

ANNUAL REPORT



**AMRAPALI
CAPITAL
AND FINANCE
SERVICES
LIMITED**

2014-15

INDEX

<i>CONTENTS</i>	<i>PAGE NOS.</i>
<i>CORPORATE INFORMATION</i>	1
<i>NOTICE</i>	2
<i>DIRECTORS' REPORT</i>	10
<i>CORPORATE GOVERNANCE REPORT</i>	36
<i>MANAGEMENT DISCUSSION AND ANALYSIS REPORT</i>	50
<i>AUDITORS' REPORT</i>	51
<i>BALANCE SHEET</i>	56
<i>STATEMENT OF PROFIT AND LOSS</i>	57
<i>CASHFLOW STATEMENTS</i>	58
<i>NOTES TO FINANCIAL STATEMENTS</i>	59
<i>PROXY FORM</i>	72
<i>ATTENDANCE SLIP</i>	73

Corporate Information

CIN: L65910DN1994PLC000362	
Board of Directors <ul style="list-style-type: none"> - Chirag Yashwant Thakkar (Managing Director) - Shankar Prasad Bhagat (Director) - Saurabh Balkrishna Shah (Director) - Alkesh Dasharathlal Patel (Additional Director) - Nirav Basher (Group Compliance officer) - Baldev Patel (Chief Financial Officer) 	Registered Office <ul style="list-style-type: none"> - Shop No. 3, Ground Floor, Ashoka Complex, B/H Woodland Hotel. Naroli cross Roads. Silvassa, Dadra Nagar Haveli – 396 230, Gujarat, India. Tel No. 0260-2631329 E-mail ID: acfsl@amrapali.com Website: www.amrapali.com Corporate office <ul style="list-style-type: none"> - 19,20,21, 3rd Floor, Narayan Chambers, B/h. Patang Hotel, Elise Bridge, Ashram Road, Ahmedabad, 380009
Scrutinizer and Secretarial Auditor <ul style="list-style-type: none"> - Mr. Anand Lavingia Practising Company Secretary Tel No.: 094270 49481 E-mail: krishivadvisory@gmail.com 	Registrar and Share transfer agent <ul style="list-style-type: none"> - Satellite Corporate Services Private Limited B-302, Sony Apartment, Opp. St. Jude High School, 90 ft. Road, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai – 400072. Maharashtra. Tel No.: 91-22-2852 0461 /462 E-mail: service@satellitecorporate.com
E-Voting Agency <ul style="list-style-type: none"> - Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com 	Statutory Auditor <ul style="list-style-type: none"> - M/s Mehul Thakkar & Co. Chartered Accountants. 2nd floor Asha Complex, B/h Navrangpura Police Station, Navrangpura, Ahmedabad – 380009 Gujarat, India.

NOTICE OF MEETING

NOTICE IS hereby given that the Twenty First **ANNUAL GENERAL MEETING** of the Members of **AMRAPALI CAPITAL AND FINANCE SERVICES LIMITED** will be held at the Registered Office of the Company at Shop No. 3, Ground Floor, Ashoka Complex, B/h. Woodland Hotel, Naroli Cross Road, Silvassa. Dadra Nagar Haveli – 396 230, India on Tuesday, 15th day of September, 2015 at 02:00 P.M. to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt Audited Balance Sheet as at March 31, 2015 and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint Chirag Thakkar, (DIN: 01993020) who retires by rotation and being eligible, offers himself for reappointment.
3. To regularize Mr. Alkesh Patel (DIN: 00189943) as a Director of the Company.
4. To appoint Statutory Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an

Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions of the Companies Act 2013, and the Rules framed there under M/s. Dhiren Shah & Co., Chartered Accountants, Ahmedabad [FRN: 114633W] be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. Mehul Thakkar & Co., Ahmedabad, [FRN: 118993W], who expressed their unwillingness to act as an Auditor of the Company, to hold office for a term of 5 (Five) years subject to ratification at every Annual General Meeting at a remuneration as to be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

Registered Office

Shop No. 3,
Ground Floor, Ashoka Complex,
B/h. Woodland Hotel,
Naroli Cross Road, Silvassa.
Dadra Nagar Haveli – 396 230

By Order of the Board
For, AMRAPALI CAPITAL AND FINANCE SERVICES LIMITED

(CHIRAG THAKKAR)
MANAGING DIRECTOR
DIN: 01993020

PLACE : SILVASSA
DATE : August 17, 2015

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

2. **The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.**

A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 5, 2015 to Tuesday, September 15, 2015 (both days inclusive) for annual closing.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.
5. Details under Clause 52 of the SME Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice.
6. Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.
7. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.amrapali.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Ahmedabad for inspection during normal business hours on working days.
8. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.

10. GREEN INITIATIVE

The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21 April, 2011 and Circular No. 18/2011 dated 29 April, 2011, have allowed companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit. Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to please promptly provide their details (name, folio no., e-mail id) to the Registrar and Transfer Agent of the company. Members who hold shares in electronic form are requested to get their details updated with the respective Depositories. The annual report and other communications/documents sent electronically would also be displayed on the Company's website: www.amrapali.com. As a Member of the Company, you will be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of requisition from you. We request you to support this initiative and opt for the electronic mode of communication by submitting your e-mail address to your DP or to the Company's Registrar, in the interest of the environment.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (4.00 P.M. to 6.00 P.M.) on all working days except Saturday, Sunday and Public holiday up to and including the date of the Annual General Meeting of the Company.

“VOTING THROUGH ELECTRONIC MEANS”

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014. Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Saturday, September 12, 2015 (9:00 a.m.)** and ends on **Monday, September 14, 2015 (5:00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Tuesday, September 8, 2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Amrapali Capital And Finance Services Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details

Company	:	Amrapali Capital And Finance Services Limited Regd. Office: Shop No. 3, Ground Floor, Ashoka Complex, B/h. Woodland Hotel, Naroli Cross Road, Silvassa. Dadra Nagar Haveli – 396 230 CIN: L65910DN1994PLC000362 E-mail ID: acfsi@amrapali.com
----------------	---	--

Registrar and Transfer Agent :	Satellite Corporate Services Private Limited B-302, Sony Apartment, Opp. St. Jude High School, 90 ft. Road, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai – 400 072. Maharashtra Tel No.: 91-22-2852 0461 /462 E-mail: service@satellitecorporate.com
---	---

e-Voting Agency	:	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com
------------------------	---	--

Scrutinizer	:	CS Anand Lavingia Practising Company Secretary E-mail ID: krishivadvisory@gmail.com
--------------------	---	--

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronics holding with the Depository through their concerned Depository Participants.