



**AMRAPALI FINCAP LIMITED**

**14<sup>th</sup> Annual Report**

**F.Y. 2017-2018**

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**Corporate Information**  
**Amrapali Fincap Limited**  
**CIN: L74999GJ2004PLC044988**

Board of Directors		Committees of Board of Directors	
Mr. Hasmukh Thakkar	Managing Director	<b>Audit Committee</b>	
Mr. Chirag Thakkar	Non-Executive Director	Mr. Ganpat Rawal	Chairman
Mrs. Bhumi Patel	Non -Executive Director	Mr. Ashwin Shah	Member
Mr. Ganpat Rawal	Independent Director	Mr. Hasmukh Thakkar	Member
Mr. Ashwin Shah	Independent Director	<b>Stakeholders' Relationship Committee</b>	
<b>Chief Financial Officer</b>		Mr. Ganpat Rawal	Chairman
Mr. Prakashchandra K Shah		Mr. Ashwin Shah	Member
<b>Registered Office</b>		Mr. Hasmukh Thakkar	Member
19, 20, 21 Narayan Chambers, 3rd Floor, Behind Patang Hotel, Ashram Road, Ahmedabad – 380 009, Gujarat		<b>Nomination and Remuneration Committee</b>	
<b>Tel No.</b> +91-79-2657 5105 / 06		Mr. Ganpat Rawal	Chairman
<b>Fax No.</b> +91-79-2658 4313		Mr. Ashwin Shah	Member
<b>Email:</b> compliance@amrapali.com		Mr. Chirag Thakkar	Member
<b>Web:</b> www.amrapali.co.in		<b>Statutory Auditor</b>	
<b>Registrar &amp; Share Transfer Agent</b>		<b>M/s. Doshi Maru &amp; Associates,</b> <b>Chartered Accountants (FRN: 0112187W)</b> 217 – 218, Manek Centre, P. N. Marg, Jamnagar – 361 008, Gujarat	
<b>Satellite Corporate Services Pvt Ltd</b> Unit. No 49, Building No. 13 AB, 2nd Floor, Samhita Commercial Co-Op Society Ltd, Off Andheri Kurla Rd, MTNL Lane, Sakinaka, Mumbai, Maharashtra, 400072		<b>Tel No.:</b> +91-288-266 1941/266 1942 <b>Email:</b> doshi.maru@gmail.com	
<b>E-mail:</b> service@satellitecorporate.com		<b>Secretarial Auditor</b>	
<b>Tel no.</b> 022- 28520461-62		<b>Mrs. Ankita Patel</b> Practicing Company Secretary 3/B, 57, Shyamal Row House, Besides Sanjay Tower, Satellite, Ahmedabad-380015	
<b>Web:</b> www.satellitecorporate.com		<b>Tel:</b> +91-97270 18426 <b>Email Id.:</b> ankitapatel_07@yahoo.co.in	
<b>Bankers</b>			
Allahabad Bank			

## Notice of 14<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that the 14<sup>th</sup> (Fourteenth) Annual General Meeting of the Members of Amrapali Fincap Limited will be held at the Registered Office of the Company situated At 19, 20, 21 Narayan Chambers, 3<sup>rd</sup> Floor, Behind Patang Hotel, Ashram Road, Ahmedabad – 380 009 Gujarat on Saturday, September 29, 2018 at 01:00 P.M. to transact the following businesses:

### Ordinary Businesses:-

#### 1. Adoption of Financial Statements:

To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2018 and the reports of the Directors' and the Auditors' thereon.

#### 2. Appointment of Mrs. Bhumi Patel (DIN 07473437) as director liable to retire by rotation:

To appoint a Director in place of Mrs. Bhumi Patel (DIN 07473437), who retires by rotation and being eligible, seeks re-appointment.

Explanation: Based on the terms of appointment, executive and non-executive directors are subject to retirement by rotation. Mrs. Bhumi Patel (DIN 07473437), who was appointed as Non Executive Director for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Mrs. Bhumi Patel (DIN 07473437) is required to retire by rotation, she would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

**"RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the reappointment of Mrs. Bhumi Patel (DIN 07473437) as such, to the extent that he is required to retire by rotation".

### Special Businesses:-

#### 3. Approval of remuneration of Mr. Hasmukh Thakkar (DIN 00071605) Managing Director of the Company for his remaining period of appointment:

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), resolution passed on March 14, 2015 by the members and on recommendation of Nomination and Remuneration Committee and as agreed by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), consent of the Company be and is hereby accorded for approval of the remuneration of Mr. Hasmukh Thakkar, (DIN 00071605), Managing Director, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with effect from February 19, 2018 for the remaining period of his tenure i.e. up to February 18, 2020, with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Hasmukh Thakkar, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### Registered office

19, 20, 21 Narayan Chambers, 3rd Floor,  
Behind Patang Hotel, Ashram Road,  
Ahmedabad – 380 009

By order of the Board  
For, **Amrapali Fincap Limited**

**Place:** Ahmedabad

**Date:** September 01, 2018

**Hasmukh Thakkar**  
**Managing Director**  
**DIN 00071065**

#### Notes:

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the special business under Item No.3 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.**  
 A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.  
 The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.  
 During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 22, 2018 to Saturday, September 29, 2018 (both days inclusive) and same will be re-opened from Sunday, September 30, 2018 onwards.
7. The route map showing directions to reach the venue of the 14<sup>th</sup> AGM is provided at the end of this Notice.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. **The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Satellite Corporate Services Private Limited (SCSPL). Members are further requested to update their current signature in SCSPL system. The Performa of updation of Shareholder information is provided at the end of Annual Report.**
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to SCSPL.

12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact SCSPL for assistance in this regard.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to SCSPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. As per the provisions of Section 72 of the Act, the facility for making nomination/nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the SCSPL. Members holding shares in physical form may submit the same to SCSPL. Members holding shares in electronic form may submit the same to their respective depository participant.
15. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and SCSPL to enable us to send you the communications via email.
16. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. [www.amrapali.co.in](http://www.amrapali.co.in).
17. The Company has not declared any dividend. Further, the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of financial year 2016-17. Therefore, the Company is not required to upload the details of Unpaid and unclaimed dividend amounts.  
Further, during the year, the Company has not transferred any amount to fund established under Section 125 of the Companies Act, 2013.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
19. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
20. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
21. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of Annual General Meeting.
22. All documents specifically referred to in this Notice and the Explanatory Statement are opened for inspection at the Registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
23. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment or re-appointment as Director under Item No. 2 of the Notice are provided hereunder;

Name of Director	Mrs. Bhumi Patel	Mr. Hasmukh Thakkar
<b>Date of Birth</b>	June 4, 1988	January 10, 1967
<b>Date of Appointment at current term and designation</b>	Appointed as Non Executive Director w.e.f March 18,2016	Appointed as Managing Director of the Company w.e.f. February 19, 2015
<b>Qualifications</b>	M. Com	B. Com
<b>Expertise in Specific Functional Areas</b>	She is having knowledge and experience of more than 6 years in the field of accounting and finance.	Experience of more than 16 years in the field of stock, currency and commodity broking business.

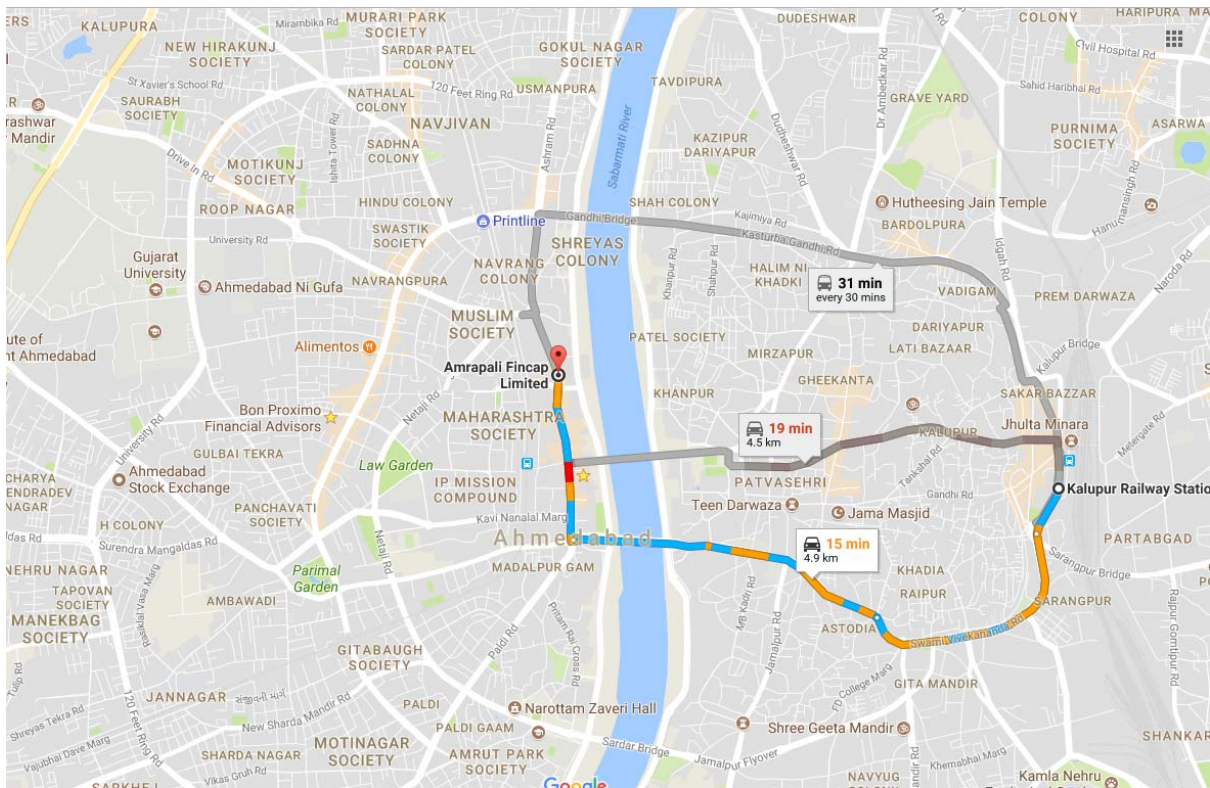
<b>List of Public Limited Companies in which Directorships held</b>	Amrapali Capital and Finance Services Limited	Nil
<b>Chairman / Member of the Committees* of the Board of Directors of the Public Company</b>	Member- 2	Members – 2 Committee
<b>Inter-se relationship with other Directors ^</b>	-	-

\*Committee includes the Audit Committee and Stakeholders' Grievance Committee

^ in accordance with SEBI (ICDR) Regulations, 2009 and the Companies Act, 2013

### Route map to the venue of Annual General Meeting

Pursuant to Clause 1.2.4 of SS - 2 Secretarial Standard on General Meetings



## **Annexure to Notice**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 3**

The Board of Directors of the Company in their Meeting held on February 19, 2015 has appointed Mr. Hasmukh Thakkar as Managing Director of the Company for a period of 5 years w.e.f. February 19, 2015 and the same was approved by the Members of the Company in their Meeting held on March 14, 2015.

In accordance with Section 196, 197 read with Schedule V to the Companies Act, 2013; the remuneration approved in accordance with Schedule V to the Companies Act, 2013 shall be valid for a period not exceeding 3 years from the date of appointment of Managing Director. Therefore, the remuneration approved by the Members of the Company was valid till February 18, 2018.

Mr. Hasmukh Thakkar aged 51 years Experience of more than 16 years in the field of stock, currency and commodity broking business.

Therefore, the Board of Directors, pursuant to recommendation of Nomination and Remuneration Committee, has decided to continue with the same remuneration as approved by Members of the Company in their Meeting dated March 14, 2015. Looking to the contribution made by Mr. Hasmukh Thakkar for the growth of the Company, the Board of Directors of the Company commends the passing of resolution mentioned in Item No. 3 of the Notice as an Ordinary Resolution.

#### **Registered office**

19, 20, 21 Narayan Chambers, 3rd Floor,  
Behind Patang Hotel, Ashram Road,  
Ahmedabad – 380 009

**Place:** Ahmedabad

**Date:** September 01, 2018

By order of the Board  
For, **Amrapali Fincap Limited**

**Hasmukh Thakkar**  
**Managing Director**  
**DIN 00071065**

## Directors' Report

Dear Shareholders,

The Board of Directors hereby submits the report of the business and operations of your Company ('the Company'), along with the audited financial statements, for the financial year ended March 31, 2018.

### Financial Highlights:

(Amt in Lakhs)

Particulars	F.Y. 2017-18	F.Y. 2016-17
Income from Share & Commodity Trading	3631.41	2458.45
Other Income	636.13	1361.81
<b>Total Revenue</b>	<b>4267.54</b>	<b>3820.26</b>
Less: Total Expenses before Depreciation, Finance Cost and Tax	3701.45	3677.30
<b>Profit before Depreciation, Finance Cost and Tax</b>	<b>566.09</b>	<b>142.96</b>
Less: Depreciation	2.28	2.28
Finance Cost	217.42	85.05
<b>Profit Before Tax</b>	<b>346.39</b>	<b>55.62</b>
Less: Current Tax	70.4	10.60
Deferred tax Liability (Asset)	(0.17)	(0.16)
<b>Profit after Tax</b>	<b>276.16</b>	<b>45.18</b>

### REVIEW OF BUSINESS OPERATION

#### Financial performance:

During the year under review, Company has earned total income of ₹ 4267.54 Lakhs as against the total income of ₹ 3820.26 Lakhs of previous year. The total income of the company was increase by 11.71% over previous year. During the year, the income from sale of shares increased from ₹2452.39 Lakhs to ₹ 3631.41 Lakhs which should be considered as the main reason of increase in profit.

Further, profit before tax in the financial year 2017-18 stood at ₹ 346.39 Lakhs as compared to ₹ 55.62 Lakhs of last year and net profit after tax stood at ₹ 276.16 Lakhs compared to profit of ₹ 45.18 Lakhs for previous year.

#### Dividend

With a view to conserve and save the resources for future prospect of the Company, your Directors regret to declare dividend for the financial year 2017-18 (Previous year - Nil).

#### Net Profit Transfer to Reserve

The Company has not transferred any amount to any reserve for the financial year 2017-18. All the profit of the Company was transferred to carry forward credit balance of Profit and Loss account of the Company.

#### Change in Nature of Business:

During the year, your Company has not changed its business or object and continues to be in the same line of business as per main object of the Company.

### BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

#### Constitution of Board:

As on the date of this report, the Board comprises following Directors;

Name of Director	Category Cum Designation	Date of Appointment at current Term & designation	Total Directorship <sup>2</sup>	No. of Committee <sup>1</sup>		No. of Shares held as on March 31, 2018
				in which Director is Members	in which Director is Chairman	
Mr. Hasmukh Thakkar	Managing Director	February 19, 2015	1	2	-	-
Mr. Chirag Thakkar	Non-Executive Director	April 10, 2015	3	1	-	17,06,242 Equity Shares
Ms. Bhumi Patel	Non-Executive Director	March 18, 2016	2	2	-	-
Mr. Ganpat	Independent	September 30,	1	-	2	-

Rawal	Director	2015				
Ashwin Shah	Independent Director	March 15, 2017	2	2	-	-

<sup>1</sup> Committee includes Audit Committee and Shareholders' Grievances Committee across all Public Companies.

<sup>2</sup> Excluding Section 8 Company & struck of Companies

The composition of Board complies with the requirements of the Companies Act, 2013. Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from requirement of having composition of Board as per Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

### Board Meeting

Regular meetings of the Board are held at least once in a quarter. The Board of the Company regularly meets to discuss various Business opportunities. Additional Board meetings are convened, as and when requires to discuss and decide on various business policies, strategies and other businesses.

During the year under review, Board of Directors of the Company met 8 times on April 05, 2017; May 08, 2017; May 24, 2017; August 03, 2017; September 04, 2017; November 13, 2017; February 16, 2018; and March 30, 2018

The details of attendance of each Director at the Board Meeting is given below;

Name of Director	Date of Original Appointment	Date of Cessation	Number of Board Meetings Eligible to attend	Number of Board Meetings attended
Mr. Hasmukh Thakkar	April 3, 2014	-	8	8
Mrs. Bhumi Patel	March 18, 2016	-	8	8
Mr. Chirag Thakkar	November 08, 2009		8	7
Mr. Ganpat Rawal	August 08, 2011	-	8	8
Mr. Devendra Shah	August 16, 2016	August 03, 2017	3	3
Mr. Ashwin Shah	March 15, 2017	-	8	8

The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

### Independent Directors:

In terms of Section 149 of the Companies Act, 2013 ("The Act") and rules made there under, the Company has two Non-Promoter Independent Directors in line with the act. A separate meeting of Independent Directors was held on March 30, 2018 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board. The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at [www.amrapali.co.in](http://www.amrapali.co.in).

The Company has received necessary declaration from each independent director under Section 149 (7) of the act that they meet the criteria of independence laid down in Section 149 (6) of the act.

### Information on Directorate:

During the year under review, there was no change in constitution of the Board of Directors except Mr. Devendra Shah has tendered his resignation with effect from August 03, 2017. The Board placed on record its appreciation for the guidance and contribution made by Mr. Devendra Shah during his tenure on the Board.