000	(3,595,000)
B	CAPTAIN PLASTIC PVT. LTD.						
	Loan Taken	-	-	-	-	6,000,000	-
	Loan Given	-	-	-	-	6,000,000	-
	Closing Balance	-	-	-	-	-	-
C	CAPTAIN TECHNOCAST PVT. LTD.						
	Opening Balance	-	-	70,180	-	-	-
	Loan Taken	-	-	-	2,000,000	-	-
	Loan Given	-	-	-	2,000,000	-	-
	Pymt Rcvd	-	-	70,180	-	-	-
	Sale Of Goods	-	-	-	70,180	-	-
	Closing Balance	-	-	-	70,180	-	-
D	CAPTAIN GINING & PROCESSING FACTORY						
	Opening Balance	-	-	-	-	-	-
	Purchase of Plant and Machinery	-	-	-	-	-	-
	Purchahse of Goods	-	-	-	-	-	-

	Sales of Plant and Machinery	-	-	-	-	-	-
	Sales of Goods	-	45,057	9,473	144,577	-	-
	Pymt Rcvd	-	45,057	9,473	144,577	-	-
	Closing Balance	-	-	-	-	-	-

2. Transaction with Key Management Personnel

Sr. No.	Nature of Transaction	Period/Years Ended					
		10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
A	RAMESH D. KHICHADIA						
	Opening Balance	470,000	800,000	4,750,000	-	-	-
	Share Application Received	-	-	-	-	-	1,050,000
	Share allotted	-	-	-	-	-	1,050,000
	Loan Taken	-	-	1,000,000	8,600,000	-	-
	Loan Given/Salary Advance	-	330,000	4,950,000	3,850,000	-	-
	Closing Balance	470,000	470,000	800,000	4,750,000	-	-
B	GOPAL D. KHICHADIA						
	Opening Balance	100,000	1,000,000	1,155,000	-	-	-
	Share Application Received	-	-	1,355,000	-	-	842,000
	Share allotted	-	-	1,355,000	-	-	842,000
	Loan Taken	-	900,000	1,200,000	3,155,000	-	-
	Loan Given	-	1,800,000	1,355,000	2,000,000	-	-
	Closing Balance	100,000	100,000	1,000,000	1,155,000	-	-
C	KANTIBHAI M. GEDIA						
	Opening Balance	58,336	1,258,336	1,850,000	-	-	-
	Share Application Received	-	-	600,000	-	-	258,000
	Share allotted	-	-	600,000	-	-	258,000
	Sales Goods	-	-	8,336			
	Loan Taken	-	1,200,000	-	1,850,000	-	-
	Loan Given	-	2,400,000	600,000	-	-	-
	Closing Balance	58,336	58,336	1,258,336	1,850,000	-	-
D	Gopal D. Khichadia - SALARY						
	Opening Balance	-	-	-	-	-	-
	Salary	367,065	1,393,710	1,321,100	566,240	-	-

	Ramesh D. Khichadia - Salary						
	Opening Balance	-	-	-	-	-	-
	Salary	-	-	-	1,132,480	-	-
E	KANTILAL M. GEDIA SALARY						
	SALARY	98,801	143,500	-	-	-	-

3. Transaction with Relatives of Key Management Personnel

Sr. No.	Nature of Transaction	Period/Years Ended					
		10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
A	KANJIBHAI MOHANBHAI PANSURIYA						
	Opening Balance	312,925	312,925	300,000	300,000	-	-
	Share Application Received	-	-	250,000	-	100,000	500,000
	Share Alloted	-	-	250,000	-	100,000	500,000
	Loan Taken	-	-	-	-	300,000	-
	Loan Given	300,000	-	-	-	-	-
	Sales Goods	-	-	12,925	-	-	-
	Pymt Rcvd	-	-	-	-	-	-
	Closing	12,925	312,925	312,925	300,000	300,000	-
B	RAMESH D. KHICHADIA - HUF						
	Opening Balance	-	-	325,000	325,000	-	-
	Share Application Received	-	-	2,000,000	-	175,000	-
	Share alloted	-	-	2,000,000	-	175,000	-
	Loan Taken	-	-	-	-	325,000	-
	Loan Given	-	-	325,000	-	-	-
	Closing Balance	-	-	-	325,000	325,000	-
C	Gopal D. Khichadia - HUF						
	Opening Balance	-	-	550,000	550,000	-	-
	Share Application Received	-	-	550,000	-	200,000	-
	Share alloted	-	-	550,000	-	200,000	-
	Loan Taken	-	-	550,000	-	550,000	-
	Loan Given	-	-	-	-	-	-

Sr. No.	Nature of Transaction	Period/Years Ended					
		10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
	Closing Balance	-	-	-	550,000	550,000	-
D	Rashmita G. Khichadia						
	Opening Balance	-	-	127,000	127,000	127,000	-
	Share Application Received	-	-	227,000	-	200,000	1,000
	Share Alloted	-	-	227,000	-	200,000	1,000
	Loan Taken	-	-	100,000	-	-	127,000
	Loan Given	-	-	227,000	-	-	-
	Closing	-	-	-	127,000	127,000	127,000
E	Dharmesh Pansuriya						
	Opening Balance	2,350,000	2,350,000	600,000	600,000	-	-
	Share Application Received	-	-	1,575,000	-	200,000	-
	Share Alloted	-	-	1,575,000	-	200,000	-
	Loan Taken	-	-	1,750,000	-	600,000	-
	Loan Given	2,350,000	-	-	-	-	-
	Closing	-	2,350,000	2,350,000	600,000	600,000	-
F	Girdhar D. Khichadia - HUF						
	Opening Balance	400,000	400,000	400,000	400,000	-	-
	Share Application Received	-	-	-	-	-	-
	Share Alloted	-	-	-	-	-	-
	Loan Taken	-	-	-	-	400,000	-
	Loan Given	400,000	-	-	-	-	-
	Closing	-	400,000	400,000	400,000	400,000	-
G	Girdhar D. Khichadia						
	Opening Balance	100,000	-	-	-	-	-
	Share Application Received	-	-	-	-	-	-
	Share Alloted	-	-	-	-	-	-
	Loan Taken	-	100,000	-	-	-	-
	Loan Given	100,000	-	-	-	-	-
	Closing	-	100,000	-	-	-	-
H	Tansukh D. Khichadia						

Sr. No.	Nature of Transaction	Period/Years Ended					
		10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
	Opening Balance	316,000	206,000	206,000	206,000	206,000	-
	Share Application Received	-	-	-	-	-	1,000
	Share Alloted	-	-	-	-	-	1,000
	Loan Taken	-	110,000	-	-	-	206,000
	Loan Given	316,000	-	-	-	-	-
	Closing	-	316,000	206,000	206,000	206,000	206,000
I	Tansukh D. Khichadia - HUF						
	Opening Balance	400,000	400,000	400,000	400,000	-	-
	Share Application Received	-	-	-	-	-	-
	Share Alloted	-	-	-	-	-	-
	Loan Taken	-	-	-	-	400,000	-
	Loan Given	400,000	-	-	-	-	-
	Closing	-	400,000	400,000	400,000	400,000	-
J	HARSUKHBHAI MOHANBHAI PANSURIYA						
	Opening Balance	78,376	78,376	74,105	74,105	-	-
	Share Application Received	-	-	-	-	-	-
	Share Alloted	-	-	-	-	-	-
	Sales Goods	-	-	71,746	-	74,105	-
	Pymt Rcvd	-	-	67,475	-	-	-
	Loan Taken	-	-	-	-	-	-
	Loan Given	-	-	-	-	-	-
	Closing	78,376	78,376	78,376	74,105	74,105	-
K	Kantilal M. Gedia - HUF						
	Opening Balance	350,000	350,000	350,000	350,000	-	-
	Share Application Received	-	-	-	-	-	-
	Share Alloted	-	-	-	-	-	-
	Sales Goods	-	-	-	-	-	-
	Loan Taken	-	-	-	-	350,000	-
	Loan Given	-	-	-	-	-	-
	Closing	350,000	350,000	350,000	350,000	350,000	-

Sr. No.	Nature of Transaction	Period/Years Ended					
		10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
L	Sangita R. Khichadia						
	Opening Balance	-	-	2,050,000	-	-	-
	Share Application Received	-	-	1,000,000	-	150,000	-
	Share Alloted	-	-	1,000,000	-	150,000	-
	Loan Taken	-	-	-	2,050,000	-	-
	Loan Given	-	-	2,050,000	-	-	-
	Closing	-	-	-	2,050,000	-	-
M	Arvindbhai Mohanbhai Pansuriya						
	Share Application Received	-	-	-	-	-	-
	Share Alloted	-	-	-	-	-	-
	Sales Goods	-	-	26,745	-	-	-
	Pymt Rcvd	-	-	26,745	-	-	-
	Loan Taken	-	-	-	-	-	-
	Loan Given	-	-	-	-	-	-
	Closing	-	-	-	-	-	-
N	Ritesh R. Khichadia						
	Opening Balance	-	-	-	-	-	-
	Share Application Received	-	-	1,975,000	-	-	-
	Share Alloted	-	-	1,975,000	-	-	-
	Sales Goods	-	-	-	-	-	-
	Pymt Rcvd	-	-	-	-	-	-
	Loan Taken	-	-	-	-	-	-
	Loan Given	-	-	-	-	-	-
	Closing	-	-	-	-	-	-
O	JENTILAL MOHANBHAI PANSURIYA						
	Opening Balance	41,066	12,543	-	-	-	-
	Share Application Received	-	-	-	-	-	-
	Share Alloted	-	-	-	-	-	-
	Sales Goods	-	28,523	12,543	-	-	-

Sr. No.	Nature of Transaction	Period/Years Ended					
		10/09/14	31/03/14	31/03/13	31/03/12	31/03/11	31/03/10
	Pymt Rcvd	-	-	-	-	-	-
	Loan Taken	-	-	-	-	-	-
	Loan Given	-	-	-	-	-	-
	Closing	41,066	41,066	12,543	-	-	-
P	Mr Rakesh J Pansuriya						
	Opening Balance	-	-	-	-	-	-
	Share Application Received	-	-	1,575,000	-	-	-
	Share Alloted	-	-	1,575,000	-	-	-
	Sales Goods	-	-	-	-	-	-
	Pymt Rcvd	-	-	-	-	-	-
	Loan Taken	-	-	-	-	-	-
	Loan Given	-	-	-	-	-	-
	Closing	-	-	-	-	-	-

ANNEXURE - S**STATEMENT OF CAPITALISATION**

(Amt. in Rs.)

Particulars	Pre-Issue	Post-Issue
	10/09/14	
Debt		
Short Term Debt	69,924,996	69,924,996
Long Term Debt	62,469,634	53,799,634
Total Debt	132,394,630	123,724,630
Shareholders' Fund (Equity)		
Share Capital	15,287,800	41,585,600
Reserves & Surplus	24,422,138	39,564,338
Less: Miscellaneous Expenses not w/off	-	-
Total Shareholders' Fund (Equity)	39,709,938	81,149,938
Long Term Debt/Equity	1.57	0.66
Total Debt/Equity	3.33	1.52

Notes:

- Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
- Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities
- The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 10/09/2014.
- The Company has issued Bonus shares in the ratio 1:1 by Capitalising Security Premium Account on 15/09/2014.
- For calculation of post issue Capitalization Statement, The figure of Short term/long term debt as appearing on 10/09/2014 has only been considered. Further Long Term debt has been reduced due to proposed repayment of Unsecured Loan amounting to Rs. 86.70 Lacs as per the object of the issue. No verification of accounts post 10/09/2014 has been done by us. Issue Related Expenses of Rs. 26.00 Lacs approx has been deducted from Reserves and Surplus.

ANNEXURE - T

STATEMENT OF TAX SHELTER

Particulars	Amount in Rs.					
	As at					
	10-Sep-14	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Net Profit/(Loss) before taxes (A)	6,784,921	391,894	136,857	(12,717,940)	(3,139,288)	(155,361)
Tax Rate Applicable %	30.90%	30.90%	30.90%	30.90%	30.90%	30.90%
Minimum Alternate Taxes (MAT)	20.01%	20.01%	20.01%	20.01%	19.93%	15.91%
Tax at Normal Tax Rates	2096540.546	0	0	0	0	0
Adjustments						
Add: Depreciation as per companies act, 1956	2,639,491	7,188,461	5,447,439	5,309,487	1,653,317	1,268
Add: Professional Tax	0	82,080	125,480	55,860	2,440	
Add: Interest on TDS	0	4,485		957		
Add: ROC Fee for increase in Share capital	468750	-	103,500	-	-	126,500
Add: IPO Listing Expenses	561800	-	-	-	-	-
Add: Provision for Gratuity	949	134713	161068	77686	8280	0
Add: Effect of 80 G Donation Eligible for 50%/100%	0	-	500	-		
Less: Depreciation as per Income Tax Act, 1961	8304997	11,739,224	6,073,481	5,396,462	2,439,453	-
Net Adjustments (B)	(4,634,007)	(4,329,485)	(235,494)	47,528	(775,416)	127,768
Business Income (A+B)	2,150,914	(3,937,591)	(98,637)	(12,670,412)	(3,914,704)	(27,593)
Total Taxable Income	2,150,914	(3,937,591)	(98,637)	(12,670,412)	(3,914,704)	(27,593)
Tax Payable as per Normal Rate	-	-	-	-	-	-
Tax Payable as per Special Rate	-	-	-	-	-	-
Tax as per Income Tax	-	-	-	-	-	-
Tax Payable as per Minimum Alternate Tax U/s 115 JB of the Income Tax Act, 1961 (D)	-	-	-	-	-	-
Net Tax (Higher of C & D)	-	-	-	-	-	-

ANNEXURE - U**RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES**

Particulars	Amount in Rs.					
	As at					
	10-Sep-14	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Contingent liabilities in respect of:						
Claims against the company not acknowledged as debts	-	-	-	-	-	-
Guarantees given on Behalf of the Company	500,000	-	-	-	-	-
Guarantees given on Behalf of the Subsidiary Company	-	-	-	-	-	-
Other moneys for which the company is contingently liable	-	-	-	-	-	-
Commitments (to the extent not provided for)	-	-	-	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-	-	-	-
Other commitments	-	-	-	-	-	-
Total	500,000	-	-	-	-	-

Bank guarantee issued by Bank of Baroda in favour of "Director General of Agricultural, unchkula" against Fixed Deposit of Rs.5 Lacs.

STATEMENT OF FINANCIAL INDEBTEDNESS

The principal terms of loans and assets charged as security as on 10th September 2014 is as given below:

A. Secured Loan

(Rs. In Lakhs)

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

Name of Lender	Purpose	Sanction Amount/Takeover amount	Rate of interest	Securities offered	Re-payment	Moratorium	Outstanding amount as on 10.09.2014 as per Books
Bank of Baroda	Term Loan taken for purchase of plant & machinery & Building Construction	285.00	Base Rate +3.50%	Prime Security - : Secured Against Factory Land, Building & Plant & Machinery	Monthly EMI of Rs. 4,75,000.00 Last EMI due on 30.04.2016.	Nil	74.08
Bank of Baroda	Cash Credit taken for Working Capital	550.00	Base Rate +3.50%	Prime Security - :Secured Against Hypothecation of Stock and Debtors	On Demand	Nil	551.46
Bank of Baroda	Inland (DA max upto 90 days)/Import letter of credit (DP/DA max upto 180 days) - For purchase of Raw Material	150.00	As Applicable	Prime Security - :Secured Against Hypothecation of Stock and Debtors	On Demand	Nil	147.79
Tata Capital Financial Services Ltd	Term Loan taken for Purchase of Plant & Machinery	98.50	14.50 (Floating)%	Prime Security - :Secured Against Plant & Machinery.	Monthly EMI of Rs. 1,52,200.00 + 30,200.00 = 1,82,400.00 Last EMI due on	Nil	71.12

					06.12.2017			
Tata Capital Financial Services Ltd	Term Loan taken for Purchase of Plant & Machinery	391.00	13.85 (Floating)%	Prime Security - Secured Against Plant & Machinery	Monthly EMI of Rs. 4,54,100.00 Start Dt. 15-02-2014 End Dt. 15-01-2019 and Second Monthly EMI of Rs. 2,64,100.00 Start Dt. 15-08-2014 End. Dt. 15-01-2019	For EMI After Month	First Start Six 383.09	
Total								1227.54

The above Credit facilities given by Bank of Baroda are further secured by way of extension of EM on following securities

1. Factory Land and Building situated at plot No. 23 to 26, Survey number 257/p, Shapar (veraval) off: Rajkot Gondal Highway, Kotda Sangani, Dist Rajkot, Standing in the name of the Company.
2. Factory Land and Building situated at 27/28, Survey No. 257/p, Shapar (veraval) off: Rajkot Gondal Highway, Kotda Sangani, Dist Rajkot, Standing in the name of the Company.
3. Above Secured loan are further secured by personal guarantee of directors 1) Mr. Rameshbhai Devrajbhai Khichadia 2) Mr. Gopal Devrajbhai Khichadia 3) Mr. Kantibhai Manilal Gedia.

The above Credit facilities given by Tata Capital Financial Services Ltd are further collaterally secured by way of -:

1. Second charge over the entire movable and immovable fixed assets of the Company.
2. Above Secured loan are further secured by personal guarantee of directors 1) Mr. Rameshbhai Devrajbhai Khichadia 2) Mr. Gopal Devrajbhai Khichadia 3) Mr. Kantibhai Manilal Gedia.

B. Un Secured Loan

Name and Relationship of Lender	Purpose	Rate of Interest	Repayment	Outstanding Amount in Lacs as per Books as on 10.09.2014
Dishman Pharmaceuticals & Chemicals Limited (Inter Corporate Loan)	Business Loan	6%	No Specific Repayment scheduled agreed.	40.87
Biraj Manimpex Private Limited (Inter Corporate Loan)	Business Loan	6%	No Specific Repayment scheduled agreed.	20.32
Utrani Distributors Private Limited (Inter Corporate Loan)	Business Loan	6%	No Specific Repayment scheduled agreed.	9.32
Rameshbhai D. Khichadia (Promoter)	Business Loan	NIL	No Specific Repayment scheduled agreed.	4.70

Name and Relationship of Lender	Purpose	Rate of Interest	Repayment	Outstanding Amount in Lacs as per Books as on 10.09.2014
Krishna Advisory Services Private Limited (Inter Corporate Loan)	Business Loan	6%	No Specific Repayment scheduled agreed.	16.19
Kantilal M. Gedia (Promoter Group / Director)	Business Loan	NIL	No Specific Repayment scheduled agreed.	0.50
Kantilal M. Gedia – HUF (HUF of Director)	Business Loan	NIL	No Specific Repayment scheduled agreed.	3.50
Gopalbhai D. Khichadia (Promoter)	Business Loan	NIL	No Specific Repayment scheduled agreed.	1.00
Total				96.40

Apart from general restrictive covenants prevailing in Banking Industry, specific restrictive covenants attached to secured loan are as under:-

- Not to deal with any other bank through obtaining financial assistance or through opening a current account
- Not to deteriorate estimated/projected net working capital requirement in case net profit is not achieved, Borrower to infuse long term funds to adhere to the accepted level at the time of financing.
- Not to formulate any scheme of amalgamation, Acquisition, merger, or reconstruction.
- Not to undertake any new expansion/modernization/diversification scheme except which are approved by Bank
- Not to make any change in the management/Board of the Company, capital structure of the Company.
- Not to lend/invest/deposit/extend advances to group Company & Firms/ Partners/ Family members/ other corporate bodies/firms/persons.
- Not to create any further charge, lien or encumbrance over the assets charged to the Bank in favour of any other Bank, Financial Institution, NBFC, firm, or person or otherwise dispose off any of the fixed assets.
- Not to declare any dividend on its share capital, except out of profit related to that year, after paying all dues and making provisions as required for that year, provided there is no default in repayment obligation by the borrower.
- Not to give guarantee on behalf of other Borrower/Company/ Group Company/ Group entity.
- Not to sell, assign or dispose of any of its assets or part thereof.
- Not to enter into any contractual obligation of a long term nature, affecting the Company/firm financially to a significant extent.
- Not to bring down unsecured loan below the level accepted by financing institution and attached as a precondition to loan.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Prospectus. You should also read the section entitled “Risk Factors” beginning on page 12 and “Forward Looking Statements” beginning on page 11 which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Financial Statements for the Stub period ended September 10, 2014 and for the fiscal years ended March 31, 2010, 2011, 2012, 2013 and 2014, including the schedules and notes thereto and the reports thereto, which appear in the section titled “Financial Information of the Company” on page no 142 of this Prospectus. The financial statements presented and discussed herein have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 (as amended), the relevant provisions of the Companies Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations. Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year/financial year are to the twelve-month period ended on March 31 of that year. The forward-looking statements contained in this discussion and analysis is subject to a variety of factors that could cause actual results to differ materially from those contemplated by such statements.

Our Company was originally incorporated on January 05, 2010 as a private limited company under the name and style of ‘Captain Pipes Private Limited’ under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Subsequently, our Company was converted into a public limited company on September 23, 2014 and the name of our Company was changed to ‘Captain Pipes Limited’.

Our Company is an ISO 9001:2008 certified Company which manufactures a wide range of high tensile and high impact uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, uPVC Plumbing Fittings and uPVC Agri Fittings. Our Company is also a supplier of HDPE Pipes (being procured from Captain Polyplast Limited, our Promoter Company which manufactures the same for us on job work basis) and uPVC Column Pipes Fittings being procured from identified manufacturer as per our specifications. We further assemble the procured uPVC Column Pipes with accessories and supply the assembled products to our uPVC threaded Column Pipes customers.

Our Company started its manufacturing in the in the year 2010-11 by manufacturing uPVC pipes and subsequently diversified our manufacturing line by introducing uPVC Plumbing Fittings and uPVC Agri Fittings to its products line in February, 2014. Our products are supplied to entities generally engaged in the agriculture and construction sector.

We have our manufacturing facility located at Shapar (Veraval), Rajkot-Gujarat in a total area of approx 62,000 sq. ft with an annual capacity of 17,700MT per annum. Our Company sells its varied range of products under the brand name of “CAPTAIN” which is registered in the name of our Corporate Promoter i.e. Captain Polyplast Limited and our Company uses the said brand name by virtue of MOU dated December 16, 2010. Our Company also manufactures uPVC pipes for other companies under their brand name like Netafim Irrigation India Private Limited supplied to them. Some of our renowned customers includes Netafim Irrigation India Private Limited, Sabar Export (I) Private Limited, Shakti Pumps etc.

Our Company has six fully automatic extrusion lines of latest German technology for manufacturing uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, five fully automatic machines of latest Japanese technology and approx 140 moulds of 2316 German material for manufacturing uPVC Plumbing Fittings and uPVC Agri Fittings and also has three fully automatic centralized mixer & two semi automatic mixer in order to mix up raw material in appropriate ratio to increase the quality of our products. Our Company also has its own laboratory and R&D departments with well equipped instruments and experienced technical persons in order to test our products to meet our quality assurance. Our Company follows Indian as well as International quality standards for our products and has two of the products ISI certified.

Our Promoter Directors, Mr. Ramesh D. Khichadia and Mr. Gopal D. Khichadia have about two decades of experience in field of marketing and manufacturing pipes & its related products and have in-depth knowledge of the products and industry in which we operate. One of our Founder Promoter, Mr. Ramesh D Khichadia has been awarded Udyog Patra for self made industrialist in the year 2008 by Institute of Trade and Industrial Development and Indira Gandhi Priyadarshini Award in the year 2008 by All India National Unity Conference-New Delhi.

We have entered into arrangements / understanding with over 30 dealers/ distributors located across 9 states to market and sell our products viz. Gujarat, Madhya Pradesh, Haryana, Punjab, Uttar Pradesh, Andhra Pradesh (now in Telangana), Chhattisgarh, Karnataka and Maharashtra.

For the period ended as on April 01, 2014 to September 10, 2014, our Company's Total Income and Restated Profit After Tax was Rs. 1,536.62 Lakhs and Rs. 33.93 Lakhs, respectively. For the year ended March 31, 2014, our Company's Total Income and Restated Profit / (Loss) After Tax was Rs. 4,015.56 Lakhs and Rs. (6.77) Lakhs respectively, compared to our Company's Total Income and Restated Profit After Tax of Rs. 3,033.11 Lakhs and Rs. 3.60 Lakhs respectively, over previous year ended i.e. March 31, 2013.

Our Manufactured Products:

Product Name	Range
uPVC Column Pipes	Range 1" to 5" outer diameter (25 mm to 125 mm Nominal Diameter).
uPVC Plumbing Pipes	<ul style="list-style-type: none"> • Type – A 0.5" to 3" in schedule 40 & 80 as per ASTM-D-1785 • Type – B 20 mm to 50 mm Outer Diameter as per IS 4985:2000
uPVC Pressure Pipes	20 mm to 315 mm Outer Diameter. (as per IS 4985:2000)
uPVC Casing Pipes	1.5" to 16" Nominal Bore. (as per IS 12818:2010)
uPVC Plumbing Fittings	(0.50" to 2.0" in Schedule – 80 as per ASTM-D 2467)
uPVC Agri Fittings	(2" to 4" as per IS 7834:1987)

Our Competitive Strengths:

We consider that we have the following competitive strengths:

1. **Diversified Product Portfolio:** Our Company has a varied product base to cater to the requirements of our customers. Our Product Portfolio includes diversified variety of uPVC Pipes and Fittings which are used in different sectors. Our products range includes uPVC threaded Column Pipes, uPVC Plumbing Pipes with uPVC Plumbing Fittings, uPVC Pressure Pipes with uPVC Agri Fittings and uPVC Casing Pipes which are widely used in Agriculture and Construction Sector. Our Company is also a supplier of HDPE Pipes being manufactured by Captain Polyplast Limited on job work basis for us. Our range of products allows our existing customers to source most of their product requirements from us and also enables us to expand our business from existing customers, as well as address a larger base of potential new customers.
2. **Experienced Management Team:** Our qualified and experienced management team has substantially contributed to the growth of our business operations. Our Company is managed by a team of experienced and professional personnel with exposure in various aspects of Pipes industry. Our Promoter Directors, Mr. Ramesh D. Khichadia and Mr. Gopal D. Khichadia both have about two decades of experience in field of marketing and manufacturing pipes & its related products and have in-depth knowledge of the products and industry in which we operate. One of our Founder Promoter, Mr. Ramesh D Khichadia, who is an Agricultural Engineer, has been awarded Udyog Patra for self made industrialist in the year 2008 by Institute of Trade and Industrial Development and Indira Gandhi Priyadarshini Award in year 2008 by All India National Unity Conference-New Delhi. Our Key Management Personnel are largely responsible for successful execution of day to day activities, developing new customer base and strengthening our customer relationships.
3. **Quality products:** Our Company believes in providing quality products to its customers and for that follows Indian as well as International quality standards for the products manufactured. Our Company is an ISO 9001:2008 certified Company and also two of our products manufactured are ISI certified. Our Company has installed machineries of Kabra, Windsor and Toshiba etc with international technologies for the products manufactured by us. Our Company has six fully automatic extrusion lines of latest German technology for manufacturing uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, five fully automatic machines of latest Japanese technology and approx 140 moulds of 2316 German material for manufacturing uPVC Plumbing Fittings and uPVC Agri Fittings and also has three fully automatic centralized mixer and two semi automatic mixer in order to mix up raw material in appropriate ratio to increase the quality of our products. This has benefited our manufacturing process

significantly in terms of reducing wastage and enabling us to demand a premium for our products. Our Company has its own laboratory and R&D departments with well equipped instruments and experienced technical persons in order to test our products to meet our quality assurance. There are quality checks in place that prevent any defective material from reaching the customer. We believe that our quality products have earned us a goodwill from our customers, which has resulted in repeat orders from many of them.

4. **Marketing and Distribution network spread across states:** Our Marketing and distribution network is spread across over 9 states and has contributed to our growth in terms of revenue and presence at various geographies. We avail both direct and indirect channels of sales for selling & marketing our products. Presently, we have arrangements/understanding with over 30 dealers/ distributors located across 9 states to market and sell our products viz. Gujarat, Madhya Pradesh, Haryana, Punjab, Uttar Pradesh, Andhra Pradesh (now in Telangana), Chhattisgarh, Karnataka and Maharashtra. We intend to ensure that our distribution network remains our business strengths in future times to come.

Our Business Strategy: We intend to pursue the following principal strategies to leverage our competitive strengths and grow our business:

1. **Utilisation of Existing Capacities of Pipes division:** Our company started its commercial production in the year 2010-11 by manufacturing uPVC pipes with initial capacity of 7,500 MT p.a. and subsequently increased to current capacity of 16,500 MT p.a for its uPVC pipes division. For the year ended March 31, 2014, we were utilizing 4,860 MT p.a. capacity and considering the future demand potential, we intend to utilize our existing installed capacity to maximum level.
2. **Developing the New Product Line:** Our Company has recently diversified its manufacturing line by introducing uPVC Plumbing Fittings and uPVC Agri Fittings to its products line in February 2014. The current installed capacity of fittings division is 1,200 MT p.a.. Our Company considers this horizontal integration as key to tap new customers and boost its pipe division sales as both the products are interrelated.
3. **Increasing Geographical Presences:** Currently we have our operations in 9 states viz. Gujarat, Madhya Pradesh, Haryana, Punjab, Uttar Pradesh, Andhra Pradesh (now in Telangana), Chhattisgarh, Karnataka and Maharashtra. Through our Dealer/Distributor Network in future, we intend to enter and capture new markets in the states of Tamil Nadu, Bihar, Jharkhand, West Bengal, Orissa to increase our geographical presence and thereby increase our customer base.
4. **Research and Development:** We have a well qualified team with experience in pipe industry & its related products who are constantly focusing on innovations. Our products confirm to various test requirements to meet industry standards. Our Research and Development team constantly studies different industry verticals to identify product inefficiencies and innovate strategies in areas in which we could add value.

Optimal Utilization of Resources: Our Company constantly endeavors to improve our production process, skill up-gradation of workers, using latest technology in machineries to optimize the utilization of resources. We regularly analyze our existing raw material procurement and manufacturing processes to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

Our Significant Accounting Policies: Our significant accounting policies are described in the section entitled “*Financial Information of the Company*” on page 142 of this Prospectus.

Change in accounting policies in previous 3 (three) years: Except as mentioned in chapter “*Restated Financial Statements*” on page no. 142 there has been no change in accounting policies in last 3 (three) years.

Summary of the Results of Operation

The following table sets forth select financial data from restated Profit and Loss Accounts for the stub period ended September 10, 2014 and Financial Year ended on March 31, 2014, 2013, 2012 & 2011 and the components of which are also expressed as a percentage of total income for such periods.

Particulars (In Rs)	For the Period ended 10th September 2014	% of Total Income	For the Year ended 31st March 2014	% of Total Income	For the Year ended 31st March 2013	% of Total Income	For the Year ended 31st March 2012	% of Total Income	For the Year ended 31st March 2011	% of Total Income
Revenue from Operation	153,603,215	99.96%	401,042,489	99.86%	302,045,709	99.58%	105,212,596	99.79%	20,101,768	99.44%
Other Income	59,301	0.04%	5,61,131	0.14%	1,265,671	0.42%	220,220	0.21%	113,212	0.56%
Total Income	153,662,516	100.00%	401,603,620	100.00%	303,311,380	100.00%	105,432,816	100.00%	20,214,980	100.00%
Expenditure:										
Cost of Materials Consumed	128,145,567	83.39%	334,934,299	83.40%	246,286,503	81.20%	59,645,933	56.57%	14,820,811	73.32%
Purchase of Traded Goods	651,929	0.42%	22,942,317	5.71%	9,608,934	3.17%	43,074,661	40.86%	10,418,250	51.54%
Changes in inventories of finished goods, WIP and Stock-in-Trade	(5,787,038)	-3.77%	(12,162,687)	-3.03%	3,911,174	1.29%	(15,023,468)	-14.25%	(8,111,952)	-40.13%
Employees Benefit Expense	4,122,282	2.68%	10,499,100	2.61%	8,522,746	2.81%	5,231,081	4.96%	508,697	2.52%
Finance Cost	7,695,592	5.01%	13,964,766	3.48%	8,815,679	2.91%	8,038,540	7.62%	2,042,128	10.10%
Depreciation and Amortization expense	2,639,491	1.72%	7,188,461	1.79%	5,447,439	1.80%	5,309,487	5.04%	1,653,317	8.18%
Other expenses	9,409,772	6.12%	23,845,470	5.94%	20,582,048	6.79%	11,874,522	11.26%	2,023,017	10.01%
Total Expenses	146,877,595	95.58%	401,211,726	99.90%	303,174,523	99.95%	118,150,756	112.06%	23,354,268	115.53%
Net Profit before tax, exceptional & extraordinary items:	6,784,921	4.42%	391,894	0.10%	136,857	0.05%	-12,717,940	-12.06%	-3,139,288	-15.53%
Exceptional & extraordinary items:	-	-	-	-	-	-	-	-	-	-
Net Profit before tax	6,784,921	4.42%	391,894	0.10%	136,857	0.05%	-12,717,940	-12.06%	-3,139,288	-15.53%
Provision for Tax:										
- Current Tax	-	-	-	-	-	-	-	-	-	-
- Deferred Tax Liability / (Asset)	3,390,992	2.21%	1,068,967	0.27%	(222,662)	-0.07%	(4,211,357)	-3.99%	(788,763)	-3.90%
- Wealth tax	-	-	-	-	-	-	-	-	-	-
- Tax Provision for Prior Years	-	-	-	-	-	-	-	-	-	-
Restated profit after tax from continuing operations	3,393,929	2.21%	(677,073)	-0.17%	359,519	0.12%	(8,506,583)	-8.07%	(2,350,525)	-11.63%
Profit/ (Loss) from Discontinuing operation	-	-	-	-	-	-	-	-	-	-
Restated profit after year for the year	3,393,929	2.21%	(677,073)	-0.17%	359,519	0.12%	(8,506,583)	-8.07%	(2,350,525)	-11.63%

Key Components of Our Profit And Loss Statement

Revenue from Operations: Revenue from operations mainly consists of Sale of Manufactured & Traded goods.

Other Income: Other income primarily comprises majorly Interest Income and Other Non Operating Income etc.

Expenses: Our expenses majorly consist of Cost of Material consumed, Purchases of traded goods, Employee Benefits Expense, Finance Costs, Depreciation and Amortization Expense and Other Expenses.

Employee Benefits Expense: Employee Benefit Expenses includes Salaries and Wages, Staff Welfare expenses, Bonus, Directors remuneration and Contribution to P.F.

Finance Costs: Finance cost comprises Interest on Indebtedness, Bank and other Finance charges.

Depreciation and Amortization Expense: We recognize Depreciation and Amortization expense on a Straight Line Method (SLM method) as per the rates set forth in the Companies Act, 2013 from April 01, 2014. However for period prior to April 01, 2014 our Company has provided deprecation on WDV method.

Other Expenses: Other expenses consist primarily of various charges like electricity charges, printing & stationery expenses, repairs and maintenance expenses, rates and taxes, professional and consultancy charges. Other items in this category includes transportation expenses, postage and courier charges, job work expenses, auditors' remuneration, insurance charges, vehicle expenses, office & factory expenses, advertisement expenses and others expenses.

Financial Performance Highlights for the Stub Period Ended September 10, 2014

Total Income:

Our total income during the period ended September 10, 2014 was Rs. 153,662,516. The revenue from manufacturing and trading activities was Rs. 153,603,215 which compromised 99.96% of our total income for the period ended September 10, 2014.

Total Expenses:

The total expenditure during the period ended September 10, 2014 was Rs. 146,877,595. The total expenditure represents 95.58% of the total revenue. The total expenses is represented by Cost of Material Consumed, Purchases of Traded Goods, Changes in Inventories of Finished goods and WIP and Stock in Trade, Employee Benefits Expense, Finance Costs, Depreciation and Amortization Expense, Other Expenses for Administrative and Selling. The main constituent of total expenditure is Cost of Material Consumed, which is Rs. 128,145,567.

Profit/(Loss) after tax:

Our restated net profit during the period ended September 10, 2014 was Rs. 6,784,921 representing 4.42% of the total revenue of our Company.

Financial Performance Highlights for the Period Ended March, 2014

Total Income:

Our total income during the period ended March, 2014 was Rs. 401,603,620. The revenue from manufacturing and trading activities was Rs. 401,042,489 which compromised 99.86% of our total income for the period ended March, 2014.

Total Expenses:

The total expenditure during the period ended March 31, 2014 was Rs. 401,211,726 . The total expenditure represents 99.90% of the total revenue. The total expenses is represented by Cost of Material Consumed, Purchases of Traded Goods, Changes in Inventories of finished goods and WIP and Stock in Trade, Employee Benefits Expense, Finance Costs, Depreciation and Amortization Expense, Other Expenses for Administrative and Selling. The main constituent of total expenditure is Cost of Material Consumed, which is Rs.334,934,299.

Profit/(Loss) after tax:

Our restated net profit during the period ended March 31, 2014 was Rs. 391,894 representing 0.10% of the total revenue of our Company.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2014 WITH FISCAL 2013**Total Income:**

During the year 2013-14 the total revenue of our company increased to Rs. 401,603,620 as against Rs. 303,311,380 in the year 2012-13, representing an increase of 32.41 % of the total revenue. This increase was mainly due to increase in sale of products.

Other Income:

Other income of the Company for the year 2013-14 was Rs. 561,131 in comparison with Rs.1,265,671 for F.Y. 2012-13.

Total Expenses:

The total expenditure for the year 2013-14 increased to Rs.401,211,726 from Rs. 303,174,523 an increase of 32.34% to the previous year. This was due to surge in volume of business, which resulted in increase in expenses viz. Cost of Material Consumed, Purchase of Traded Goods and other expenses.

Cost of Material Consumed:

The Cost of Material Consumed for the year 2013-14 increased to Rs. 334,934,299 from Rs. 246,286,503 an increase of 35.99% to the 2012-13. This was due to surge in volume of business, which resulted in increase in the amount of Cost of Material Consumed.

Purchase of Traded Goods:

Purchase of Traded Goods amounted Rs.22,942,317 for the year 2013-14 as against Rs.9,608,934 for 2012-13, an increase of 138.76% to the previous year. Increase in purchase of traded goods was attributable to our increased demand for traded goods in fiscal 2014 compared to the prior financial year.

Changes in inventories of Finished goods, WIP and Stock-in-Trade:

The inventory has changed to Rs. (12,162,687) in 2013-14 as compared Rs. 3,911,174 in 2012-13.

Employee Benefits Expense:

The Employee Benefit Expense comprises of salaries, allowances, staff welfare expenses and other benefits to the employees. The said expenses increased to Rs. 10,499,100 during the current year from Rs. 85,22,746 in the previous year 2012-13 i.e. an increase of 23.19 % to the previous year. This was also due to increase in business activities and rise in revenue of the Company.

Finance Costs:

Finance cost for the year 2013-14 increased to Rs. 13,964,766 as against Rs. 8,815,679 of the previous year. The increase is 58.41%. Increase in amount was due to increase in borrowings of the Company.

Depreciation and Amortization Expense:

Depreciation for the year 2013-14 stood at Rs 7,188,461 calculated at WDV method as per companies Act. For the year 2012-13 the same was Rs. 5,447,439.

Other Expenses:

Other expenses include administrative, selling expenses which majorly comprises of electricity charges, advertisements, professional charges, Insurance expenses, travelling and conveyance, etc. These expenses were for the year 2013-14 increased to Rs 23,845,470 as against Rs. 20,582,048 during the previous financial year.

Profit/(Loss) Before Tax

Primarily due to the reasons described above, our profit before tax increased to Rs 391,894 from Rs. 136,857 in fiscal year 2013.

Profit/(Loss) After Tax

For the year 2013-14 the loss stood at Rs (677,073) as against the profit of Rs. 359,519 for the previous year 2012-13.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2013 WITH FISCAL 2012**Total Income:**

During the year 2012-13 the total revenue of our company increased to Rs. 303,311,380 as against Rs. 105,432,816 in the year 2011-12, representing an increase of 187.08 % of the total revenue. This increase was mainly due to increase in sale of products.

Other Income:

Other income of the Company for the year 2012-13 was Rs.1,265,671 in comparison with Rs.220,220 for F.Y. 2011-12.

Total Expenses:

The total expenditure for the year 2012-13 increased to Rs. 303,174,523 from Rs.118,150,756, an increase of 156.60% to the previous year. This was due to surge in volume of business, which resulted in increase in expenses viz. Cost of Material Consumed, Purchase of Traded Goods and other expenses.

Cost of Material Consumed:

The Cost of Material Consumed for the year 2012-13 increased to Rs. 246,286,503 from Rs.59,645,933, an increase of 312.91% to the 2011-12. This was due to surge in volume of business, which resulted in increase in the amount of Cost of Material Consumed.

Purchase of Traded Goods:

Purchase of Traded Goods amounted Rs. 9,608,934 for the year 2012-13 as against Rs.43,074,661 for 2011-12, an decrease of 77.69% to the previous year. Decrease in purchase of traded goods was attributable to our low demand for traded goods in fiscal 2013 compared to the prior financial year.

Changes in inventories of Finished goods, WIP and Stock-in-Trade:

The inventory has changed to Rs. 3,911,174 in 2012-13 as compared Rs. (15,023,468) in 2011-12.

Employee Benefits Expense:

The Employee Benefit Expense comprises of salaries, allowances, staff welfare expenses and other benefits to the employees. The said expenses increased to Rs. 85,22,746 during the current year from Rs. 5,231,081 in the previous year 2011-12i.e. an increase of 62.93 % to the previous year. This was also due to increase in business activities and rise in revenue of the Company.

Finance Costs:

Finance cost for the year 2012-13 increased to Rs. 8,815,679 as against Rs. 8,038,540 of the previous year. The increase is 9.67%. Increase in amount was due to increase in borrowings of the Company.

Depreciation and Amortization Expense:

Depreciation for the year 2012-13 stood at Rs 5,447,439 calculated at WDV method as per companies Act. For the year 2011-12 the same was Rs. 5,309,487.

Other Expenses:

Other expenses include administrative, selling expenses which majorly comprises of electricity charges, advertisements, professional charges, Insurance expenses, travelling and conveyance, etc. These expenses were for the year 2012-13 increased to Rs. 20,582,048 as against Rs. 11,874,522 during the previous financial year.

Profit/(Loss) Before Tax

Primarily due to the reasons described above, our profit before tax was Rs 136,857 as against loss of Rs. (12,717,940) in fiscal year 2011-12.

Profit/(Loss) After Tax

For the year 2012-13 the profit stood at Rs 359,519 as against the loss of Rs.(8,506,583) for the previous year 2011-12.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2012 WITH FISCAL 2011

Our Company was incorporated in F.Y. 2009-10 and the manufacturing of goods has been started in F.Y. 2010-11 which was the initial year of its activities. Therefore the Company had significant changes in Total Income, Total Expenses and Profit after tax compare to F.Y. 2012-13.

Total Income:

During the year 2011-12 the total revenue of our company increased to Rs.105,432,816 as against Rs. 20,214,980 in the year 2010-11, representing an increase of 423.40 % of the total revenue. This increase was mainly due to increase in sale of products.

Other Income:

Other income of the Company for the year 2011-12 was Rs. 220,220 in comparison with Rs.113,212 for F.Y. 2010-11.

Total Expenses:

The total expenditure for the year 2011-12 increased to Rs. 118,150,756 from Rs.23,354,268, an increase of 405.91% to the previous year. This was due to surge in volume of business, which resulted in increase in expenses viz. Cost of Material Consumed, Purchase of Traded Goods and other expenses.

Cost of Material Consumed:

The Cost of Material Consumed for the year 2011-12 increased to Rs.59,645,933 from Rs.14,820,811, an increase of 302.45% to the 2010-11. This was due to surge in volume of business, which resulted in increase in the amount of Cost of Material Consumed.

Purchase of Traded Goods:

Purchase of Traded Goods amounted Rs.43,074,661 for the year 2011-12 as against Rs.10,418,250 for 2010-11, an increase of 313.45% to the previous year. Increase in purchase of traded goods was attributable to our increased demand for traded goods in fiscal 2012 compared to the prior financial year.

Changes in inventories of Finished goods, WIP and Stock-in-Trade:

The inventory has changed to Rs. (15,023,468) in 2011-12 as compared Rs. (8,111,952) in 2010-11.

Employee Benefits Expense:

The Employee Benefit Expense comprises of salaries, allowances, staff welfare expenses and other benefits to the employees. The said expenses increased to Rs.5,231,081 during the current year from Rs. 508,697 in the previous year 2010-11 i.e. an increase of 928.33 % to the previous year. This was also due to increase in business activities and rise in revenue of the Company.

Finance Costs:

Finance cost for the year 2011-12 increased to Rs. 8,038,540 as against Rs. 2,042,128 of the previous year. The increase is 293.64%. Increase in amount was due to increase in borrowings of the Company.

Depreciation and Amortization Expense:

Depreciation for the year 2011-12 stood at Rs 5,309,487 calculated at WDV method as per companies Act. For the year 2010-11 the same was Rs. 1,653,317.

Other Expenses:

Other expenses include administrative, selling expenses which majorly comprises of electricity charges, advertisements, professional charges, Insurance expenses, travelling and conveyance, etc. These expenses for the year 2011-12 increased to Rs 11,874,522 as against Rs. 2,023,017 during the previous financial year.

Profit/(Loss) Before Tax

Primarily due to the reasons described above, our Loss before tax increased to Rs (12,717,940) from loss of Rs. (3,139,288) in fiscal year 2011.

Profit/(Loss) After Tax

For the year 2011-12 the loss stood at Rs (8,506,583) as against the loss of Rs. (2,350,525) for the previous year 2010-11.

Information required as per Item (2) (IX) (E) (5) of Part A of Schedule VIII to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. Unusual or infrequent events or transactions

There are no unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 12 in this Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues

Our Company's future costs and revenues will be determined by demand/supply situation, government policies and prices quoted by material suppliers and service vendors.

5. Increases in net sales or revenue and Introduction of new products or services or increased sales prices

Increases in revenues are by and large linked to increases in volume of business.

6. Total turnover of each major industry segment in which Our Company operated

As on date our Company operates in one segment only i.e. manufacturing and trading of uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, uPVC Plumbing Fittings and uPVC Agri Fittings.

7. Seasonality of business

Our Company manufactures a wide range of uPVC threaded Column Pipes, uPVC Plumbing Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, uPVC Plumbing Fittings and uPVC Agri Fittings. Our Product Portfolio includes diversified variety of uPVC Pipes and Fittings which are used in different sectors such as Agriculture and Construction Sector. With regard to seasonality of our business please refer to Chapter titled "Risk Factor" no. 22 on page no.18 of this Prospectus.

8. Dependence on a single or few customers / supplier

Our company is dependent on certain customers /suppliers up to an extent.

The % of contribution of our Company's top 5 customers / suppliers is as follows:

Our Major Customers for the stub period ended September 10, 2014

Name	As on September 10, 2014	
	Value inclusive of all taxes (in Rs. lakhs)	As % of total
Netafim Irrigation (I) Private Limited	573.29	31.88%
Captain Polyplast Limited	420.42	23.38%
Sabar Export (I) Private Limited	106.33	5.91%
Shakti Pumps (I) Limited	82.31	4.58%
Maruthi Traders & Rewinding	27.06	1.51%
Total	1,209.40	67.26%

Our Major Customers for the year ended March 31, 2014

Name	As on March 31, 2014	
	Value inclusive of all taxes (in Rs. lakhs)	As % of total
Netafim Irrigation (I) Private Limited	2020.61	42.89%
Captain Polyplast Limited	813.21	17.26%
Balson Polyplast Private Limited	535.62	11.37%
Sabar Export (I) Private Limited	201.29	4.27%
Dhruv Laxmi Pipe	132.67	2.82%
Total	3,703.39	78.61%

Our Major Suppliers for the stub period ended September 10, 2014

Name	As on September 10, 2014	
	Value inclusive of all taxes (in Rs. lakhs)	As % of total
Yamunaji Enterprise (Reliance Industries Limited -Surat Distributor)	801.01	52.10%
Mayur Dyes & Chemicals Corporation	470.43	30.60%
Chandan Traders	41.41	2.69%
DBR Plastics Private Limited	33.17	2.16%
Shree Dutt Marketing Private Limited	30.55	1.99%
Total	1,376.56	89.54%

Our Major Suppliers for the year ended March 31, 2014

Name	As on March 31, 2014	
	Value inclusive of all taxes (in Rs. lakhs)	As % of total
Yamunaji Enterprise (Reliance Industries Limited -Surat Distributor)	2,167.60	51.17%
Mayur Dyes & Chemicals Corporation	1,001.02	23.63%
Nishan Multi-Trade Private Limited	181.37	4.28%
Chandan Traders	136.85	3.23%
Rajiv Petrochemicals Private Limited	89.53	2.11%
Total	3,576.38	84.42%

9. Competitive conditions

Competitive conditions are as described under the Chapters “*Industry Overview*” and “*Our Business*” beginning on page 73 & 79 in this Prospectus.

10. Details of material developments after the date of last balance sheet i.e. Stub period ended September 10, 2014

In the opinion of the board of our Company, no circumstances have arisen since the date of last financial statement until the date of filing this Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months. There is no subsequent development after the date of the Auditor’s Report, which will have a material impact on the reserves, profits, earnings per share and book value of the Equity Shares of the Company, except the following:-

Our Company has issued Bonus Shares on September 15, 2014 comprising of 15,28,780 Equity Shares having Face Value of Rs. 10.00 each in the ratio of one equity share for every one equity share held to the existing shareholders by capitalisation of Securities Premium Account.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

There are no outstanding litigations, defaults etc. pertaining to matter likely to affect operations and finances of the Company including prosecution under any enactment in respect of schedule V of the Companies Act, 2013 except as provided herein below. No disciplinary action/investigation has been taken by SEBI/ Stock Exchanges against the Company, its directors, promoters and their own business ventures.

Except as provided herein below there are no other outstanding litigations including statutory dues, civil/commercial disputes, patent disputes, etc. against the Company or any of the Directors, Promoter or Promoter Group Companies. Further, except as provided herein below no Criminal Proceedings have been launched against the Company or any of the Directors, Promoter or Promoter Group Companies for any of the offences under the enactment specified in Part 1 of schedule V of the Companies Act, 2013.

Further, except as stated herein below, there are no past cases in which penalties have been imposed on our Company, the Promoters, the Directors or the Promoters Group Companies, and there is no outstanding litigation against any other Company whose outcome could have a material adverse effect on the position of our Company. Further, there are no cases of litigations, defaults etc. in respect of Companies/firms/Ventures with which the Promoters were associated in the past but are no longer associated, in respect of which the name(s) of the Promoters continues to be associated.

Further, apart from those as stated below, there are no show-cause notices / claims served on our Company, our Promoters, our Directors or Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business. The Company has not defaulted in any economic dues, Bank dues, institutional dues and any dues to instrument holders of Debentures.

PART 1: CONTINGENT LIABILITIES OF OUR COMPANY -

As of September 10, 2014 our contingent liabilities as indicated in our restated summary statements are as follows:

Particulars	(Amount in Rs.)					
	As at					
	10-Sep-14	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Guarantees given on Behalf of the Company*	500,000	-	-	-	-	-
Total	500,000	-	-	-	-	-

*Bank guarantee issued by Bank of Baroda in favour of "Director General of Agricultural, Punchkula" against Fixed Deposit of Rs.5 Lacs.

For more information, regarding our contingent liabilities, please refer "ANNEXURE U" on page 185 of the chapter titled "Restated Financial Statements" beginning on page 142 of this Prospectus.

PART 2: LITIGATION RELATING TO OUR COMPANY

A. LITIGATION FILED AGAINST OUR COMPANY

- 1. Litigation Involving Civil Laws: NIL**
- 2. Litigation Involving Criminal Laws: NIL**
- 3. Litigation involving Securities and Economic Laws: NIL**
- 4. Litigation involving Statutory Laws: NIL**
- 5. Litigation involving Labour Laws: NIL**
- 6. Litigation involving Taxation:-**

(a) In respect of Assessment Year 2012-13

On September 27, 2012 our Company filed its Annual Return showing total income of Rs.1,34,40,121/- for Assessment Year 2012-13 before the Income Tax Department, Rajkot. Notice dated August 6, 2013 under section 143(2) of the Income Tax Act, 1961 (hereinafter referred to as “the Act”) was issued to our Company by the Income Tax officer/Assessing officer (hereinafter referred to as “IT officer or AO”) whereby time was given to us on September 5, 2013. Thereafter, notice dated August 7, 2013 under section 142(1) of the Act was issued to our Company by the AO requiring our Company to submit *interalia* Income statements, Returns & Audit Report. In response to the same our Company has submitted all the requisite documents to the AO. The said proceeding is pending for hearing and disposal.

B. LITIGATION FILED BY OUR COMPANY

1. **Litigation involving Civil Laws: NIL**
2. **Litigation Involving Criminal Laws: NIL**
3. **Litigation Involving Securities and Economic Laws: NIL**
4. **Litigation Involving Statutory Laws: NIL**
5. **Litigation Involving Labour Laws: NIL**
6. **Litigation Involving Taxation: NIL**

C. PAST PENALTIES: NIL**PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES**

As on the date of this Prospectus the Company does not have any subsidiaries.

PART 4: LITIGATION RELATING TO OUR DIRECTORS**A. LITIGATION AGAINST OUR DIRECTORS**

1. **Litigation involving Civil Laws: NIL**
2. **Litigation Involving Criminal Laws: NIL**
3. **Litigation Involving Securities and Economic Laws: NIL**
4. **Litigation Involving Statutory Laws: NIL**
5. **Litigation Involving Labour Laws: NIL**
6. **Litigation Involving Taxation: NIL**

B. LITIGATION FILED BY OUR DIRECTORS

1. **Litigation involving Civil Laws: NIL**
2. **Litigation Involving Criminal Laws: NIL**
3. **Litigation Involving Securities and Economic Laws: NIL**
4. **Litigation Involving Statutory Laws: NIL**
5. **Litigation Involving Labour Laws: NIL**
6. **Litigation Involving Taxation: NIL**

C. PAST PENALTIES: NIL**PART 5: LITIGATION RELATING TO OUR PROMOTERS****A. LITIGATION AGAINST OUR PROMOTERS**

- 1. Litigation involving Civil Laws: NIL**
- 2. Litigation Involving Criminal Laws: NIL**
- 3. Litigation Involving Securities and Economic Laws: NIL**
- 4. Litigation Involving Statutory Laws: NIL**
- 5. Litigation Involving Labour Laws: NIL**
- 6. Litigation Involving Taxation:**
 - (a) In respect of Assessment Year 2005-06**

Our Corporate Promoter “Captain Polyplast Limited” (hereinafter “the Company”) is a Company engaged in manufacturing and trading of Sprinkler and Drip Irrigation System which are sold to farmers through agents and Commission is paid to agents for their work. In the normal course of business, on August 30, 2005 the Company filed its Annual Return including Profit & Loss account, Balance Sheet, Audit Report under section 44AB of Income Tax Act, 1961 (hereinafter referred to as “IT Act”) and as per Company Law, Audit Report in Form 10CCB to claim under section 80IB of the IT Act and other related documents showing total income of Rs.4,21,560/- for Assessment year 2005-06 before the Income Tax Department, Rajkot. The said Annual return was processed under section 143(1) of the IT Act. The said annual return was selected for scrutiny under section 143(3) of the IT Act and a notice dated June 6, 2005 under section 143(2) of the IT Act was issued to the Company. Thereafter, questionnaire cum notice dated September 5, 2007 under section 142(2) of the IT Act was issued to the Company, subsequent to which the case was assigned to Income Tax officer of Ward 5(1) as the Assessing officer (hereinafter referred to as “IT officer or AO”), who issued another notice dated October 29, 2007 under section 142(2) of the IT Act.

In response to the said notice the Company’s Director Mr. Ashokbhaia Patel alongwith Mr. Ghanshyambhai Kathrotia, C. A., and Mr. Kaushik Mori, Accountant attended the said AO and furnished details and produces books of accounts as called for. During the course of the said assessment proceedings, the Company filed its written submission stating details of comparative trading results of present year as well as proceeding year, GP Chart. On verification of Audit Report, the AO noticed that the Company has debited Sale Commission expenses, hence, vide letter dated October 29, 2007 he called upon the Company to prove the genuineness of the same alongwith documentary evidence like complete address, contra account and income tax particulars of the receiver of the said commission. In response to the same, on November 19, 2007 the Company submitted its contra account for sales commission alongwith evidences stating payment of Total Rs.27,35,764/- as Sales Commission Expenses to its agent K.R. Enterprises, Aditya marketing, Dineshchandra N. Parekh and Syncom formulation Ltd. Thereafter, the AO concluded that the Company failed to submit any details in the case and issued a Show Cause Notice dated November 28, 2007 calling upon the Company to show cause why the said sales commission of Rs.27,35,764/- is not to be treated as Bogus Expenditure and should not be disallowed under section 37 (1) of the IT Act. In response to the same the Company submitted its written submission alongwith list of goods sold, accounts, banks statements reflecting payments made, written agreements with agents, claims of agents and details of cheques paid to Syncom Formulations Ltd and thereby denied the allegations in the show cause notice. During pendency of the said proceeding, on December 17, 2007 the Company also filed its revised return for Assessment year 2005-06 before the AO under section 139(5) of IT Act surrendering its additional income of Rs..23,57,200.

On December 24, 2007, the said AO passed an Assessment order in the said proceeding concluding that the Company has not submitted any details/documents in respect of sale commission paid to Syncom formulation Ltd. of Rs.23,57,200, and that the Company has debited sales commission of Rs.23,57,200 in the fictitious name of Syncom formulation Ltd. and treated the same as un genuine and bogus sales commission and disallowed the same; this was done only on the ground of statement given by Mr. Purswami engaged in the business of cheque discounting, that the cheque of Syncon Formulation Ltd. was discounted by him to unknown person. Therefore, the AO determined total income of Rs.20,71,600 after deduction under section 80IB of the IT Act and issued a notice of Demand for Rs.21,308/-.

Penalty proceedings under section 271(1)(c) of the IT Act was initiated by the Assistant Commissioner of Income Tax (hereinafter referred to as “Asst. CIT”) against the Company vide notice under section 274 read with section 271 of the IT Act. In response to the same the Company filed its written reply on March 5, 2008 denying the allegation and charges and requested to drop the proceedings on the ground that the AO has decided genuineness of the said sales commission on the basis of the statement given by the person engaged in discounting cheques and also relied upon certain judgments. However, on June 26, 2008, the Asst. CIT passed an order holding that the Company has concealed the income and furnished inaccurate particulars of income by showing bogus payment of commission to fictitious party and thereby imposed a penalty of Rs.6,03,793/- under section 271 (1)(c) of the IT Act and accordingly issued a demand notice.

The Company has paid the said penalty of Rs.6,03,793/- vide challans dated March 9, 2010. The amount of Rs.21,308/- demanded under Section 143 (3) is payable. However, the Company has filed an Appeal before the Commissioner of Income Tax (Appeals)-IV, Rajkot challenging the said order dated December 24, 2007 of AO and order dated June 26, 2008 of Asst. CIT imposing penalty of Rs.6,03,793/-, which is pending for hearing and disposal.

(b) In respect of Assessment Year 2007-08

On October 29, 2007 our Corporate Promoter “Captain Polyplast Limited” (hereinafter “the Company”) filed its Annual Return including Profit & Loss account, Balance Sheet, Audit Report and other documents which was processed under section 143 (1) of Income Tax Act, 1961 (hereinafter referred to as “ the Act”) without any modification to the income returned by the Company. Subsequently the case was reopened under section 147 of the Act by issuing notice dated March 25, 2011 under section 148 of the Act. Subsequently notices under section 143(2) and 142(1) both dated July 21, 2011 was also issued which required the Company to furnish certain details. The Company submitted its written submissions dated November 12, 2011 and November 22, 2011 alongwith details regarding sale, purchase, expenses incurred confirmations of depositors and creditors and produced books of accounts etc. The Assistant Commissioner of Income Tax (hereinafter referred to as “Asst. CIT or AO”) on verification of audited books of account and audit report submitted during the course of reopened proceeding found that the Company has claimed expenses of Rs.21,17,570/- towards sale commission paid to 39 different persons. The AO passed an order disallowing the payment of sales commission of Rs.8,40,790/- paid to 8 persons on the basis that the said commission claimed during the present year includes the payment to following 8 persons in whose respect payments were disallowed by the AO in the Assessment order for AY 2008-09 as the same was found to be bogus. Hence, for the same reason, Show cause notice dated November 16, 2011 was issued to disallow the said commission to 8 persons. The Company filed its reply dated November 22, 2011 on the ground that the said commission paid in present year were paid directly to the parties and are paid by account payee cheques on which tax has been deducted and paid to the government exchequer and that the principle of res judicata is not applicable in the income tax proceedings. It was contended that in AY 2008-09 the payment of said 8 person (sub dealers) was not direct but was made through sales network and routed through M/s. Dishman Pharmaceuticals and Chemicals Ltd.(DPCL), Whereas the commission of Rs.9,20,281/- paid directly to 8 parties were allowed. Hence, prayed that the commission to said 8 person be allowed.

On December 12, 2011, the said AO vide its Assessment order denied the Company’s contentions and grounds in the reply and concluded that the commission paid in AY 2008-09 were paid to DPCL for their work of appointing sub dealers and supervising them, however, the said sub dealers were the same persons who were already working in preceding years for the Company as sub dealers and that the Company inflated its commission to reduce its profit and in the year under consideration the Company has paid to those persons, hence, AO denied to allow the said commission of Rs.8,40,790/- and determined total income of Rs.17,67,400/- after deduction under section 80IB of the IT Act. Accordingly imposed a penalty of Rs.4,75,670/- and issued a demand notice for the same.

The Company has filed an Appeal before the Commissioner of Income Tax (Appeals)-IV, Rajkot challenging the said order dated December 12, 2011 imposing penalty of Rs.4,75,670/-, which is pending for hearing and disposal. However, the Company has paid an amount of Rs. 413,000/- against the said demand.

(c) In respect of Assessment Year 2008-09

On September 26, 2008 our Corporate Promoter “Captain Polyplast Limited” (hereinafter “the Company”) filed its Annual Return in the normal course of business showing total income of Rs.36,26,550/- for Assessment Year 2008-09 before the Income Tax Department, Rajkot. Notices dated September 25, 2009 and June 14, 2010 under section 143(2) of the Income Tax Act, 1961 (hereinafter referred to as “ the Act”) were issued to the Company. Thereafter, questionnaire cum notice dated July 26, 2010 under section 142(1) of the Act was issued to the Company, by the Income Tax officer/Assessing officer (hereinafter referred to as “IT officer or AO”). In response to the same the Company’s Chartered Accountant Mr. Ghanshyam Kathrotia and JC Ranpura attended AO and furnished details and submitted books of accounts, vouchers and

other documentary evidences. Upon verification of the same by the AO, it was observed that the Company has claimed deduction under section 80IB of the Act to the tune of Rs.15,54,236/- and upon verification of the FORM 10CCB submitted by the Company it was observed that the Company has been claiming deduction under section 80IB of the Act from AY 1998-99 whereas the said claim is allowable only for 10 year which has expired in the AY 2007-08. It was further observed by the AO that commission in AY 2008-09 the Company has paid total commission of Rs.1,31,63,023/- out of which Rs.7763,539/- is paid to M/s. Dishman Pharmaceuticals and Chemicals Ltd. (DPCL), it was observed that the said commission was paid to DPCL for their work of appointing sub dealers and supervising them, however, AO observed that the said sub dealers were the same persons who were already working in preceding years for the Company as sub dealers and that the Company inflated its commission to reduce its profit.

Accordingly a Show Cause Notice dated December 8, 2010 was issued calling upon the Company to show cause why the said deduction of Rs.15,54,236/- under section 80IB of the Act should not be disallowed and added back to total income and not to disallow the sale commission of Rs.8,59,163/- out of total commission of Rs.47,25,126/-. The Company filed its reply dated December 16, 2010 agreeing for the disallowance of deduction under section 80IB of the Act to the tune of Rs.15,54,236/- and also filed affidavits of its commission sub dealers on December 29, 2010 and further sought direction of Addl. Commissioner of Income Tax vide Application dated December 29, 2010.

Thereafter, the AO passed an order dated December 31, 2010 disallowing the said deduction of Rs.15,54,236/- and added back to total income, further on the basis of direction dated December 31, 2010 of Addl. Commissioner of Income Tax, the sale commission of Rs.8,59,163/- out of total commission of Rs.47,25,126/- was disallowed and added back to total income and on the basis of the same AO determined total income of Rs.60,39,649/- and imposed a penalty of Rs.10,03,800/- and accordingly issued a demand for the same.

The Company has filed an Appeal before the Commissioner of Income Tax (Appeals)-IV, Rajkot challenging the said order dated December 31, 2010 imposing penalty of Rs.10,03,800/-, which is pending for hearing and disposal. However, the Company has paid an amount of Rs.6,50,000/- vide challan dated February 10, 2011. An amount of Rs.3,53,800/- is payable in terms of the aforesaid Demand Notice.

(d) In respect of Assessment Year 2009-10

On September 3, 2009 our Corporate Promoter "Captain Polyplast Limited" (hereinafter "the Company") filed its Annual Return showing total income of Rs.65,37,841/- for Assessment year 2009-10 before the Income Tax Department, Rajkot. Notices dated August 19, 2010 under section 143(2) of the Income Tax Act, 1961 (hereinafter referred to as "the Act") and Notice dated July 4, 2011 under section 143(2) of the Act were issued to the Company calling upon various details from the Company. In response to the same the Company's Chartered Accountant Mr. Jayesh M. Popat attended Income Tax officer/Assessing officer (hereinafter referred to as "IT officer or AO") and furnished details and submitted written submission dated July 27, 2011, September 19, 2011 and December 16, 2011 and submitted books of accounts, bills, vouchers and other documentary evidences. It was observed by AO that the Company has claimed a expenses of Rs.1,15,81,041/- towards sale commission paid to different persons for which particulars were furnished to AO. However, the AO issued a Show Cause notice dated December 9, 2011 to show cause why not to disallow the payment of sales commission of Rs.18,80,952/- paid to 8 persons on the basis that the said commission claimed during the present year includes the payment to following 8 persons in whose respect payments were disallowed by the AO in the Assessment order for AY 2008-09 as the same was found to be bogus. The Company filed its reply dated December 12, 2011 on the ground that the said commission paid in year under consideration were paid directly to the parties and are paid by account payee cheques on which tax has been deducted and paid to the government exchequer and that the principle of resjudicata is not applicable in the income tax proceedings. It was contended that in AY 2008-09 the payment of said 8 person (sub dealers) was not direct but was made through sales network and routed through M/s. Dishman Pharmaceuticals and Chemicals Ltd. (DPCL), whereas the commission of Rs.9,20,281/- paid directly to 8 parties were allowed. Hence, prayed that the commission to said 8 person be allowed.

On December 26, 2011, the said AO passed an Assessment order and denied the Company's contentions and grounds in the reply and concluded that the commission paid in AY 2008-09 were paid to DPCL for their work of appointing sub dealers and supervising them, however, the said sub dealers were the same persons who were already working in preceding years for the Company as sub dealers and that the Company inflated its commission to reduce its profit and in the year under consideration the Company has paid to those persons, hence, AO denied to allow the said commission of Rs.18,80,952/-. Further, AO upon verification of records observed that the Company raised new share capital aggregating to Rs.7,00,000/- with a premium of Rs.63,00,00/- which was allotted to four unlisted entities namely (1) M/s. Bhumidev Credit Corporation Ltd. (Rs.20,00,000), (2) M/s. Jay DurgaTradelink P. Ltd. (Rs.20,00,000), (3) M/s. Jay Adhayshakti Marketing Ltd. (Rs.10,00,000), and (4) M/s. Ideal Fertilizers P Ltd. (Rs.20,00,000), and it was further observed by AO that

the first three entities within a short span of 6 month transferred their said entire share in favour of Mr. Rameshbhai D. Khichadiya (Managing Director) and Mr. Gopalbhai D. Khichadiya (Director) of the Company for a consideration of Rs.90/- per share to an astonishing loss of Rs.45,00,000/- on September 25, 2009 and therefore, overall Rs.70,00,000/- was credited to the Company's account, further, AO observed that the Company has no explanation/documentary evidence about the genuineness of the transaction of share subscription money of Rs.20,00,000/- received from fourth entity.

The said order also records that a Show cause notice dated December 19, 2011 had been issued to the Company to show cause why an amount of Rs.71, 40,000/- (Share capital of Rs.70,00,000/- + Rs.1,40,000/- as 2% commission payment) not be treated as income for year under consideration, upon which a written submission dated December 19, 2011 was filed by the Company on several ground alongwith documentary evidences as more specifically stated in the said reply. However, On December 26, 2011, the said AO vide its Assessment order denied the Company's contentions and grounds in the reply on the observation that the Company has introduced its own unaccounted money in the guise of the receipt of the share capital money and added Rs.71,40,000/- in the Company's income of the year under consideration and determined total income of Rs.1,55,58,790/- after deduction under section 80G of the IT Act and imposed a penalty of Rs.43,92,530/- and accordingly issued a demand notice for the same.

The Company has filed an Appeal before the Commissioner of Income Tax (Appeals)-IV, Rajkot challenging the said order dated December 26, 2010. However, the Company has paid an amount of Rs.28,72,800/- against the said demand. The Commissioner of Income Tax (Appeals) after hearing submissions of both the parties vide its Order date June 26, 2014 allowed the Appeal in favour of the Company by deleting the entries of additions made by AO of sale commission of Rs.18,80,952/- and Rs.71, 40,000/- (Share capital of Rs.70,00,000/- + Rs.1,40,000/- as 2% commission payment) from the returns. The refund of amounts paid by the Company in furtherance of the demand notice of AO vide its order dated December 19, 2011 is pending.

(e) In respect of Assessment Year 2010-11

On September 22, 2010 our Promoter "Captain Polyplast Limited" (hereinafter "the Company") filed its Annual Return showing total income of Rs.93,28,535/- for Assessment year 2010-11 before the Income Tax Department, Rajkot. Notices dated August 26, 2011 under section 143(2) of the Income Tax Act, 1961 (hereinafter referred to as "the Act") and Notice dated January 11, 2012 under section 142(1) of the Act was issued to the Company calling upon various details from the Company. In response to the same the Company's Chartered Accountant Mr. Jayesh M. Popat attended Income Tax officer/Assessing officer (hereinafter referred to as "IT officer or AO") and furnished details and submitted written dated January 27, 2012, September 7, 2012, December 6, 2012, December 12, 2012 and March 19, 2013. AO from the submission and audit report observed that the share application money and share premium to the tune of Rs.70,00,000/- was received by the Company on single day, hence called the Company to produce shareholders and members registers, which was produced by the Company. He observed that (1) Shatnam Stock Trading Pvt. Ltd. (Rs.18,00,000/-) (2) Chandraprabhu Commodities Pvt. Ltd. (Rs.36,00,000/-) and (3) Brahma Buildcare Pvt. Ltd. (Rs.9,00,000/-) bought the share at high premium of 900% aggregating to Rs.63,00,000/- total value of transaction Rs.70,00,000/- alleged to be bogus company and no returns were paid to these investors as per records. The Company was served with a show cause notice dated February 22, 2013 to which reply dated March 28, 2013 alongwith Shareholder's and member's register with due explanation upon the share capital and premium thereon.

However, the AO in his order dated March 29, 2013 came to conclusion that the said transfers were not made by genuine investor and were just a mean to launder own unaccounted money under the guise of share premium and therefore ordered for addition of Rs.70,00,000/- as the same in credited in the book of company allegedly without any suitable explanation and further ordered to add Rs.3,50,000/- being compensatory payment of an equal amount of money in cash with commission payment at the rate of 5% on Rs.70,00,000/- as alleged and determined total income of Rs.1,66,78,535/- . Accordingly imposed a penalty of Rs.38,59,320/- and issued a demand notice for the same.

The Company has filed an Appeal before the Commissioner of Income Tax (Appeals)-IV, Rajkot challenging the said order dated March 29, 2013 of AO. However, the Company has paid an amount of Rs.1,929,660.- against the said demand. The Commissioner of Income Tax (Appeals) after hearing submissions of both the parties, vide its Order date September 11, 2014 allowed the Appeal in favour of the Company by deleting the entry of addition of Rs.70,00,000/- made by AO and consequently deleted the addition of Rs.3,50,000/- as commission payment from the return. The refund of amounts paid by the Company in furtherance of the demand notice of AO vide its order dated March 29, 2013 is pending.

(f) In respect of Assessment Year 2012-13

Our Promoter “Captain Polyplast Limited” (hereinafter “the Company”) filed its Annual Return for Assessment Year 2012-13 on September 28, 2012 before the Income Tax Department, Rajkot. Notice under section 143(2) of the Income Tax Act, 1961 (hereinafter referred to as “the Act”) was issued to the Company by the Income Tax officer/Assessing officer (hereinafter referred to as “IT officer or AO”) requiring the Company to submit documents, accounts and other evidence in support of the said returns. In response to the same the Company has submitted all the requisite documents to the AO. The said proceeding is pending for hearing and disposal.

B. Proceedings under the Central Excise Act, 1944

Our Promoter “Captain Polyplast Limited” (hereinafter “the Company”) is engaged in manufacturing and trading of Sprinkler and Drip Irrigation System which are sold to farmers through agents and the Company pays Commission to agents for their work. On the basis of information of intelligence, a Show Cause Notice dated January 22, 2013 was issued by Addl. Commissioner, Central Excise stating that HDPE pipe and fitting of CETSH 39172190 was cleared by the Company without payment of central excise duty by wrongly classifying it under CETSH 84248100 and availing benefit of notification No.3/2005-CE dated February 24, 2005, as amended, therefore enquiry was conducted in the matter whereupon statements of the Company’s Managing Director was recorded.

It was alleged in the said notice that the Company cleared the High Density Polyethylene Pipes (HDPE) and fitting thereof to M/s. Gujarat Agro Industries Corporation Ltd. Ahmedabad without payment of Central Excise duty of total value of Rs.2,11,63,875 during period September 2009 to March 2010 by wrongly availing benefit of notification No.3/2005-CE and by wrongly classifying them under chapter sub heading No.84248100 of the Central Excise Tariff Act, 1985, however, in the present case it appeared that the said pipes were required to be classified under sub heading No.39172190. Hence, alleged that the Company indulged in evasion of Central Excise duty by wrongly availing benefit under said notification and classifying it under different chapter as aforesaid and has cleared the goods without paying central excise duty of Rs.18,40,897/- and therefore the Company has contravened the provision of Rule 6, 8 and 12 of Central Excise Rules, 2002. It is alleged that the said acts of contravention of the Company have been committed with sole intention of evading the payment of central excise duty, the Company was well aware of the same and order that the same is recoverable from the Company. Therefore vide the said Show Cause Notice, the Addl. Commissioner, Central Excise called upon the Company to show cause why central excise of Rs.18,40,897/- including Education Cess and Secondary and Higher Education Cess should not be demanded and recovered from the Company under section 11A of the Central Excise Act, 1944 and an amount of Rs.3,40,000/- already paid by the Company should not be appropriated for the same and why interest be not recovered under section 11Ab of the Central Excise Act, 1944 and penalty be not imposed upon the Company under section 11AC r/w Rule 25 of Central Excise, Act of 1944 and Rules of 2002.

The Company submitted its reply to the said Show Cause Notice vide letter dated July 24, 2013 and denied the allegations made therein on several grounds which are more specifically stated therein and the same is the subject matter before the Addl. Commissioner, Central Excise. However, the Addl. Commissioner, Central Excise vide order dated January 15, 2014/January 17, 2014 came to conclusion that the Company has evaded the payment of central excise duty by availing benefit of notification No.3/2005-CE by wrongly classifying HDPE pipes under chapter sub heading No.84248100 and confirmed demand of central excise of Rs.18,40,897/- alongwith interest at appropriate rate and ordered appropriation of Rs.3,40,000/- already paid by the Company and further imposed penalty of Rs. Rs.18,40,897/-.

Being aggrieved by the said order dated January 15, 2014/January 17, 2014 passed by Addl. Commissioner, Central Excise, the Company filed an Appeal before the Commissioner (Appeals-I), Rajkot challenging the said order on several ground as more specifically stated therein. The Commissioner (Appeals-I), Rajkot after hearing submissions of both the parties, vide its Order date September 26, 2014 allowed the Appeal in favour of the Company by allowing the exemption taken by the Company under notification No.3/2005-CE for clearance of the HDPE and fitting as classified under chapter sub heading No.84248100 of the Central Excise Tariff Act, 1985 and thereby set aside the said order of Addl. Commissioner, Central Excise. The refund of Rs. 3,40,000/- already paid by the Company is pending.

C. LITIGATION FILED BY OUR PROMOTERS

1. **Litigation involving Civil Laws: NIL**
2. **Litigation Involving Criminal Laws: NIL**
3. **Litigation Involving Securities and Economic Laws: NIL**

4. Litigation Involving Statutory Laws: NIL

5. Litigation Involving Labour Laws: NIL

6. Litigation Involving Taxation: NIL

D. PAST PENALTIES: NIL

PART 6: LITIGATION RELATING TO OUR GROUP COMPANIES

A. LITIGATION AGAINST OUR GROUP COMPANIES

1. Litigation involving Civil Laws: NIL

2. Litigation Involving Criminal Laws: NIL

3. Litigation Involving Securities and Economic Laws: NIL

4. Litigation Involving Statutory Laws: NIL

5. Litigation Involving Labour Laws: NIL

6. Litigation Involving Taxation: NIL

B. LITIGATION FILED BY OUR GROUP COMPANIES

1. Litigation involving Civil Laws: NIL

2. Litigation Involving Criminal Laws: NIL

3. Litigation Involving Securities and Economic Laws: NIL

4. Litigation Involving Statutory Laws: NIL

5. Litigation Involving Labour Laws: NIL

6. Litigation Involving Taxation: NIL

C. PAST PENALTIES: NIL

PART 7: LEGAL NOTICES

1. Legal notices issued to our Company: NIL

2. Legal Notices issued by our Company: NIL

3. Legal Notices issued to our Subsidiaries: NIL

4. Legal Notices issued by our subsidiaries: NIL

5. Legal Notices issued to our Group Companies: NIL

6. Legal Notices issued by our Group Companies: NIL

PART 8: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS

The Company has 18 creditors of whom aggregate total of Rs.2,48,27,962/- is outstanding for more than 30 (thirty) days from the due date.

PART 9: MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET DATE:

Except as stated in the chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page 189 of this Prospectus, and our Financial Statements included herein, no material developments have taken place after September 10, 2014, the date of the latest balance sheet that would materially adversely affect the performance of our Company. In accordance with SEBI requirements, our Company and the Lead Manager shall ensure that investors are informed of material developments until such time as the grant of listing and Trading permission by the SME Platform of BSE.

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various Governmental agencies required for our present business (as applicable on date of this Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business operations. In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities.

The following statement sets out the details of licenses, permissions and approvals taken by us under various Central and State laws for carrying out business.

1. APPROVALS FOR THE ISSUE

- a. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013 by a resolution passed at its meeting held on September 24, 2014 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- b. The shareholders of our Company have, pursuant Section 62(1)(c) of the Companies Act, 2013 by a Special Resolution passed in the Extra Ordinary General Meeting held on September 26, 2014 authorized this Issue.
- c. Our Company has obtained in-principle listing approval from the SME platform of the BSE dated November 10, 2014.

2. INCORPORATION AND OTHER DETAILS

- a. Certificate of Incorporation dated January 05, 2010 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli ("RoC") in the name of "Captain Pipes Private Limited".
- b. Fresh Certificate of Incorporation dated September 23, 2014 issued by the Registrar of Companies, Gujarat, Ahmedabad ("RoC") in the name of "Captain Pipes Limited" upon conversion of Company from Private Company to Public Limited Company.
- c. Certificate of Registration of the Special Resolution confirming Alteration of Object Clause(s) issued by the Registrar of Companies, Gujarat, Ahmedabad ("RoC") on October 18, 2014.
- d. The Corporate Identity Number (CIN) of the Company is U25191GJ2010PLC059094.
- e. The Company registration number is: 059094.

3. APPROVALS OBTAINED BY OUR COMPANY

Our Company requires various approvals to carry on its business in India. The approvals acquired by our Company include the following:

- a. Our Company's PAN (Permanent Account Number) issued by the Income Tax Department, Government of India is AADCC8337J.
- b. Our Company's TAN (Tax Deduction Allocation Number) issued by the Income Tax Department, Government of India under the Income Tax Act, 1961 is RKTC01116D.
- c. Certificate of Central Excise Registration bearing registration no. AADCC8337JEM001 dated September 20, 2010 issued by the Assistant Commissioner of Central Excise, Rajkot designating our Company as a manufacturer of Excisable Goods as per rule 9 of the Central Excise Rules, 2002.

- d. Certificate of Service Tax Registration bearing registration no. AADCC8337JSD001 dated July 4, 2013 issued by the Assistant Commissioner of Central Excise, Rajkot designating our Company as a provider of taxable Service as per Service Tax Rules, 1994.
- e. Certificate of Small Scale Industries (Entrepreneurs Memorandum no. 24-009-12-05881) dated November 25, 2010 from District Industries Center, Rajkot, for the manufacture of U-PVC PIPE & PVC Fitting, PVC Column Pipe, PVC Plumbing Pipe etc. for capacity of 7500 MT p.a.
* We have applied for amended License for increase in capacity.
- f. Factory License having No. 11227 (Registration no. 1830/25209/2011) dated October 19, 2011 under the Factories Act, 1948 from the Director of Industrial Safety and Health, Gujarat in respect of our manufacturing unit at Shapar, Rajkot. The license is currently valid till December 31, 2018.*
* We have got the renewal receipt; however, the renewed License is yet to be issued by the authority.
- g. Employees' Provident Fund registration certificate (no:-GJ/PFC/RJT/76477/ENF/320) dated June 22, 2011 (w.e.f. April 01, 2011) allocating us the code GJ/PFC/RJT/76477 under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 from the Regional Provident Fund Commissioner, Rajkot, Gujarat.
- h. Professional Tax Enrollment Certificate (P.T.E.C. No.EC0906390183) dated August 5, 2014 under the Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976 from Taluka Development officer, Taluka Panchayat Office, Kotda, Sangani, Dist. Rajkot.
- i. Professional Tax Registration Certificate (P.T.R.C. No.RC0906390184) dated August 5, 2014 under the Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976 from Taluka Development officer, Taluka Panchayat Office, Kotda, Sangani, Dist. Rajkot
- j. Release Order no. PGVCL/Comm/2012-13/PG-174/2959 of Additional Load of 125 KVA during day and Night for Unit at Shapar, Kotda Sangani, Rajkot, Gujarat to raise CD from 350 KVA to 475 KVA (Conditional) dated April 12, 2013 from Paschim Gujarat Vij Company Limited, Rajkot dated 12.04.2013
- k. Certificate of Importer Exporter Code with IEC No.2411007973 issued by Office of Jt. Director General of Foreign Trade, Ministry of Commerce & Industry.
- l. We have the following Sales Tax Registrations under the Central Sales Tax (Registration and Turnover Rules), 1957:

Registration Number	Location	Date of Issue
24592502115	Shapar, Veraval, Rajkot, Gujarat	April 29, 2010

- m. We have the following Value Added Tax (VAT)registrations:

Registration Number/TIN	Provision	Location	Date of Issue
24092502115	Gujarat Value Added Tax Act, 2003	Shapar, Veraval, Rajkot, Gujarat	April 29, 2010

- n. Business Approval

Sr. No.	Approval Granted	Date of Issue	Details of Approval	Authority	Validity
1.	License under Bureau of Indian Standards Act, 1986 For Survey No.267, Plot No.11, N. H. No.8-B, Shapar (Veraval), Behind Jain	August 7, 2014	License No.CM/L-3747877 IS NO.: IS 4985:2000 License for use of Standard Mark For unplasticized PVC pipes for potable water supplies.	Deputy Director General, Bureau of Indian Standards, Rajkot	Valid till August 2, 2015

Sr. No.	Approval Granted	Date of Issue	Details of Approval	Authority	Validity
	Manufacturing, National Highway, Kitda, Rajkot-360002, Gujarat				
2.	License under Bureau of Indian Standards Act, 1986 For Survey No.267, Plot No.10A & 11, N. H. No.8-B, Shapar (Veraval), Behind Jain Manufacturing, National Highway, Kitda, Rajkot-360002, Gujarat	July 16, 2014	License No.CM/L-3852773 IS NO.: IS 12818:2010 License for use of Standard Mark For unplasticized PVC screen and casing pipes for bore/tubewell.	Head, Bureau of Indian Standards, Rajkot	Valid till July17, 2015

o. Quality Certifications & Empanelment & Registration

Sr. No	Approval Granted	Date of Issue	Details of Approval	Authority	Validity
1.	ISO Certificate Registration for Quality Management System	October 28, 2010 Latest Issue:- September 19, 2013 Expiry Date : October 27, 2016 and further renewal	ISO 9001:2008 Reg. No.: BN3080/3004:1010	BSCIC Services Private Limited	Valid till October 27, 2016


p. Ratings

CARE Ratings	November 22, 2013	Rating for long term Bank facilities of Rs.6.83 Cr. (Enhanced from Rs.5.63 Cr.) “CARE B” and Short term Bank facilities of Rs.1.5 Cr. (Enhanced from Rs.0.50 Cr.) “CARE A4 Plus”	Credit Analysis & Research Ltd.
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4. AWARDS & RECOGNITION

Sr. No.	Awards & Recognition	Awardee	Date of Issue	Details of Approval	Authority	Validity
1.	Indira Gandhi Priyadarshini Award	Mr. Ramesh D. Khichadia	November 19, 2008	For Outstanding services, achievements and contribution	General Secretary, All India National Unity Conference, New Delhi	N A
2.	Udyog Patra Award for Self Made Industrialist	Mr. Ramesh D. Khichadia	December 20, 2008	For Successful establishment of Industrial unit	Institute of Trade and Industrial Development	N A

5. APPROVAL APPLIED & PENDING:

Sr. No.	Approval Granted	Date Applied	Details of Approval	Authority	Validity
Increase of Manufacturing capacity.					
1.	Application to amend the Entrepreneurs Memorandum No. 24-009-12-05881 dated November 25, 2010 upon increase of Manufacturing Capacity	October 17, 2014	Increase of Capacity from 7,500 MT p.a. to 17,700 MT p.a.	District Industries Center, Rajkot.	NA
Intellectual Property (belongs to our Corporate Promoter Captain Polyplast Limited).					
2.	Trade Mark Registration*	December 15, 2010	<p>Word Mark : CAPTAIN Registration No.: Accepted & Published (Pending) Trade Mark Application No.2068612 J. No.1586-0 Journal Date :-April 29, 2013 Class-17 In respect of HDPE Pipes, PVC Pipes, Rigid PVC Pipes, UPVC Pipes, CPVC Pipes, PVC Column Pipes, PVC Plumbing Pipes, Drip and Sprinkler Irrigation system, Micro Irrigation System and fittings.</p> <p>Trade Mark Image :- </p>	Registrar of Trade Marks, Mumbai	NA

*Note:- The Trade Mark License belongs to our corporate Promoter Captain Polyplast Limited who has originally applied for its registration, use of which is permitted to us under a consent letter issued by Captain Polyplast Limited.

Note :- We have Applied for change of name of our company from "Captain Pipes Private Limited" to Captain Pipes Limited" in the above approvals & licenses pursuant to conversion of our Company from Private Limited to Public Limited Company, wherein change of name has already been recorded in some of them.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013 by a resolution passed at its meeting held on September 24, 2014 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

The shareholders of our Company have, pursuant Section 62(1)(c) of the Companies Act, 2013 by a special resolution passed in the Extra Ordinary General Meeting held on September 26, 2014 authorized the Issue.

Our Company has obtained in-principle listing approval from SME Platform of BSE for using its name in the Prospectus pursuant to letter dated November 10, 2014. BSE is the Designated Stock Exchange.

Prohibition by SEBI or other Governmental Authorities

There is no prohibition on our Company, our Promoters, our Promoters Group, our Directors, Group Entities or the natural person(s) in control of our Company, the natural persons in control of our corporate Promoter from accessing or operating in the Capital Market or restrained from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any other authorities.

The listing of any securities of our Company has never been refused by any of the stock exchanges in India.

Neither of our Promoters, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoters, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the Board (SEBI) or any other regulatory or governmental authority.

None of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which our Directors are involved as Promoters or Directors.

Association with Securities Market

We confirm that none of our Directors are associated with the Securities Market in any manner except for trading on day to day basis for the purpose of investment.

Prohibition by RBI

Neither our Company, our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group Companies / entities, our Directors, Directors of our corporate Promoter, Directors of our Group Companies and companies with which our Directors are associated as Directors or Promoter have been declared as a wilful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

Eligibility for the Issue

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 106(M) (1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is less than Rs. 10 Crores and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the “SME Platform of BSE”).

We confirm that:

- a) In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this issue is hundred percent underwritten and that the Lead Manager to the Issue Shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to “**General Information – Underwriting**” on page 40 of this Prospectus.

- b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money, with interest as prescribed under the Companies Act, 2013.
- c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft of this Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing this Draft Prospectus with Stock Exchange and the Registrar of Companies.
- d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that have entered into an agreement with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares on the SME Platform of BSE. For further details of the arrangement of market making please refer to “**General Information – Details of the Market Making Arrangements for this Issue**” on page 41 of this Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on SME Exchange / Platform BSE circular dated April 19, 2012 (<http://www.bsesme.com/aboutpublicissue.aspx>), which states as follows:

1. Net Tangible Assets of at least Rs. 1 Crore as per the latest audited financial results (as restated)
2. Net worth (excluding revaluation reserves) of at least Rs. 1 Crore as per the latest audited financial results (as restated)
3. Track record of distributable profits in terms of Section 123 of Companies Act, 2013 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months. Extraordinary income will not be considered for the purpose of calculating distributable profits. Otherwise, the Net Worth shall be at least Rs. 3 Crores.
4. Net Tangible Assets, Net Worth and Distributable Profit, of the Company as per the restated financial statements for the period ended April 01, 2014 to September 10, 2014 and for year ended as at March 31, 2014, 2013 and 2012 are as set forth below:-

Particulars	As at			
	September 10, 2014	March 31, 2014	March 31, 2013	March 31, 2012
Distributable Profit*	(13,49,690)	(54,20,692)	(47,43,619)	(95,44,875)
Net Tangible Assets**	389,63,565	222,02,162	222,74,829	53,66,411
Net Worth***	397,09,938	263,39,528	274,78,161	103,50,082

*Distributable Profit has been calculated as per Sec 123 of Companies Act, 2013. However our Company is eligible for the issue in terms of its Net Worth being Rs. 3 Crore.

**Net Tangible Assets are defined as the sum of all net assets of the Company, excluding intangible assets as defined in Accounting Standard 26 issued by the Institute of Chartered Accountants of India. As is evident, our Company has Net Tangible Assets of over Rs. 1 Crore.

***Net Worth includes Share Capital and Reserves (excluding revaluation reserves) Less Miscellaneous Expenditure not written off, if any. & Debit Balance of Profit and Loss Account not wrote off, if any. As is evident, our Company has a Net Worth of over Rs.1 Crore.

5. The post-issue paid up capital of our Company shall be at least Rs. 1 Crore. As detailed in Chapter Capital Structure of the Prospectus, our Company will have a post issue capital of Rs. 4,15,85,600 (Rupees Four Crores Fifteen Lakhs Eighty Five Thousand Six Hundred).
6. Our Company shall mandatorily facilitate trading in demat securities and is in process to entering into tripartite agreement with both the depositories.
7. Our Company has a website i.e. <http://www.captainpipes.com/>
8. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
9. There is no winding up petition against the Company that has been admitted by a Court or a liquidator has not been appointed.
10. There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE.

Compliance with Part A of Schedule VIII of the SEBI (ICDR) Regulations

Our company is in compliance with the provisions specified in Part A of the SEBI (ICDR) Regulations. No exemptions from eligibility norms has been sought under Regulation 109 of the SEBI (ICDR) Regulations, with respect to the Issue. Further our company has not been formed by the conversion of a partnership firm into a company.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 11, 2014 WHICH READS AS FOLLOWS:

WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE

CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:

- A. THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
 - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
 - 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.**
 - 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**
 - 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.**
 - 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE**
 - 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**
 - 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS**

PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE

10. WE CERTIFY ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON ‘PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)’, AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO.CIR/ MIRCD/ 1/2012 DATED JANUARY10,2012.
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE OFFER DOCUMENT HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN OFFER DOCUMENT AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-

ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

- 3. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.**
- 4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.**
- 5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS- NOT APPLICABLE**
- 6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.**

The filing of the Prospectus does not, however, absolve our company from any liabilities under section 34, Section 35, Section 36 and section 38(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the LM any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Mumbai in terms of sections 26 and 32 of the Companies Act, 2013.

Statement on Price Information of Past Issues handled by Hem Securities Limited:

Sr. No.	Issuer Name	Issue size (Rs. in cr.)	Issue price (Rs.)	Listing Date	Opening price on listing date (Rs.)	Closing price on listing date (Rs.)	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day (Rs.)	Benchmark index as on 10th calendar days from listing day (Closing)	Closing price as on 20th calendar day from listing day (Rs.)	Benchmark index as on 20th calendar days from listing day (Closing)	Closing price as on 30th calendar day from listing day (Rs.)	Benchmark index as on 30th calendar days from listing day (Closing)
1.	Shekhawati Poly-Yarn Ltd.	36.00	30.00	12.01.2011	32.50	47.50	58.33	19,534.10	24.00	19,151.28	25.45	18,022.22	24.30	17,728.61
2.	Tijaria Polypipes Ltd.	60.00	60.00	14.10.2011	62.00	18.10	(69.83)	17,082.69	15.05	16,939.28	11.97	17,481.93	16.28	17,118.74
3.	Samruddhi Realty Ltd.	2.60	12.00	12.04.2013	13.00	13.65	13.75	18,242.56	17.25	19,169.83	22.60	19,735.77	22.90	19,691.67
4.	Captain Polyplast Ltd.	5.94	30.00	11.12.2013	33.00	34.65	15.50	21,171.41	36.00	21,101.03	35.00	21,170.68	41.50	20,758.49
5.	Tentiwal Wire Products Ltd	2.12	13.00	31.12.2013	12.50	11.90	(8.46)	21,170.68	10.75	20,758.49	11.50	21,205.05	10.30	20,498.25
6.	R&B Denims Ltd	3.71	10.00	22.04.2014	10.55	11.05	10.50	22,758.37	14.70	22,403.89	11.10	23,551.00	12.00	24,374.40
7.	Bansal Roofing Products Ltd.	2.04	30.00	14.07.2014	31.00	30.50	1.67	25,006.98	30.75	26,271.85	31.50	25,723.16	30.30	26,103.23
8.	Atishay Infotech Limited	3.71	16.00	16.10.2014	17.75	18.45	15.31	25,999.34	22.00	26,752.90	20.25	27,915.88	-	-
9.	Dhabriya Polywood Limited	3.30	15.00	17.10.2014	16.50	16.75	11.67	26,108.53	18.80	26,752.90	35.85	27,868.63	-	-
10.	Vibrant Global Capital Limited	11.48	19.00	21.10.2014	19.40	20.00	5.26	26,575.65	19.25	27,865.83	19.00	27,874.73	-	-
11.	ADCC Infocad Limited	9.60	40.00	22.10.2014	43.50	45.65	14.13	26,787.23	60.80	27,860.38	-	-	-	-

Financial Year	Total no. of IPOs	Total Funds raised (Rs. in cr.)	Nos. of IPOs trading at discount on listing date			Nos. of IPOs trading at premium on listing date			Nos. of IPOs trading at discount as on 30th calendar day from listing day			Nos. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25- 50%	Less than 25%	Over 50%	Between 25- 50%	Less than 25%	Over 50%	Between 25- 50%	Less than 25%	Over 50%	Between 25- 50%	Less than 25%
2014-15	6	33.84	-	-	-	-	-	6	-	-	-	-	-	2*
2013-14	3	10.66	-	-	1	-	-	2	-	-	1	1	1	-
2012-13	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2011-12	1	60.00	1	-	-	-	-	-	1	-	-	-	-	-
2010-11	1	36.00	-	-	-	1	-	-	-	-	1	-	-	-
2009-10	-	-	-	-	-	-	-	-	-	-	-	-	-	-

*Four of the IPO's has not completed 30th calendar day from the date of their listing day.

Note:

- a) In case the 10th, 20th and 30th calendar day from the date of listing is a holiday, the share price and benchmark index is taken for the immediately following working day.
- b) BSE SENSEX has been considered as the benchmark index.

Track Record of past issues handled by Hem Securities Limited

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/ MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please refer the website of the LM at: www.hemonline.com

Caution - Disclaimer from our Company and the Lead Manager

Our Company, our Directors, and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our web site www.captainpipes.com would be doing so at his or her own risk.

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU entered into between the Lead Manager Hem Securities Limited and our Company dated September 30, 2014 and the Underwriting Agreement dated September 30, 2014 entered into between the Underwriters (Hem Securities Limited) and our Company and the Market Making Agreement dated September 30, 2014 entered into among the Market Maker and our Company.

All information shall be made available by us and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centers or elsewhere.

The LM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Entities, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

Disclaimer in respect of Jurisdiction

This Issue is being made in India to Persons resident in India (including Indian nationals resident in India), who are majors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorised under their constitution to hold and invest in shares, public financial institutions as specified in section 2 (72) of the Companies Act, 2013 state industrial development corporations, Venture Capital Funds (VCFs) registered with SEBI, FPI other than category III FPI registered with SEBI, Insurance Companies registered with Insurance and Regulatory Development Authority, Provident Funds (subject to applicable law) with minimum corpus of Rs. 2,500.00 Lacs and pension funds with minimum corpus of Rs. 2,500.00 Lacs, and to permitted non residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, foreign venture capital investors registered with SEBI and eligible foreign investors provided they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to or purchase Equity Shares offered hereby in any other jurisdiction to any Person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any Person into whose possession this Prospectus is required to inform himself or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Jaipur, Rajasthan, India.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause under Rule 144a of the U.S. Securities Act

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing

A copy of this Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Regulation 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the Regional Office, Unit No. 002, Ground Floor, Sakar I, Near Gandhigram Railway Station, Opp. Nehru Bridge, Ashram Road, Ahemdabad-380009, India.

A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the RoC situated at Registrar of Companies, Gujarat, Ahmedabad, RoC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India.

Disclaimer Clause of the SME Platform of BSE

BSE Limited ("BSE") has given vide its letter dated November 10, 2014, permission to this Company to use its name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter for granting the aforesaid permission to this company. BSE does not in any manner:-

- Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- Warrant that this company's securities will be listed or will continue to be listed on BSE; or
- Take any responsibility for the financial or other soundness of this Company, its Promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against BSE whatsoever by reason of loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Listing

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is no requirement of obtaining In- Principle approval of the SME Platform of BSE. However, application shall be made to SME Platform of BSE for obtaining permission for listing of the Equity Shares being offered and sold in the Issue on its SME Platform after the allotment in the Issue.

BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within eight days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money, with interest at the rate of 15% per annum on application money, as prescribed under the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within twelve (12) Working Days of the Issue Closing Date.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who:

- a. Makes or abets making of an application in a fictitious name, to the Company for acquiring or subscribing for, any shares therein, or
- b. Makes or abets making of multiple applications to the Company in different names or in combination of his name or surname for acquiring or subscribing for its securities; or
- c. Otherwise induces directly or indirectly to the Company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name,

shall be liable to action under Section 447 of the Companies Act, 2013.

Consents

Consents in writing of: (a) our Directors, our Promoters, our Company Secretary & Compliance Officer, Chief Financial Officer, our Statutory Auditors, Peer Review Auditors, Banker(s) to the Company; and (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriters to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the ROC, under section 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. P.H. Patel & Associates, Chartered Accountants, Statutory Auditor, M/s. S. S. Rathi & Company, Chartered Accountants, Peer Review Auditors of the Company have agreed to provide their written consent to the inclusion of their report on Statement of Possible Tax Benefits dated October 9, 2014 relating to the possible tax benefits, as applicable, and on restated financial statements dated October 10, 2014 which may be available to the Company and its shareholders, included in this Prospectus/ Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Prospectus.

Experts Opinion

Except for the reports in the section “*Financial Information of our Company*” and “*Statement of Tax Benefits*” on page 142 and page 66 of this Prospectus from the Peer Review Auditors and Statutory Auditor respectively, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

Expenses of the Issue

The total expenses of the Issue are estimated to be approximately Rs. 26.00 Lacs, which is 5.90% of the Issue size. The estimated Issue related expenses includes Issue Management Fee, underwriting and management fees, SCSB's commission/fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees. All expenses with respect to the Issue would be paid by our Company.

The estimated Issue expenses are as under:

Activity	Amount (Rs.)	% of Total Estimated Issue Expenditure	% of Issue Size
Payment to Merchant Banker including underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other out of pocket expenses	19,00,000.00	73.08	4.31
Printing and Stationery and postage expenses	2,00,000.00	7.69	0.45
Advertising and Marketing expenses	2,00,000.00	7.69	0.45
Regulatory fees and expenses	3,00,000	11.54	0.68
Total Estimated Issue Expenses	26,00,000.00	100.00	5.90

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the (i) Memorandum of Understanding dated September 30, 2014 with the Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated September 30, 2014 with Underwriter Hem Securities Limited and (iii) the Market Making Agreement dated September 30, 2014 with Market Maker Hem Securities Limited, a copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable by our Company to the Registrar to the Issue for processing of application, data entry, printing of CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as the per the MoU between our Company and the Registrar to the Issue dated September 25, 2014, a copy of which is available for inspection at our Company's Registered Office.

The Registrar to the Issue will be reimbursed for all out of pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable them to send refund orders or Allotment advice by registered post/speed post/under certificate of posting.

Underwriting commission, brokerage and selling commission on Previous Issues

Since this is the Initial Public Offer of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our incorporation.

Public Issues and Rights Issue during the Last Five Years

Except as detailed in below, our Company have not made any previous rights and public issues in India or abroad in the five (5) years preceding the date of this Prospectus:

Type of Issue	Rights Issue
Year of Issue	2014-15
Closing Date	September 03, 2014
Date of allotment	September 03, 2014
Date of refunds	Not Applicable
Date of listing on the recognised stock exchange	Not Applicable
Amount of Issue	Rs. 100.00 Lakhs
Date of completion of delivery of share/ debenture	September 03, 2014

certificates.					
Date of completion of the project, where object of the issue was financing the project	Not Applicable				
Rate of dividend paid	Nil				
If the issue(s) was at premium or discount and the amount thereof	4,00,000 Equity Shares of Face Value of Rs. 10 each for Cash at a price of Rs. 25/- per equity share (including a Share Premium of Rs. 15/- per equity share) aggregating to Rs. 100.00/- Lakhs.				
The amount paid or payable by way of premium, if any, on each equity share which had been issued within the two years preceding the date of the offer document or is to be issued, stating the dates or proposed dates of issue and, where some shares have been or are to be issued at a premium and other shares of the same class at a lower premium, or at par or at a discount, the reasons for the differentiation and how any premiums received have been or are to be disposed of	Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Securities Premium (Rs.)
	04.12.2012	5,44,280	10	25	15
	11.02.2013	1,35,000	10	20	10
	03.09.2014	4,00,000	10	25	15
	15.09.2014	15,28,780	10	Nil	Not Applicable
	A sum of Rs. 1,52,87,800/- has been utilised for issue of Bonus Shares to the existing shareholders. For details relating to allotments, please refer to chapter titled Capital Structure on page no. 43				
Performance vis-à-vis objects:	Objects of the Issue were to meet working capital requirements of the Company. As certified by the Management and the Statutory Auditors of the Company vide their certificate dated October 10, 2014 the fund raised through Rights Issue has been deployed for the purpose for which it was raised and there was no deviation in actual utilisation of funds.				

Previous issues of shares otherwise than for cash

Except as stated in the chapter titled *“Capital Structure”* beginning on page 43 of this Prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

Commission or brokerage on previous issues

No commission or brokerage has been paid for the Rights Issue made by our Company as stated above.

Particulars in regard to our Company and other listed companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:

Our Company has made a Rights Issue during the year 2014-15, details of which is provided above.

Besides stated above and except our Promoter Company, Captain Polyplast Limited which has come out with the Initial Public Issue on BSE SME platform during the year 2013-14, details of which is provided in the chapter titled **“Our Promoters & Our Promoter Group and Group Companies / Entities”** on page 133 of this Prospectus, none of our other Group Companies which are under the same management within the meaning of section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013, had made any public issue (including any rights issues or composite issues to the public) during the last three years.

Performance vis-à-vis objects – Public/rights issue of our Company and/or listed Group Companies and associates of our Company

Except as disclosed in the section **“Capital Structure”** and **“Our Promoters & Our Promoter Group and Group Companies / Entities”** on page 43 and 133 respectively, our Company and our Promoter Company has not undertaken

any previous public or rights issue. None of our other Group Companies and Associates are listed on any stock exchange. The details of the performance vis-a-vis objects are:

Name of the Company	Objects of the Issue
Captain Pipes Limited	To meet working capital requirements of our Company. The Management and the Statutory Auditors of our Company M/s. P. H. Patel & Associates, Chartered Accountants vide their certificate dated October 10, 2014, has certified that the fund raised through Rights Issue has been deployed for the purpose for which it was raised and there was no deviation in actual utilisation of funds.
Captain Polyplast Limited	Fund the expansion plans i.e. Construction of Building & Purchase of Furniture & Fixture, Purchase of Plant & Machineries and for Working Capital Requirement. The Management and the Statutory Auditors M/s. P Ghanshyam & Company, Chartered Accountants of Captain Polyplast Limited, has vide their respective certificates dated May 30, 2014 has certified that the fund raised through the IPO Issue has been deployed for the purpose for which it was raised and there was no deviation in actual utilisation of funds.

Other than as detailed above, none of the Group Entities has made Public Issue or Rights Issue of equity shares during the period of ten years immediately preceding the date of filing of this Prospectus with the BSE.

Outstanding Debentures, Bond Issues, or Preference Shares

Our Company does not have any outstanding debentures, bonds or preference shares as of the date of this Prospectus.

Stock Market Data for our Equity Shares

This being an Initial Public Offering of our Company, the Equity Shares of our Company are not listed on any stock exchanges.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least six (6) months from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid cum Application Form was submitted by the ASBA Applicants.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be seven (7) days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholder / Investors Relationship Committee in the Board Meeting held on September 30, 2014. For further details on the Stakeholders and Investors Grievance Committee, please refer to section titled "**Our Management**" beginning on page 108 of this Prospectus

Our Company has appointed Mr. Jeetkumar B. Raychura , Company Secretary and the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and the Compliance Officer are as follows:

Mr. Jeetkumar B Raychura

Captain Pipes Limited

Survey No. 257, Plot No. 23 to 28, N.H. 8-B, Shapar – Veraval, Rajkot – 360002, Gujarat, India,

Tel No: +91- 2827-252410 / +91- 9909029066, Fax No:+91-2827-253006

Website: www.captainpipes.com

E-mail: compliance@captainpipes.com

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

Disposal of investor grievances by listed companies under the same management as Our Company

For details, see the chapter “**Our Promoters & Our Promoter Group and Group Companies / Entities**” beginning on page 133 of this Prospectus.

Change in Auditors

There has been no change in the auditors of our Company for the last three (3) years.

Capitalization of Reserves or Profits

Except with respect to the bonus shares as disclosed under section titled “**Capital Structure**” beginning on page 43 of this Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

Revaluation of Assets

Our Company has not revalued its assets since incorporation.

Tax Implications

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “**Statement of Tax Benefits**” beginning on page 66 of this Prospectus.

Purchase of Property

Other than as disclosed in **“Our Business”** Section on page 79 of this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus, other than property, in respect of which:

The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of the contract; or the amount of the purchase money is not material.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made thereunder.

Servicing Behavior

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of Our Company

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled “Annexure R- Related Party Transactions” beginning on page 175 of this Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

SECTION VII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered are subject to the provisions of the Companies Act, SCRR, SEBI (ICDR) Regulations, 2009, our Memorandum and Articles of Association, the terms of this Prospectus, the Prospectus, Application Form, CAN, the Revision Form, , Allotment advices, the SME listing agreement and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the FIPB, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Authority for the Present Issue

The present Initial Public Issue of 11,01,000 Equity Shares in terms of this Prospectus has been authorized by the Board of Directors of our Company at their meeting held on September 24, 2014 and was approved by the shareholders of our Company by passing a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on September 26, 2014.

Ranking of Equity Shares

The Equity Shares being offered shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The allottees will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled "*Main Provisions of Articles of Association*" on page 258 of this Prospectus.

Mode of Payment of Dividend

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, the Articles of Association of our Company, the provision of the SME Listing Agreement to be entered with BSE Limited and as per the recommendation by our Board of Directors and approved by our Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, For further details in relation to dividends, please refer to section titled "*Dividend Policy*" and "*Main Provisions of the Articles of Association*" on pages 141 and 258 respectively of this Prospectus.

Face Value and Issue Price

The Equity Shares having a Face Value of Rs. 10.00 each are being offered in terms of this Prospectus at the price of Rs. 40 per Equity Share (including a premium of Rs. 30.00 per Equity Share). The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "*Basis for Issue Price*" on page 64 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association of our Company, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;

- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable law, including any RBI Rules and Regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, terms of the SME Listing Agreement with the Stock Exchange and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/ or consolidation / splitting, etc., please refer to Section titled "*Main Provisions of Articles of Association*" beginning on page 258 of this Prospectus.

Minimum Application Value, Market Lot and Trading Lot

As per the provisions of the Depositories Act, 1996 and Section 29 of the Companies Act, 2013 the Equity Shares of our Company shall be allotted only in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

The investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialized form only.

The trading of the Equity Shares will happen in the minimum contract size of 3,000 Equity Shares and the same may be modified by the SME Platform of BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Prospectus will be done in multiples of 3,000 Equity Shares subject to a minimum allotment of 3,000 Equity Shares to the successful applicants in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

The minimum number of allottees in the Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 15 days of closure of issue.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Operation of Subscription List of Public Issue

ISSUE OPENS ON	November 26, 2014
ISSUE CLOSES ON	December 01, 2014

Minimum Subscription

In accordance with Regulation [106P](1) of SEBI ICDR Regulations, this Issue is 100% underwritten. Also, in accordance with explanation to Regulation [106P](1) of SEBI ICDR Regulations, the underwriting shall not be restricted to any minimum subscription level. This Issue is 100% underwritten and the details of the same have been disclosed on page 40 of this Prospectus.

As per section 39 of the new Companies Act, if the “**stated minimum amount**” has not been subscribed and the sum payable on Bid is not received within a period of 30 days from the date of issue of Prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within 60 (sixty) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond 8 (eight) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under the provisions of the Companies Act, 2013 and applicable law.

Further, in accordance with Regulation [106R] of SEBI ICDR Regulations, the minimum number of allottees in this Issue shall be 50. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 15 days of closure of issue.

Further, in accordance with Regulation 106 Q of the SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of 3,000 equity shares. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than Rs.1,00,000 i.e. the minimum contract size allowed for trading on the SME Exchange.

Application by Eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FPIs/FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As per the extant policy of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be

subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the section titled "*Capital Structure*" beginning on page 43 of this Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation / splitting of Equity Shares. For further details, please refer to the section titled "*Main Provisions of the Articles of Association*" on page 258 of this Prospectus.

Option to receive Equity Shares in Dematerialized Form

As per section 29(1) of the new Companies Act, every company making public offer shall issue securities only in dematerialized form only. The investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Exchange.

Migration to Main Board

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

- If the Paid up Capital of our Company is likely to increase above Rs. 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which our Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board or
- If our Company satisfy the eligibility criteria as specified in Regulation 26(1) of SEBI (ICDR) Regulations, 2009 either at the time of initial listing on SME platform or at the time of seeking migration to Main Board. However, same will not be applicable where our Company had sought listing on SME platform by following the process and requirements prescribed in Regulation 26(2)(a) of SEBI (ICDR) Regulations, 2009.

Market Making

The Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE (SME Exchange), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME Platform of BSE. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to section titled "*General Information - Details of the Market Making Arrangements for this Issue*" beginning on page 41 of this Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

Issue size	Buy quote exemption threshold (including mandatory initial inventory of 5% of issue size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of issue size)
Upto Rs. 20 Crore, as applicable in our case	25%	24%

Further, the Market Maker shall give (2) Two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, India

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue paid up capital does not exceed Rs. 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("*SME Exchange*", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "*Terms of the Issue*" and "*Issue Procedure*" beginning on page 228 and 235 of this Prospectus.

Following is the issue structure:

Public issue of 11,01,000 Equity Shares of Rs.10/- each ("the equity shares") for cash at a price of Rs. 40 per equity share (including a Share Premium of Rs. 30.00 per equity share) aggregating to Rs. 440.40 Lakhs ("the issue") by Captain Pipes Limited (our "Company" or the "Issuer")

The issue comprises a Net Issue to Public of 10,44,000 equity shares ("Net issue") and reservation of 57,000 equity shares for subscription by the designated market maker ("Market Maker's Reservation Portion").

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	10,44,000 Equity Shares of Face Value Rs. 10/-	57,000 Equity Shares of Face Value Rs. 10/-
Percentage of Issue Size available for allocation	94.82 % of the Issue Size (50% to Retail Individual Investors and the balance 50% to Other Investors).	5.18 % of the Issue Size Firm allotment
Basis of Allotment	Proportionate subject to minimum allotment of 3,000 Equity Shares and further allotment in multiples of 3,000 Equity Shares each. For further details please refer to section titled " Issue Procedure - Basis of Allotment " beginning on page 250 of this Prospectus.	Firm Allotment
Mode of Application	For Other Investors: Applicants the application must be made compulsorily through the ASBA Process. For Retail Individual Investors: The Retail Individual Applicant may apply through the ASBA or the Physical Form.	Through ASBA Process Only
Minimum Application Size	For Other Investors: Such number of Equity Shares in multiples of 3,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000/- For Retail Individual Investors: 3,000 Equity Shares	57,000 Equity Shares of Face Value Rs. 10/-
Maximum Application Size	For Other Investors: The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable. For Retail Individual Investors: Such number of Equity Shares in multiples of 3,000 Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	57,000 Equity Shares of Face Value Rs. 10/-
Mode of Allotment	Compulsorily in dematerialized form	Compulsorily in dematerialized form

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Trading Lot	3,000 Equity Shares	3,000 Equity Shares. However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to “**Terms of the Issue**” on page 228 of this Prospectus.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue ‘the allocation’ is the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to
 - i. Individual applicants other than retail individual investors; and
 - ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

"If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage"

ISSUE PROGRAMME

ISSUE OPENING DATE	November 26, 2014
ISSUE CLOSING DATE	December 01, 2014

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue anytime after the Issue Opening Date but before the allotment of Equity Shares, our Company will issue a public notice within 2 (two) days of the closure of the issue, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares offered through this Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (“General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to include reference to certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Prospectus.

Fixed Price Issue Procedure

The Issue is being made under Regulation 106(M)(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Selected Branches / Offices of the Escrow Bankers to the Issue who shall duly submit to them the Registrar to the Issue. In case of QIB Applicants, our Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. The Application Forms which do not have the details of the Applicant’s depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic application system of the stock exchanges by the Brokers (including sub-brokers) do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants are required to ensure that the PAN (of the sole/ first Applicant) provided in the Application Form is exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held. In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

Application Form

Applicants shall only use the specified Application Form bearing the stamp of the Bankers to the Issue for the purpose of making an Application in terms of this Prospectus. The application form shall contain space for indicating number of specified securities subscribed for in dematerialized form. Upon completing and submitting the Application Form to the Bankers to the Issue, the Applicant is deemed to have authorized our Company to make the necessary changes in this Prospectus and the Application Form as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Upon completing and submitting the Application Form for ASBA Applicants to the SCSB, the ASBA Applicant is deemed to have authorized our Company to make the necessary changes in this Prospectus and the ASBA Application as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the ASBA Applicant.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour
Indian Public / NRI's applying on a non-repatriation basis (ASBA and Non-ASBA)	White
Non-Residents including eligible NRI's, etc. applying on a repatriation basis (ASBA and Non-ASBA)	Blue

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues with effect from May 1, 2010 all the investors can apply through ASBA process and with effect from May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

Availability of Prospectus and Application Forms

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue and the collection Centers of the Bankers to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE Limited i.e. www.bseindia.com.

Who can apply?

1. Indian nationals resident in India who are not minors, or in the name of the minor children as natural / legal guardian in single or joint names (not more than three);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in Equity Shares;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable laws. NRIs other than eligible NRIs are not eligible to participate in this issue;
6. Indian Financial Institutions, scheduled commercial banks (excluding foreign banks), regional rural banks, cooperative banks (subject to RBI regulations, the SEBI (ICDR) Regulations and other regulations, as applicable);
7. FPIs and sub-accounts registered with SEBI, other than Category III Foreign Portfolio Investor
8. Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional Applicants portion;
9. Venture Capital Funds (VCFs) registered with SEBI;
10. FVCIs registered with SEBI;
11. Multilateral and bilateral development financial institutions;
12. State Industrial Development Corporations;
13. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorized under their constitution to hold and invest in Equity Shares;
14. Scientific and/or industrial research organizations authorized to invest in Equity Shares;
15. Insurance Companies registered with Insurance Regulatory and Development Authority;
16. Provident Funds with minimum corpus of Rs. 2500 Lakhs and who are authorized under their constitution to hold and invest in Equity Shares;
17. Pension Funds with minimum corpus of Rs. 2500 Lakhs and who are authorized under their constitution to hold and invest in Equity Shares;
18. National Investment Fund set up by the resolution No. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India ;
19. Nominated Investor and Market Maker;
20. Insurance funds set up and managed by the army, navy or air force of the Union of India;
21. Insurance funds set up and managed by the Department of Posts, India;

22. Limited Liability Partnership registered in India and authorized to invest in equity shares and;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them under Indian laws.

Applications not to be made by:

1. Minors
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Applicants

The Application must be for a minimum of 3,000 Equity Shares and in multiples of 3,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 3,000 Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

Participation by Associates of LM

Except for the Market Making and the Underwriting Obligations, the Lead Manager shall not be allowed to subscribe to this Issue in any manner. However, associates and affiliates of the LMs may subscribe to or purchase Equity Shares in the Issue, where the allocation is on a proportionate basis.

Option to Subscribe in the Issue

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be dematerialized form only.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Applicants:

- a. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- b. The LMs will circulate copies of the Prospectus along with the Application Form to potential investors.
- c. Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our registered office or from the corporate office of the LMs.
- d. Applicants who are interested in subscribing for the Equity Shares should approach the LMs or their authorized agent(s) to register their Applications.
- e. Applications made in the Name of Minors and/or their nominees shall not be accepted.
- f. Applicants are requested to mention the application form number on the reverse of the instrument to avoid misuse of instrument submitted along with the application for shares. Applicants are advised in their own interest, to indicate

the name of the bank and the savings or current a/c no in the application form. In case of refund, the refund order will indicate these details after the name of the payee. The refund order will be sent directly to the payee's address.

Application by Indian Public including eligible NRIs applying on Non-Repatriation

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of securities exceeding the number of securities offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

Application by Mutual Funds

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

Applications by Eligible NRIs/FPI's on Repatriation Basis

Application Forms have been made available for Eligible NRIs at our registered Office.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. The Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares for allotment to NRI's on repatriation basis.

Allotment of Equity Shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's.

AS PER THE CURRENT REGULATIONS, THE FOLLOWING RESTRICTIONS ARE APPLICABLE FOR INVESTMENTS BY FPIs.

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by a domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of Schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized Stock Exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian Company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFC) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, hold equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after Initial Public Offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment from the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
 - a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - b) Nothing contained in clause (a) shall apply to:
 - i. Any transactions in derivatives on a recognized stock exchange;
 - ii. Short selling transactions in accordance with the framework specified by the Board;
 - iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - iv. Any other transaction specified by the Board.
 - c) No transaction on the stock exchange shall be carried forward;
 - d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
 - i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
 - ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iii. Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
 - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
 - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
 - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - viii. Any other transaction specified by Board.
 - e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form: Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.
4. The purchase of Equity Shares of each company by a single foreign portfolio investor or an investor group shall be

below ten percent of the total issued capital of the company.

5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard. No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

(a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority'

(b) Such offshore derivatives instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal, in offshore derivatives instruments directly or indirectly.

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to offshore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India of India (Foreign Institutional Investors) Regulations, 1995 before commencement of these regulations shall be deemed to have been issued under the corresponding provision of these regulations.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10 per cent of the total issued capital of the company.

Applications by Eligible QFIs

Eligible QFIs are permitted to invest in the equity shares of Indian companies on a repatriation basis subject to certain terms and conditions. Eligible QFIs have also been permitted to invest in equity shares of Indian companies which are offered to the public in India in accordance with the SEBI Regulations. The individual and aggregate investment limits for Eligible QFIs in an Indian company are 5.00% and 10.00% of the paid up capital of the Indian company respectively. These limits are in addition to the investment limits prescribed under the portfolio investment scheme for FIIs and NRIs. However, in cases of those sectors which have composite foreign investment caps, Eligible QFI investment limits are required to be considered within such composite foreign investment cap. An Eligible QFI may make investments in the equity shares of an Indian company through both the FDI route and the QFI route. However, the aggregate holding of such Eligible QFI shall not exceed 5.00% of the paid-up capital of the Indian company at any point of time.

QFIs shall be eligible to apply under the Non-Institutional Applicants category. Further, SEBI in its circular dated January 13, 2012 has specified, amongst other things, eligible transactions for Eligible QFIs (which includes investment in equity shares in public issues to be listed on recognised stock exchanges and sale of equity shares held by Eligible QFIs in their demat account through SEBI registered brokers), manner of operation of demat accounts by Eligible QFIs, transaction processes and investment restrictions. SEBI has specified that transactions by Eligible QFIs shall be treated at par with those made by Indian non-institutional investors in various respects including, margins, voting rights, public issues, etc.

Eligible QFIs shall open a single non-interest bearing Rupee account with an AD category-I bank in India for routing the payment for transactions relating to purchase of equity shares (including investment in equity shares in public issues) subject to the conditions as may be prescribed by the RBI from time to time. Eligible QFIs who wish to participate in the Issue are advised to use the Application Form meant for Non- Residents (blue in colour). Eligible QFIs shall compulsorily apply through the ASBA process to participate in the Issue.

Applications by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

As per the current regulations, the following restrictions are applicable for SEBI Registered Venture Capital Funds:

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds registered with SEBI.

Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund. A Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds can invest only up to 33.33% of the investible funds by way of subscription to an initial public offer.

The SEBI (Alternative Investment Funds) Regulations, 2012 prescribe investment restrictions for various categories of AIF's.

The Category I and II AIFs cannot invest more than 25% of their respective corpus in one Investee Company. A category III AIF cannot invest more than 10% of its corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI (Alternate Investment Funds) Regulations, 2012, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI (Alternate Investment Funds) Regulations, 2012 shall continue to be regulated by the VCF Regulations.

The above information is given for the benefit of the Applicants. Our Company and the LMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Applications by Limited Liability Partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, as amended (“LLP Act”) a certified copy of certificate of registration issued under the LLP Act, 2000 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

Applications by Insurance Companies

In case of applications made by insurance companies registered with IRDA, certified copy of certificate of registration issued by IRDA must be attached to the Application Form or the ASBA Application Form, as the case may be. Failing this, our Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment Scheme) (5th Amendment) Regulations, 2013, as amended (the “IRDA Investment Regulations”), are broadly set forth below:

- (a) equity shares of a company: at least 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: at least 15% of the respective fund in case of a life insurer or a general insurer or reinsurer or 15% of investment asset in all companies belonging to the group; and
- (c) The industry sector in which the investee company operates: the least of 15% of the respective fund in case of life insurer or a general insurer or reinsurer or 15% of investment assets.

In addition, IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

Applications under Power of Attorney

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to applications by FIIs, VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c) With respect to applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / refund orders / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Application by Provident Funds/Pension Funds

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 2,500 lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LMs are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

ASBA Process

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA. The Application Form shall bear the stamp of the SCSBs and if not, the same shall be rejected.

Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account.

In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LMs.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

Who can apply?

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and w.e.f May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

Payment mechanism for ASBA Applications

All investors other than retail individual investors are required to make their application using ASBA process only.

The ASBA applicants shall specify the bank account number in the Application Form and the SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the ASBA Application or receipt of instructions from the Registrar to the Issue to unblock the Application Amount. In the event of withdrawal or rejection of the Application Form or for unsuccessful -Application Forms, the Registrar to the Issue shall give instructions to the SCSB to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal of the Application by the ASBA Applicant, , as the case may be.

In case of Applications by Eligible NRIs applying on repatriation basis, a NRE Account or a FCNR Account, maintained with banks authorized to deal in foreign exchange in India, should be mentioned in the Application Form for blocking of funds, along with documentary evidence in support of the remittance.

In case of Applications by Eligible NRIs applying on a non-repatriation basis, a NRE Account or a FCNR Account maintained with banks authorized to deal in foreign exchange in India or a NRO Account, should be mentioned in the Application Form for blocking of funds, along with documentary evidence in support of the remittance.

Escrow Mechanism

Terms of Payment / Payment Instructions

The entire Issue price of Rs. 40.00 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, Our Company shall refund the excess amount paid on Application to the Applicants.

Where the payment is made other than ASBA, it should be made by cheque, or demand draft drawn on any Bank (including a Co-operative Bank), which is situated at, and is a member of or sub member of the bankers' clearing house located at the centre where the Application Form is submitted. Outstation cheques/ bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

Cash/ Stock Invest/ Money Orders/ Postal orders will not be accepted.

A separate Cheque or Bank Draft should accompany each application form where payment is made other than ASBA mechanism Applicants should write the Share Application Number on the back of the Cheque /Draft. Outstation Cheques will not be accepted and applications accompanied by such cheques drawn on outstation banks are liable for rejection. Money Orders / Postal Notes will not be accepted.

Each Applicant shall draw a cheque or demand draft for the amount payable on the Application and/ or on allocation/ Allotment as per the following terms:

1. The payment instruments for payment into the Escrow Account should be drawn in favour of:
 - Indian Public including eligible NRIs applying on non-repatriation basis: "**CAPTAIN PIPES LIMITED - PUBLIC ISSUE - R**".
 - In case of Non-Resident Retail Applicants applying on repatriation basis: "**CAPTAIN PIPES LIMITED - PUBLIC ISSUE - NR**".
2. In case of Application by NRIs applying on repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External (NRE) Accounts or Foreign Currency Non Resident (FCNR) Accounts, maintained with banks authorized to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non-Resident Ordinary (NRO) Account of Non-Resident Applicant applying on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE Account or FCNR Account.
3. Where an Applicant has been allocated a lesser number of Equity Shares than the Applicant has applied for, the excess amount, if any, paid on Application, after adjustment towards the balance amount payable by the Pay in Date on the Equity Shares allocated will be refunded to the Applicant from the Refund Account.
4. On the Designated Date and no later than 15 (fifteen) days from the Issue Closing Date, the Escrow Collection Bank shall also refund all amounts payable to unsuccessful Applicants and also the excess amount paid on Application, if any, after adjusting for allocation / Allotment to the Applicants.

Payment by Stock invest

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Other Instructions

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two (2) or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- i. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- ii. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- iii. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.
- iv. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.\

In any event, all the allotments shall be done in demat form and no securities shall be allotted in physical form. After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB and Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. Our Company, in consultation with the LM reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

Pursuant to NSDL Circular dated December 17, 2005 with no NSDL/PI/2005/2475 in cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. Our Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Please note that Central or State Government and the officials appointed by the courts and investors residing in the State of Sikkim are exempted from specifying their PAN subject to the Depository Participants' verifying the veracity of such claims of the investors in accordance with the conditions and procedures under this section on Issue Procedure.

Right to Reject Applications

In case of QIB Applicants, our Company in consultation with the LMs may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, our Company has a right to reject Applications based on technical grounds.

Grounds for Rejections

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of The Issue;
- Applications for number of Equity Shares which are not in multiples of 3,000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;

- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications where clear funds are not available in the Escrow Account as per the final certificate from the Escrow Collection Bank(s);
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- In case of applications by Individual, the details such as name, date and similar compulsory details as indicated in the application form are missing.
- Applications not duly signed by the sole;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of our Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 5.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/ or Depositories Account.
- Where Application is made for allotment in physical mode.
- Where two or more separate applications for demat and physical are made, the applications for physical shares shall be treated as multiple application and liable for rejection.

APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

Applicants should note that providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

IMPERSONATION

Attention of the applicants is specifically drawn to the provision of Section 38(1) of the Companies Act, 2013 which is reproduced below:

Any person who:

- a) Makes or abets making of an application in a fictitious name, to the Company for acquiring or subscribing for, any shares therein, or
- b) Makes or abets making of multiple applications to the Company in different names or in combination of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly to the Company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable to action under Section 447 of the Companies Act, 2013.

Signing of Underwriting Agreement

Vide an Underwriting agreement dated September 30, 2014; this issue is 100% Underwritten.

Filing of the Prospectus with the RoC

Our Company will file a copy of the Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.

Designated Date and Allotment of Equity Shares

Our Company will issue and dispatch letters of allotment / Share certificates and / or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 12 (twelve) days of the Issue Closing Date.

Our Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under section 56 of the Companies Act, 2013 or other applicable provisions, if any. Allottees are requested to preserve such Letters of Allotment, until the securities have been credited to their demat account.

After the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date, our Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the allottees shall be within 2 (two) Working Days of the date of Allotment.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/ Allotted to them pursuant to this Issue.

Applicants to whom refunds are made through electronic transfer of funds will be sent a letter intimating them about the mode of credit of refund within 15 (fifteen) days of closure of Issue.

Our Company will provide adequate funds required for dispatch of refund orders or allotment advice to the Registrar to the Issue.

Refunds will be made by cheques, pay orders or demand drafts drawn on a bank appointed by us, as Refund Banker and payable at par at places where applications are received. Bank charges, if any, for en-cashing such cheques, pay orders or demand drafts at other centers will be payable by the Applicants.

General Instructions

Do's:

- Check if you are eligible to apply;
- Ensure that you have applied at the Issue Price;
- Read all the instructions carefully and complete the Application Form;
- Ensure that the details about the PAN, Depository Participant and the beneficiary account are correct and the Applicant's Depository Account is active as Allotment of Equity Shares will be in the dematerialised form only;
- Ensure that the applications are submitted at the collection centres only on forms bearing the stamp of a Broker or with respect to ASBA Applicants, ensure that your application is submitted at a Designated Branch of the SCSB where the ASBA Applicant or the person whose bank account will be utilised by the Applicant for applying, has a bank account;
- With respect to applications by ASBA Applicants, ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Non Retail Applicants should submit their applications through the ASBA process only;
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB or a Banker to the Issue, as the case may be;
- Instruct your respective banks to not release the funds blocked in the bank account under the ASBA process;

- Except for applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) applications by persons resident in the State of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, for applications of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the Application Form. The exemption for the Central or State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the category is indicated;
- Ensure that in case of applications under power of attorney or applications by limited companies, corporate, trusts etc., relevant documents are submitted;
- Ensure that applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Ensure that the DP ID, the Client ID and the PAN mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the SCSBs match with the DP ID, Client ID and PAN available in the Depository database;
- In relation to the ASBA applications, ensure that you use the Application Form bearing the stamp of the relevant SCSB and/ or the Designated Branch;
- In relation to the ASBA applications, ensure that your Application Form is submitted at a Designated Branch of a SCSB where the ASBA Account is maintained or to our Company or the Registrar to the Issue;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- In relation to the ASBA applications, ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form; and
- In relation to the ASBA applications, ensure that you receive an acknowledgement from the Designated Branch for the submission of your Application Form.

Don'ts:

- Do not apply for a price other than the Issue Price;
- Non Retail Applicants should neither withdraw nor lower the size of their applications at any stage;
- Do not apply on another Application Form after you have submitted an application to the Bankers to the Issue or the SCSBs, as applicable;
- Do not pay the Application Amount in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to a Banker to the Issue or the SCSB, only;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit the applications without the full Application Amount;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant; and
- Do not apply if you are not competent to contract under the Indian Contract Act, 1872, as amended.

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be

rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand Draft payable at Mumbai.

Applicant's Depository Account and Bank Details

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/credit of refunds to Applicants at the Applicants sole risk and neither the LMs or the Registrar or the Escrow Collection Banks or the SCSB nor our Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Applicants should note that providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Basis of Allotment

Allotment will be made in consultation with SME Platform of BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 3,000 Equity Shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted 3,000 Equity Shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 3,000 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 3,000 Equity Shares subject to a minimum allotment of 3,000 Equity Shares.
5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 3,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the

sole discretion of the Board of Directors, upto 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.

6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below

As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the allocation' is the net offer to the public category shall be made as follows:

- a. **Minimum fifty percent to retail individual investors; and**
- b. **Remaining to Individual applicants other than retail individual investors; and Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;**
- c. **The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category, if so required.**

"If the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage."

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with SME Platform of BSE.

The Executive Director / Managing Director of the SME Platform of BSE, Designated Stock Exchange in addition to Lead Merchant Banker and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

Allotment and Issuance of Allotment Advice

- a. Upon approval of the Basis of Allotment by the SME Exchange, the Board of Directors of our Company shall pass a Board Resolution within 9 (nine) Working Days, allotting the equity shares to the successful Applicants. The Registrar to the Issue shall upload the allotment details on its website and our Company and Registrar will proceed effect the corporate action for crediting the Equity Shares to the demat account of the allottees. Our Company and Registrar shall endeavour to give instructions to Depositories for credit of shares to successful allottees within 9 (nine) Working Days of Issue Closing Date and receive confirmation of Demat credit from Depositories within 11 (eleven) Working Days of Issue Closing Date.
- b. In the event of under subscription in the Issue and the underwriting being called upon to fulfil the obligations under the Underwriting Agreement, our Company shall make the allotments after achieving the Minimum Subscription within the time specified.
- c. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue. In their own interest, Allottees should verify the Allotment Advice received with their demat credits and bring discrepancy if any to the notice to the Registrar and / or to our Compliance Officer.
- d. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Applicant.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

REFUNDS

In case of Applicants receiving refunds through electronic transfer of funds, delivery of refund orders/ allocation advice/ CANs may get delayed if the same once sent to the address obtained from the depositories are returned undelivered. In such an event, the address and other details given by the Applicant in the Application Form would be used only to ensure dispatch of refund order. Please note that any such delay shall be at the Applicants sole risk and neither our Company, the Registrar, Escrow Collection Bank(s) nor the LMs shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories, which matches three parameters, namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's identity, then such Applications are liable to be rejected.

Our Company in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of the refund order/ CANs/ allocation advice/ refunds through electronic transfer of funds, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the Applicant). In such cases, the Registrar shall use Demographic Details as given in the Application Form instead of those obtained from the Depositories.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and/or commission. In case of Applicants who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Applicants so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Application Form. Our Company will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non- Residents, NRIs, FIIs, FPIs & FVCFs and all Non- Residents, NRIs, FIIs, FPIs & FVCFs will be treated on the same basis with other categories for the purpose of allocation.

Payment of Refund

Applicants must note that on the basis of name of the Applicants, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Application Form, the Registrar will obtain, from the Depositories, the Applicants' bank account details, including the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf. Hence Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch of refund order or refunds through electronic transfer of funds, as applicable, and any such delay shall be at the Applicants' sole risk and neither our Company, the Registrar, Escrow Collection Bank(s), Bankers to the Issue nor the LMs shall be liable to compensate the Applicants for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

Mode of making refunds

The payment of refund, if any, would be done through various modes as given hereunder:

1. **NECS (National Electronic Clearing System)** - Payment of refund would be done through NECS for applicants having an account at any of the centers where such facility has been made available specified by the RBI. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code from the Depositories.
2. **Direct Credit** - Applicants having bank accounts with the Refund Banker(s), as mentioned in the Application Form, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company.
3. **RTGS (Real Time Gross Settlement)** - Applicants having a bank account at any of the centers where such facility has been made available and whose refund amount exceeds Rs. 2.00 Lakhs, have the option to receive refund through

RTGS. Such eligible applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the application Form. In the event the same is not provided, refund shall be made through NECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the applicant's bank receiving the credit would be borne by the applicant.

4. **NEFT (National Electronic Fund Transfer)** - Payment of refund shall be undertaken through NEFT wherever the applicants' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR number. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency.
5. For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be through Speed Post/ Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Applications are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers will be payable by the Applicants.

Mode of making refunds for ASBA Applicants

In case of ASBA Applicants, the Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 9 (nine) working days from the Issue Closing Date.

Disposal of Applications and Application Moneys and Interest in Case of Delay

Our Company shall ensure the dispatch of Allotment advice, refund orders (except for Applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within (2) two working days of date of Allotment of Equity Shares.

In case of applicants who receive refunds through NECS, direct credit or RTGS, the refund instructions will be given to the clearing system within 15 (fifteen) days from the Issue Closing Date. A suitable communication shall be sent to the Applicants receiving refunds through this mode within 15 (fifteen) days of Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

Our Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within (7) seven working days of Allotment.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, our Company further undertakes that:

1. Allotment of Equity Shares shall be made within 15 (fifteen) days of the Issue Closing Date;
2. Dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions are given to the clearing system within 15 (fifteen) days of the Issue Closing Date would be ensured; and
3. Our Company shall pay interest at 15% p.a. for any delay beyond the 15 (fifteen) days time period as mentioned above, if Allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/ or demat credits are not made to investors within the 15 (fifteen) days time.

Undertakings by Our Company

Our Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by us expeditiously;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 7 (seven) working days of finalization of the basis of Allotment;
3. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by the Issuer;
4. That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 (fifteen) days of the Issue Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That the certificate of the securities / refund orders to the non-resident Indians shall be dispatched within specified time; and
6. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
7. Our Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
8. Adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.

Utilization of Issue Proceeds

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
2. Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized;
3. Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of Clause 52 of the SME Listing Agreement in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue anytime after the Issue Opening Date but before the allotment of Equity Shares, our Company will issue a public notice within 2 (two) days of the closure of the issue, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares offered through this Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, our Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Agreement dated November 03, 2014 between NSDL, the Company and the Registrar to the Issue;
- b. Agreement dated October 30, 2014 between CDSL, the Company and the Registrar to the Issue;
- The Company's shares bear an ISIN No. INE513R01018

Our Company has entered into tripartite agreement with both the Depositories i.e. CDSL & NSDL and is in the process of converting the equity shares held into physical form into demat mode.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis a vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.
- The trading of the Equity Shares of our Company would be in dematerialized form only for all investors

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and cheque or draft number and issuing bank thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GOI ("DIPP") by circular 1 of 2014, with effect from April 17, 2014 ("Circular 1 of 2014"), consolidates and subsumes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, Circular 1 of 2014 will be valid until the DIPP issues an updated circular.

RBI has also issued Master Circular on Foreign Investment in India dated July 01, 2014 which is valid till June 30, 2015. In terms of the Master Circular, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Subscription by foreign investors (NRIs/FPIs)

FPIs are permitted to subscribe to Equity Shares of an Indian Company in a public offer without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. SEBI registered FPIs have been permitted to purchase shares of an Indian company through offer, subject to total FPI investment being within the individual FPI/sub account investment limit of 10 per cent subject to the total sectoral cap of all FPIs/sub-accounts put together being 24 per cent of the paid-up capital of the Indian company.

The transfer of shares between an Indian resident and a Non-resident does not require prior approval of FIPB or RBI, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

Representation from the Applicants

No person shall make an Application in the Issue, unless such person is eligible to acquire Equity Shares of our Company in accordance with applicable laws, rules, regulations, guidelines and approvals.

Investors that make Application under the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters, and their respective directors, officers, agents, affiliates and representatives, as applicable, that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

There is no reservation for Non Residents, NRIs, FPIs, foreign venture capital funds, multi-lateral and bilateral development financial institutions and any other foreign investor. All Non Residents, NRIs, FPIs and foreign venture capital funds, multi-lateral and bilateral development financial institutions and any other foreign investor applicants will be treated on the same basis with other categories for the purpose of allocation.

As per the existing policy of the Government of India, OCBs also cannot participate in any Public Issue.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S promulgated under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered and sold outside the United States to certain persons in offshore transactions in compliance with Regulation S under the Securities Act.

Our Company, LM and the Issue Management Team are not making any selling efforts in any jurisdiction outside India.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION OF OUR COMPANY

1. The Authorized Share Capital of the company shall be such amounts and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital whether original, increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the company and allowed by law.
2. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
3. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-
 - (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
4. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
(ii) The provisions of Articles (3) and (4) shall mutatis mutandis apply to debentures of the company.
5. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
6. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
7. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

8. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

9. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

10. (i) The company shall have a first and paramount lien-

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

11. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made-

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

12. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

13. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

14. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

15. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

17. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

18. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

19. The Board-

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

1. CALLS IN ADVANCE

“No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The Provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.”

2. FURTHER ISSUE OF SHARES

(A) FURTHER ISSUE OF SHARES

1. Where at any time after the expiry of two years from the formation of the company or at any time after the expiry of one year from the allotment of shares in the company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the company by allotment of further shares then:

- (a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the company, in proportion, as nearly as circumstances admit, to the capital paid-up on those shares at that date;
- (b) The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;
- (c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person and the notice referred to in sub clause
- (d) shall contain a statement of this right;
- (e) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the company.

2. Notwithstanding anything contained in sub clause (1) the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (1) hereof) in any manner whatsoever.

- (a) If a special resolution to that effect is passed by the company in general meeting, or
- (b) Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favor of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the company.

3. Nothing in sub-clause (c) of (1) hereof shall be deemed:

- (a) To extend the time within which the offer should be accepted; or
- (b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favor the renunciation was first made has declined to take the shares comprised in the renunciation.

4. Nothing in this Article shall apply to the increase of the subscribed capital of the company caused by the exercise of an option attached to the debentures issued by the company:

- (i) To convert such debentures or loans into shares in the company; or
- (ii) To subscribe for shares in the company

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

(a) Either has been approved by the central Government before the issue of debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf; and

(b) In the case of debentures or loans or other than debentures issued to, or loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by the special resolution passed by the company in General Meeting before the issue of the loans.

(B) SHARES AT THE DISPOSAL OF THE DIRECTORS:

Subject to the provisions of Section 81 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the directors who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section 79 of the Act) at a discount and at such time as they may from time to time think fit and with sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the company in the General Meeting.

(C) LIMITATION OF TIME FOR ISSUE OF CERTIFICATES:

Every member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors so time determine) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holder.

(D) ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED:

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under the article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.2/- for each certificate) as the Directors shall prescribe.

Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of the Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf. The provision of this Article shall mutatis mutandis apply to debentures of the company.

(E) DIRECTORS MAY REFUSE TO REGISTER TRANSFER:

Subject to the provisions of Section 111A, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Member in or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

(J) TERM OF ISSUE OF DEBENTURE:

Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.

3. DEMATERIALIZATION OF SHARES

“Subject to the Provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities to hold securities issued by it in Dematerialized form.”

4. SITTING FEES

“Until otherwise determined by the Company in General Meeting, each Director (unless otherwise specifically provided for) shall be entitled to sitting fees for his services not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meeting of the Board or committee thereof.

5. REGISTER OF CHARGES

“Register of charges:

- i. The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.
- ii. The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours-
 - a. by any member or creditor without any payment of fees; or
 - b. by any other person on payment of such fees as may be prescribed,

Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date.

6. CLAUSE OF SECRECY

“Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents.”

Transfer of shares

20. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

21. The Board may, subject to the right of appeal conferred by section 58 decline to register-

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) Any transfer of shares on which the company has a lien.

22. The Board may decline to recognise any instrument of transfer unless-

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

23. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

24. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

25. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

26. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

27. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

28. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

29. The notice aforesaid shall-

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

31. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

32. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

33. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

35. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

36. Subject to the provisions of section 61, the company may, by ordinary resolution,-

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock,-

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,-

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Capitalization of profits

39. (i) The company in general meeting may, upon the recommendation of the Board, resolve-

- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-
 - (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub clause (B);

- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall-

- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
- (b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power-

- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
- (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General Meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at General Meetings

44. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of Meeting

48. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting Rights

49. Subject to any rights or restrictions for the time being attached to any class or classes of shares,-

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

50. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

51. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

52. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

53. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

54. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

55. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

56. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

57. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

58. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

59. The First Directors of the company shall be:

1. RAMESHBHAI DEVRAJBHAI KHICHADIA

2. GOPAL DEVRAJBHAI KHICHADIA

3. KANTIBHAI MANIBHAI GEDIA

The number of Directors shall not be less than 3(Three) and shall not exceed 15(Fifteen).

60. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-

- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
(b) in connection with the business of the company.

61. The Board may pay all expenses incurred in getting up and registering the company.

62. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

64. (i) Subject to the provisions of section 161, the Board shall have power at any time, and from time to time, to appoint a person as an Additional Director, provided the number of the Directors and Additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next Annual General Meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

65. Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any Senior Executive of the Company as a Whole Time Director of the Company for such period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:

(i) He shall be liable to retire by rotation as provided in the Act but shall be eligible for reappointment. His reappointment as a Director shall not constitute a break in his appointment as Whole Time Director.

(ii) He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation.

(iii) He shall cease to be a Director of the Company on the happening of any event specified in Section 167 of the Act. He shall cease to be a Director of the Company, if for any reason whatsoever, he ceases to hold the position of Senior Executive in the Company or ceases to be in the employment of the Company.

(iv) Subject to what is stated hereinabove he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by the Managing Director/s and/or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and/or stipulations as the Managing Director/s and/or the Board may, from time to time determine.

66. (a) The Board of Directors of the Company may appoint an Alternate Director to act for a Director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India.

(b) An Alternate Director appointed under this Article shall not hold office as such for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India.

(c) If the term of office of the Original Director is determined before he returns to India aforesaid any provision for the automatic reappointment of retiring Directors in default of another appointment shall apply to the original and not to the Alternate Director.

67. The Managing Director may be paid such remuneration as may from time to time be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one way or partly in another subject to the provisions of the Companies Act 2013.

1. MANAGING DIRECTOR AND CHAIRMAN – ONE PERSON

Managing director can also become the chairman as per the rules and provisions prescribed.

2. ALL DIRECTORS EXCEPT INDEPENDENT DIRECTORS ARE LIABLE TO RETIRE BY ROTATION.

"Every Director except independent director are liable to retire by rotation as per provisions and rules applicable.

Proceedings of the Board

68. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

69. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

70. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

71. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.

72. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

73. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

74. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

75. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

76. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

77. The quorum necessary for the transaction of the business of the Board Meeting, subject or Section 174 of the Act, shall be one third of the total strength or at least two Directors, whichever is higher. The participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purpose of quorum.

78. Subject to Section 175 of the Act, a resolution in writing signed by the Director except a resolution which the Act specifically required it to be passed at a Board Meeting shall be effective for all purposes as a resolution passed at a meeting of Directors duly called, held and constituted.

79. Certain powers to be exercised by the Board only at meeting

(a) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the powers prescribed under Section 179 read with rule 8 of Companies

(Meeting of Board & its Powers) Rules, 2014 only by means of resolutions passed at meetings of the Board.

Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clause (d) to (f) of sub-section (3) of Section 179 of the Act on such condition as the Board may prescribe.

(b) Every resolution delegating the power referred to in sub-clause (d) of sub-section (3) of section

179 shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.

(c) Every resolution delegating the power referred to in sub-clause (e) of sub-section (3) of section 179 shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.

(d) Every resolution delegating the power referred to in sub-clause (f) of sub-section (3) of section 179 shall specify the total amount up to which loans may be made by the delegates, the purpose for which the loans may be and the maximum amount up to which loans may be made for each such purpose in individual cases.

(e) Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any other powers referred above.

80. Restriction on powers of the Board

(a) The Board of Directors of the Company shall not except with the consent of the shareholders to be obtained by way of special resolution:

(i) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.;

(ii) invest, otherwise than in trust securities, the amount of compensation received by the Company as a result of any merger or amalgamation;

(iii) borrow money, where the money to be borrowed, together with the moneys already borrowed by the Company will exceed the aggregate of the paid-up capital of the Company and its free reserves apart from temporary loans obtained from the company's bankers in the ordinary course of business

(iv) remit, or give time for the repayment of any debt, due by a Director;

(b) Nothing contained in sub-clause (a) above shall affect:

(i) the title of a buyer or other person who buys or takes a lease any property, investment or undertaking as is referred to in that clause in good faith, or

(ii) the sale or lease of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.

(c) Any resolution passed by the Company permitting any transaction such as is referred to in

Sub clause (a) (i) above, may stipulate such conditions to the permission as may be specified in such resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorize the Company to effect any reduction in its capital except in accordance with the provisions contained in the Act.

(d) No debt incurred by the Company in excess of the limit imposed by sub-clause (iii) of clause

(a) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

81. Subject to the provisions of the Act,-

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

82. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

83. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least one Director or such other person as the Board may appoint for the purpose; and the Director or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in his presence.

Dividends and Reserve

84. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

85. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

86. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the

profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

87. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

88. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

89. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent 90. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

91. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

92. No dividend shall bear interest against the company.

Accounts

93. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

Audit

94. (i) The First Auditors of the Company shall be appointed by the Board of Directors within one month from the date of registration of the company and the Auditors so appointed shall hold office until the conclusion of the First Annual General Meeting.

(ii) The Company at the annual general meeting each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of sixth annual general meeting but the appointment of statutory auditors shall be ratified at every annual general meeting of the shareholders.

(iii) The Company shall within fifteen days of the appointment, give intimation thereof to every auditor so appointed and to Registrar of Companies within whose jurisdiction the registered office of the Company is situated.

(iv) The Directors may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the serving or continuing Auditor or Auditors (if any) may act, but where such vacancy is caused by the resignation of an auditor, the vacancy shall only be filled by the Company in general meeting.

(v) The remuneration of the Auditors shall be fixed by the Company in general meeting in such manner as the Company may in general meeting determine except that the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.

Winding up

95. Subject to the provisions of Chapter XX of the Act and rules made there under-

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

96. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of this Prospectus) which are or may be deemed material have been entered or to be entered into by the Company. These contracts, copies of which have been attached to the copy of this Prospectus, delivered to the Registrar of Companies, Gujarat, Ahmedabad, for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of the Company from 11.00 a.m. to 5.00 p.m. on working days from the date of this Prospectus until the Issue Closing Date.

Material Contracts

1. Memorandum of Understanding dated September 30, 2014 between our Company and Hem Securities Limited as Lead Manager (LM) to the Issue.
2. Memorandum of Understanding dated September 25, 2014 executed between our Company and the Registrar to the Issue (Sharepro Services (India) Private Limited).
3. Escrow Agreement dated October 30, 2014 among our Company, the LM, Escrow Collection Bank(s), Refund Bank(s) and the Registrar to the Issue.
4. Market Making Agreement dated September 30, 2014 between our Company, the LM and Market Maker.
5. Underwriting Agreement dated September 30, 2014 between our Company, the LM and Underwriter.
6. Tripartite Agreement dated November 03, 2014 among NSDL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated October 30, 2014 among CDSL, the Company and the Registrar to the Issue.

Material Documents

1. Certificate of Incorporation dated January 05, 2010 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli and fresh Certificate of Incorporation dated September 23, 2014 issued by the Registrar of Companies, Gujarat, Ahmedabad consequent to name change.
2. Certified copies of the Memorandum and Articles of Association of the Company as amended.
3. Copy of the Board Resolution dated September 24, 2014 authorizing the Issue and other related matters.
4. Copy of the Shareholders' Resolutions dated September 26, 2014 authorizing the Issue and other related matters.
5. Copies of Audited Financial Statements of our Company for the period ended April 01, 2014 to September 10, 2014, and for years ended March 31, 2014, 2013, 2012, 2011 & 2010.
6. Peer Review Auditors Report dated October 10, 2014 on Restated Financial Statements of our Company for the period ended April 01, 2014 to September 10, 2014, and for years ended March 31, 2014, 2013, 2012, 2011 and 2010.
7. Copy of the Statement of Tax Benefits dated October 09, 2014 from the Statutory Auditor.
8. Consents of the Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Escrow Collection Bank and Refund Bank, Statutory Auditor of the Company, Peer Review Auditor, Promoters of our Company, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Bankers to our Company as referred to in their respective capacities.
9. Copy of Certificate from the Peer Review Auditors, M/s S. S. Rathi & Co., Chartered Accountants, dated October 10, 2014 regarding the Eligibility of the Issue.
10. In-principal approval dated November 10, 2014 from SME platform of BSE.
11. Due Diligence Certificate from Lead Manager dated October 20, 2014 filed with BSE and Due Diligence Certificate dated November 11, 2014 filed with SEBI.
12. Copy of Certificate from the Statutory Auditors of our Company, M/s P. H. Patel & Associates, Chartered Accountants, dated October 09, 2014 regarding the source and deployment of funds.
13. Shareholders resolution dated September 26, 2014 for appointment and remuneration of Managing Director and Whole Time Director.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act the Securities and Exchange Board of India Act, 1992, each as amended or the rules made there under or guidelines / regulations issued, as the case may be. We further certify that all the statements in this Prospectus are true and correct:

SIGNED BY THE DIRECTORS OF OUR COMPANY:

Mr. Ramesh D. Khichadia (Chairman, Non Executive Director) <i>DIN:- 00087859</i>	Sd/
Mr. Gopal D. Khichadia <i>Managing Director</i> <i>DIN:- 00127947</i>	Sd/
Mr. Kantilal M. Gedia <i>Whole Time Director</i> <i>DIN:- 00127949</i>	Sd/
Mr. Arvindbhai B. Ranpariya <i>Non Executive Independent Director</i> <i>DIN:- 00385251</i>	Sd/
Mrs. Prafullaben V. Tank <i>Non Executive Independent Director</i> <i>DIN:- 06976715</i>	Sd/
Mr. Ratilal V. Baldha <i>Non Executive Independent Director</i> <i>DIN:- 06976370</i>	Sd/

SIGNED BY -

Mr. Chandrakant J. Gadhiya <i>Chief Financial Officer</i>	Sd/
Mr. Jeetkumar B. Raychura <i>Company Secretary and Compliance Officer</i>	Sd/

Place: Rajkot

Date: November 12, 2014