AMRAPALI FINCAP LIMITED 17THANNUAL REPORT 2020-21



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CORPORATE INFORMATION

AMRAPALI FINCAP LIMITED CIN: L74999GJ2004PLC044988

BOARD OF DIRECTORS:

Name	Designation
Mr. HashmukhArvindbhai Thakkar	Chairman and Managing Director
Mr. Chirag Thakkar	Non- Executive Director
(Resigned w.e.f March 02, 2021)	
Ms. Bhumi Atit Patel	Non- Executive Independent Director
Mr. Ganpat Motiram Rawal	Non- Executive Independent Director
Mr. Ashwin Shah	Non- Executive Independent Director
(Resigned w.e.f March 02, 2021)	

KEY MANAGERIAL PERSONNEL:

Name	Designation
Ms. Pooja Rajat Shah	Company Secretary and Compliance Officer
Mr. Prakashchandra K Shah	Chief Financial Officer

STATUTORY AUDITOR	SECRETARIAL AUDITOR
M/s D. G. M. S. & Co.	M/s. PayalDhamecha& Associates
Chartered Accountants	Practicing Company Secretary
217/218, Manek Centre, P.N Marg, Jamnagar-	S/1, 2nd Floor, Olway House, Nr. Navneet House,
361 001,(Gujarat) India	Gurukul Ahmedabad-380052.
Tel No.:+91-288-266 1941/266 1942	E-Mail:payald1314@gmail.com
Email:dgmsco.jam@gmail.com	Tel No: +91-82383 28985

REGISTRAR & SHARE TRANSFER AGENT	BANKERS TO THE COMPANY
Satellite Corporate Services Private Limited Unit No. 49, Bldg No.13-A-B, 2nd Floor,Samhita Commercial Co-Op. Soc. Ltd.Off Andheri Kurla Road, MTNL Lane,Sakinaka, Mumbai - 400 072; E-mail: <u>service@satellitecorporate.com</u> ;. Tel no.022 -28520461-62	Allahabad Bank AXIS Bank HDFC Bank

REGISTERED OFFICE

19, 20, 21 3rd Floor, Narayan Chambers, Behind Patang Hotel, Ellisbridge,

Ashram Road, Ahmedabad-380009

Tel No. +91-79- 2657 5105/06

Email: <u>investors@amrapali.co.in</u>;

Web: <u>www.amrapali.co.in</u>



COMMITTEES OF BOARD:

AUDIT COMMITTI			STAKEHOLDER'S RELATIONSHIP COMMITTEE		COMMITTEE
NAME	DESIGNATI ON	NAME	DESIGNATI ON	NAME	DESIGNATI ON
Mr. Ganpat Motiram Rawal	Chairperson	Mr. Ganpat Motiram Rawal	Chairperson	Mr. Ganpat Motiram Rawal	Chairperson
Mr. Ashwin Shah *	Member	Mr. Ashwin Shah *	Member	Mr. Ashwin Shah *	Member
Mr. HashmukhArvind bhai Thakkar	Member	Mr. HashmukhArvind bhai Thakkar	Member	Mr. Chirag Thakkar *	Member
Ms. Bhumi Atit Patel **	Member	Ms. Bhumi Atit Patel **	Member	Ms. Bhumi Atit Patel **	Member
				Mr. HashmukhArvind bhai Thakkar **	Member

****Added to committee w.e.f 02-03-2021**

*Members up to 02-03-2021

NOTICE OF 17th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventeenth (17th) Annual General Meeting (AGM) of the Members of Amrapali Fincap Limited ("the Company") will be held on Tuesday, September 21, 2021 at 04:00 P.M. IST at the Registered Office of the Company situated at 19, 20, 21 Narayan Chambers, 3rd Floor, Behind Patang Hotel, Ashram Road, Ahmedabad – 380 009 and through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

- **1.** To receive, consider and adopt the audited financial statements for the financial year ended on March 31, 2021 and the Reports of the Board of Directors and Auditors thereon.
- **2.** To appoint a Director in place of MrHashmukhArvindbhai Thakkar DIN 00071065 who retires by rotation and being eligible offers himself for reappointment

Explanation: Based on the terms of appointment, executive directors and the non-executive directors are subject to retirement by rotation. Mr. HashmukhArvindbhai Thakkar (DIN 00071065), being the longest-serving member and who is liable to retire, being eligible, seeks reappointment. The Board recommends his reappointment. 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 shareholders of the Company be, and is hereby accorded to the reappointment of Mr. HashmukhArvindbhai Thakkar (DIN 00071065), as a director, who is liable to retire by rotation."

3. To appoint Statutory Auditor and to fix their remuneration and in this regard to consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 139 and 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee and Board of Directors, M/s. D G M S & CO, Chartered Accountant, Jamnagar (formerly known as M/s. DoshiMaru& Associates, Chartered Accountant, Jamnagar) (FRN: 0112187W) be and are hereby appointed as the Statutory Auditors of the Company, who shall hold office from the conclusion of this 17th Annual General Meeting till the conclusion of the 21st Annual General Meeting to be held in the calendar year 2025and the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters, and things which may deem necessary in this behalf."

Special Business

4. To appoint MsBhumi Atit Patel DIN07473437 as Non-Executive Independent Director of the Company To consider and if thought fit to pass with or without modifications the following resolutions as an Ordinary Resolutions;

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Ms. Bhumi Atit Patel (DIN 07473437), who appointed as Non-Executive Director of the Company by the Board of Directors with effect from 02ndMarch 2021 whose designation has been changed and who is eligible for



appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Bhumi Atit Patel (DIN 07473437)as a candidate for the office of a Non-Executive Independent Director of the Company and whose appointment has been recommended by Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company for a period up to March 1, 2026, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Ms. Bhumi Atit Patel (DIN 07473437) and filing of other necessary forms and documents with the Registrar of Companies."

Registered office

19, 20, 21 Narayan Chambers, 3rd Floor, Behind Patang Hotel, Ashram Road, Ahmedabad – 380009 By order of the Board For, **Amrapali Fincap Limited**

HashmukhArvindbhai Thakkar Chairman &Managing Director DIN 00071065

Place: Ahmedabad Date:August20, 2021

IMPORTANT NOTES

- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its 1 circular nos.14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing ofordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder onaccount of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holdingof annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circularno. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) throughvideo conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securitiesand Exchange Board of India ("SEBI") vide its circular no SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 inrelation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (ListingObligations and Disclosure Requirements) Regulations, 2015 due to the CoVID-19 pandemic" (collectively referred to as"SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without thephysical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held at the Registered Office of the Company situated at 19, 20, 21 Narayan Chambers, 3rd Floor, Behind Patang Hotel, Ashram Road, Ahmedabad - 380 009 and through VC / OAVM.
- 2. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
- 3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility



to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

- 4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to <u>scsandcollp@gmail.com</u> with copies marked to the Company at <u>investors@amrapali.co.in</u> and to National Securities Depository Limited (NSDL) at <u>evoting@nsdl.co.in</u>.
- 5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6. Since the AGM will be held at the Registered Office of the Company and also through VC/OAVM, the route map of the venue of the Meeting is annexed hereto.
- 7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at www.amrapali.co.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
- 8. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
- (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (selfattested scanned copy of Aadhar Card) by email to <u>investors@amrapali.co.in</u>.
- (b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@amrapali.co.in.
- (c) Alternatively, member may send an e-mail request to <u>evoting@nsdl.co.in</u>for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
- (d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Satellite Corporate Services Private Limited, having its office at A Wing, Office No. 106 and 107 Dattani PlazaAndheri Kurla Road, East West Industrial Estate Sakinaka, Mumbai-400072, by following the due procedure.
- (e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Satellite Corporate Services Private Limitedto enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- 9. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
- 10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at <u>investors@amrapali.co.in</u>on or before September 17, 2021 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- 11. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
- 12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the



Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

13. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
- ii. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 16, 2021 to Tuesday, September 21, 2021 (both days inclusive) and same will be re-opened from Wednesday, September 22, 2021 onwards. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, September 15, 2021, shall be entitled to avail the facility of remote e-voting as well as evoting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, September 15, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on 9:00 A.M. on Saturday, September 18, 2021 and will end on 5:00 P.M. on Monday, September 20, 2021. During this period, the members of the Company holding shares as on the Cut-off date i.e. Wednesday, September 15, 2021may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Wednesday, September 15, 2021.
- vii. The Company has appointed M/s SCS and Co LLP, Practicing Company Secretaries(ICSI Unique Code:-L2020GJ008700), to act as the Scrutinizer for conducting the remote e-voting process as well as the evoting system on the date of the AGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on Saturday September 18, 2021 at 09:00 A.M. and ends on Monday, September 20, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 15, 2021may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 15, 2021.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

AMRAPALI

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	 If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDLand you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS"Portal or click athttps://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID G.e. your sixteen digitdemat account number held with NSDL). Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting service is available against company name or e-Voting service provider · NSDL and you will be redirected to e-Voting website of NSDL and you will be redirected to e-Voting period is available against company name or e-Voting service or provider ' NSDL and you will be redirected to e-Voting period or pioning virtual meeting & voting during the meeti
Individual Shareholders holding securities in demat mode with CDSL	 Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are<u>https://web.cdslindia.com/myeasi/home/login</u>or <u>www.cdslindia.com</u> and click on New System Myeasi.
	 After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e- Voting service provider i.e. NSDL. Click on NSDL to cast your

	FINCAP
	 vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e- Voting feature. Click on options available against company name or e- Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <u>evoting@nsdl.co.in</u> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <u>helpdesk.evoting@cdslindia.com</u> or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. How to Log-in to NSDL e-Voting website?

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

Anternatively, in you are registered for NSDL eservices i.e. IDEAS, you can log in at <u>https://eservices.nsdl.com/</u> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
 Your User ID details are given below :