



19th ANNUAL REPORT 2022-2023

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CORPORATE INFORMATION

AMRAPALI FINCAP LIMITED
CIN: L74999GJ2004PLC044988

BOARD OF DIRECTORS:

Name	Designation
Mr. Hashmukh Arvindbhai Thakkar	Chairman and Managing Director
Ms. Bhumi Atit Patel	Non- Executive Independent Director
Mr. Ganpat Motiram Rawal	Non- Executive Independent Director

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. B.B. Gusani & Associates. Chartered Accountants (Firm Registration No. 140785W) 215-A, Manek Center, P.N.Marg, Jamnagar-361008	M/s. Payal Dhamecha & Associates Practicing Company Secretary S/1, 2nd Floor, Olway House, Nr. Navneet House, Gurukul Ahmedabad-380052. E-Mail: payald1314@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: service@satellitecorporate.com ; Tel no. 022-28520461-62	AXIS Bank HDFC Bank RBL Bank Federal 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: investors@amrapali.co.in ; Web: www.amrapali.co.in	

COMMITTEES OF BOARD:

AUDIT COMMITTEE		STAKEHOLDER'S RELATIONSHIP COMMITTEE		NOMINATION & REMUNERATION COMMITTEE	
NAME	DESIGNATION	NAME	DESIGNATION	NAME	DESIGNATION
Ganpat Motiram Rawal	Chairperson	Ganpat Motiram Rawal	Chairperson	Ganpat Motiram Rawal	Chairperson
Hashmukh Arvindbhai Thakkar	Member	Hashmukh Arvindbhai Thakkar	Member	Bhumi Atit Patel	Member
Bhumi Atit Patel	Member	Bhumi Atit Patel	Member	Hashmukh Arvindbhai Thakkar	Member





DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 19th Annual Report along with the audited financial statements of your Company for the financial year ended March 31, 2023.

FINANCIAL HIGHLIGHTS:

(AMOUNT IN LAKHS)

Particulars	F.Y. 2022-23	F.Y. 2021-22
Revenue from operation	11,517.06	1,252.43
Other Income	80.41	97.10
Total Revenue	11,597.47	1,349.53
Less: Total Expenses before Depreciation, Finance Cost and Tax	11,530.75	1,222.9
Profit before Depreciation, Finance Cost and Tax	66.72	126.63
Less: Depreciation	1.88	1.00
Finance Cost	0.76	68.34
Profit Before Tax	64.08	57.29
Less: Current Tax	15.50	14.94
Deferred tax Liability (Asset)	(5.16)	(0.05)
MAT Credit	(5.53)	(6.00)
Profit after Tax	59.28	48.39

PERFORMANCE HIGHLIGHTS:

During the year under review, Company has earned total income of ₹11,597.47 Lakhs as against the total income of ₹1,349.53 lakhs of previous Financial Year 2021-22. The Total revenue of the company was increased by 759.37% over previous year. The major Increase in total income of the Company is due to Increase in revenue from operation. The Revenue from Operation has increased about 819.57% as compared to previous Financial Year 2021-22.

Further, profit before tax in the financial year 2022-23 stood at ₹64.08 Lakhs as compared to ₹57.29 Lakhs of last year and net profit after tax stood at ₹59.28 Lakhs compared to net profit of ₹48.39 Lakhs for previous year. The Net Profit of the Company Increased about 22.50% as compared to previous financial year. The major Increased in profit is due to increase in total income of the Company.

DIVIDEND:

With a view to conserve and save the resources for future prospects of the Company, the Directors have not declared any dividend for the financial year 2022-23.

Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend remaining unclaimed / unpaid for a period of 7 (seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).

TRANSFER TO RESERVES:

Your Directors do not propose to transfer any amount to the General Reserves. Full amount of net profit are carried to reserve & Surplus 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.





SHARE CAPITAL:

During the year under review, there was no change in Authorised, Issued, Subscribed and Paid-up Share Capital of the Company. The Company has not issued any equity shares with differential rights during the year.

The Authorised and Paid up share Capital of the Company as on March 31, 2023 was:

- Authorized Capital:**

The Authorized Capital of the Company is ₹ 14,00,00,000/- divided into 1,40,00,000 Equity Shares of ₹10/- each.

- Issued, Subscribed & Paid-Up Capital:**

The present Paid-up Capital of the Company is ₹ 13,44,00,000/- divided into 1,34,40,000 Equity Shares of ₹10/- each.

CORPORATE UPDATES – SPA AND OPEN OFFER:

- On January 31, 2022, the Acquirer (Mr. Rashmikant Amratlal Thakkar) has entered into Share Purchase Agreement with the Selling Shareholders to acquire 17,72,400 (Seventeen Lakh Seventy Two Thousand Four Hundred Only) fully paid-up Equity Shares ("Sale Shares") of Rs. 10/- (Rupees Ten Only) each representing 13.19 % (Thirteen point Nineteen Percentage) of the total Paid Up Capital and Voting Equity Share Capital of the Target Company at a Price of Rs.15.00/- (Rupees Fifteen Only) per Equity Share aggregating to Rs. 2,65,86,000/- (Rupees Two Crore Sixty Five Lacs Eighty Six Thousand Only) payable in cash, subject to the terms and conditions as mentioned in the SPA. The details of the Selling Shareholders are stated hereunder:

Name of Seller	Promoter/Promoter Group	No. of shares Sold Pursuant to SPA	Percentage
Amrapali Industries Limited	Promoter	993600	7.39%
Mr. Chirag Thakkar	Promoter Group	620400	4.62%
Mr. Sunny Thakkar	Public	158400	1.18%

- The Acquirer has also purchase through Open Market 16,80,000 equity shares on December 22, 2021 representing 12.50% of the fully paid up equity shares capital of the Target Company during 26 weeks period prior to the date of PA.
- On Recommendation of the committee of Independent Director Open offer, was made to the shareholders of the Amrapali Fincap Limited ("Target Company") by Mr. Rashmikant Thakkar (Acquirer) for the Acquisition of 66,00,000 (Sixty Six Lacs) fully paid-up equity Shares of Rs. 10/- each representing 49.11% of the total paid up equity and voting shares capital at a price of Rs.22.20/-(Rupees Twenty Two Point Twenty paisa only) per equity shares, payable in cash.
- On February 14, 2022 Interactive Financial Services Limited-Category-I Merchant Banker appointed by Acquirer submitted Draft letter of offer for their proposed acquisition of 66,00,000 equity Shares representing 49.11% of the total issued, subscribed and Paid up capital of our company from the Shareholders at a price of Rs.15.50 each ("Offer Price").
- On May 25, 2022 Submission of Letter of Offer as per Regulation 18(1) of SEBI (SAST) Regulation 2011 was made to the Bombay Stock Exchange of India Limited to acquire up to 66,00,000 equity shares of Rs.10 each representing 49.11% of the total paid-up, issued and subscribed capital of "Amrapali Fincap Limited" ("Target Company") at a price of Rs.22.20 each (Offer Price) for each fully paid up shares by Mr. Rashmikant Thakkar (Acquirer) and Mr. Sunny Thakkar (PAC).
- Letter of Offer was dispatched to the shareholders of the Company on May 31, 2022 and pursuant to Regulation 18(12) of the Securities and exchange Board of India (Substantial Acquisition of Shares and Takeover),



Regulations, 2011, Post issue advertisement was published in same newspaper in which Detailed Public Statement was published.

- vii. The Open Offer was opened on Tuesday June 7, 2022 and ended on Monday, June 20, 2022 to the Public Shareholders of our Company as per SAST Regulations. The details of the Open Offer are as follows:

Sr. No.	Particulars	Details			
1.	Name of Target Company	Amrapali Fincap Limited			
2.	Name of the Acquirers and PACs	Mr. Rashmikanth Thakkar (Acquirer) along with Mr. Sunny Thakkar ("PAC")			
3.	Name of the Manager to the Offer	Interactive Financial Services Limited			
4.	Name of the Registrar to the Offer	Satellite Corporate Services Private Limited			
5.	Offer Details:				
a.	Date of Opening of the Offer	Tuesday, June 07, 2022			
b.	Date of Closure of the Offer	Monday, June 20, 2022			
6.	Date of Payment of Consideration	Monday, July 04, 2022			
7.	Details of Acquisition:	As mentioned below			
Sr. No.	Particulars	Proposed in the Offer Document		Actuals	
7.1	Offer Price	Rs 22.20/- per share		Rs 22.20/- per share	
7.2	Aggregate number of shares tendered	66,00,000		65,96,600	
7.3	Aggregate number of shares accepted	66,00,000		65,96,600	
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	Rs. 14,65,20,000/-		Rs. 14,64,44,520/-	
7.5	Shareholding of the Acquirer along with PAC before Agreements/Public Announcement (No. & %)	18,38,400 (13.68%)		18,38,400 (13.68%)	
7.6	Shares Acquired by way of Agreements Number % of Fully Diluted Equity Share Capital	16,14,000 (12.01%)		16,14,000 (12.01%)	
7.7	Shares Acquired by way of Open Offer Number % of Fully Diluted Equity Share Capital	66,00,000 (49.11%)		65,96,600 (49.08%)	
7.8	Shares acquired after Detailed Public Statement Number of shares acquired Price of the shares acquired % of the shares acquired	Not Applicable		Not Applicable	
7.9	Post offer shareholding of Acquirer and PAC Number % of Fully Diluted Equity Share Capital	10052400 74.79%		10049000 74.77%	
7.10	Pre & Post offer shareholding of the Public Number % of Fully Diluted Equity Share Capital	Pre-Offer 99,87,600 74.31%	Post-Offer 33,87,600 25.21%	Pre-Offer 99,87,600 74.31%	Post-Offer 33,91,000 25.23%



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 Director ship ²	No. of Committee ¹		No. of Shares held as on March 31, 2023
				in which Director is Members	in which Director is Chairman	
Mr. Hashmukh Arvindbhai Thakkar	Chairman and Managing Director	March 02, 2021	2	2	-	-
Ms. Bhumi Atit Patel	Non-Executive Independent Director	March 02, 2021	4	4	-	-
Mr. Ganpat Motiram Rawal	Non-Executive Independent Director	September 30, 2020	1	2	2	-

¹Committee includes Audit Committee and Stakeholder's Relationship Committee across all Public Companies.

²Excluding LLPs, Section 8 Company & struck of Companies.

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act"). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from the requirement of having composition of Board as per Regulation 17 of 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.

None of the Director of the Company is serving as a Whole-Time Director / Managing Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company. Neither any of the Director of the Company is holding position as Director in more than 7 listed entities nor any of the Director of the Company serve as an Independent Director in more than 7 listed entities.

BOARD MEETING:

Regular meetings of the Board are held at least once in a quarter. Additional Board meetings are convened, as and when required, discussing and deciding on various business policies, strategies and other businesses. The Board meetings are generally held at the registered office of the Company.

During the year under review, Board of Directors of the Company met 08(Eight) times on May 27, 2022; May 30, 2022; July 29, 2022; August 08, 2022; September 01, 2022; November 11, 2022, December 15, 2022 and March 20, 2023.

The details of the attendance of each Director at the Board Meetings are 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. Hashmukh Arvindbhai Thakkar	April 3, 2014	-	8	8
Ms. Bhumi Atit Patel	March 18, 2016	-	8	8
Mr. Ganpat Motiram Rawal	August 08, 2011	-	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 and rules made there under, the Company has Two Non-Promoter Non-Executive Independent Directors in line with the act. The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Act. Further, all the Independent Directors of the Company have registered themselves in the Independent Director Data Bank.

The Independent Directors met on March 20, 2023, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

INFORMATION ON DIRECTORATE:

During the year under review, there was no change in the constitution of the Board of Directors.

In accordance with the provisions of the Articles of Association and Section 152 of the Companies Act, 2013, Mr. Hasmukh Thakkar, (DIN: 00071065) Chairman and Managing Director of the Company, retires by rotation at the ensuing annual general meeting. He, being eligible, has offered himself for re-appointment as such and seeks re-appointment. The Nomination and Remuneration Committee and Board of Directors recommend his re-appointment on the Board.

The relevant details, as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard, of the person seeking re-appointment/ appointment as Director are also provided in Notes to the Notice convening the 19th Annual General meeting.

KEY MANAGERIAL PERSONNEL:

During the year under review there was no change in Key Managerial Personnel.

In accordance with Section 203 of the Companies Act, 2013, Mr. Hashmukh Arvindbhai Thakkar, Chairman & Managing Director, Mr. Prakashchandra K Shah, Chief Financial officer and Ms. Pooja Rajat Shah, Company Secretary and Compliance officer, continued to be Key Managerial Personnel of the Company during the Financial Year 2022-23.

PERFORMANCE EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, board committees, chairman and individual directors pursuant to the provisions of the Act.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure effectiveness of board processes information and functioning etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc.

In addition, the performance of chairman was also evaluated on the key aspects of his role.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed meaningfully and constructive contribution and inputs in meetings etc.





The performance evaluation of the Independent Directors was carried out by the entire Board excluding the director being evaluated. The Directors expressed their satisfaction with the evaluation process.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- In preparation of annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed and that no material departures have been made from the same;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts for the year ended March 31, 2023 on going concern basis.
- The directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMMITTEE OF BOARD:

The Board of Directors, in line with the requirement of the act, has formed various committees, details of which are given hereunder.

[A] AUDIT COMMITTEE:

Audit Committee meeting is generally held for the purpose of recommending the half yearly and yearly financial result. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee. The detailed term of reference of the Committee is as per Section 177 of the Companies Act, 2013 and Part C of Schedule II to Listing Regulations.

During the year under review, Audit Committee met 05 (Five) times viz on May 27, 2022; July 29, 2022; August 08, 2022; and November 11, 2022, December 15, 2022.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mr. Ganpat Motiram Rawal	Non-Executive Independent Director	Chairman	5	5	5
Mr. Hashmukh Arvindbhai Thakkar	Chairman and Managing Director	Member	5	5	5
Ms. Bhumi Atit Patel	Non-Executive Independent Director	Member	5	5	5



The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Chief Financial Officer of the Company is a regular invitee at the Meeting.

Recommendations of Audit Committee have been accepted by the Board wherever/whenever given.

[B] STAKEHOLDER'S GRIEVANCE & RELATIONSHIP COMMITTEE:

The Stakeholder's Grievance & Relationship Committee is made mainly to focus on the redressal of Shareholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. The Stakeholders Relationship Committee shall meet at least four times a year with a maximum interval of 120 days between two consecutive 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 detailed term of reference of the Committee is as per Section 178 of the Companies Act, 2013 and Part D of Schedule II to Listing Regulations.

During the year under review, Stakeholder's Grievance & Relationship Committee met 4(Four) times viz on May 27, 2022; September 01, 2022; November 11, 2022 and March 20, 2023.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mr. Ganpat Motiram Rawal	Non-Executive Independent Director	Chairman	4	4	4
Mr. Hashmukh Arvindbhai Thakkar	Chairman and Managing Director	Member	4	4	4
Ms. Bhumi Atit Patel	Non-Executive Independent Director	Member	4	4	4

During the year, the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31, 2023.

[C] NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration committee is formed in line with the provisions of Section 178 of the Companies Act, 2013. Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal. Further, the committee shall also meet as and when the need arises for review of Managerial Remuneration. The detailed term of reference of the Committee is as per Section 178 of the Companies Act, 2013 and Part D of Schedule II to Listing Regulations.

During the year under review, Nomination and Remuneration Committee met 2 (Two) times viz on September 01, 2022; and March 20, 2023.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mr. Ganpat Motiram Rawal	Non-Executive Independent Director	Chairman	2	2	2
Ms. Bhumi Atit Patel	Non-Executive Independent Director	Member	2	2	2
Mr. Hashmukh Arvindbhai Thakkar	Chairman and Managing Director	Member	2	2	2