

ANNUAL REPORT
2013 - 14

AMRAPALI INDUSTRIES LIMITED

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NOTICE OF MEETING

NOTICE IS hereby given that the Twenty Sixth (26th)ANNUAL GENERAL MEETING of the Members of AMRAPALI INDUSTRIES LIMITED will be held at the Registered Office of the Company at 19/20/21, THIRD FLOOR, NARAYAN CHAMBERS, B/H PATANG HOTEL, ASHRAM ROAD, AHMEDABAD – 380 006, GUJARAT, INDIA on Tuesday, 30thday of September, 2014 at 10:30 A. M. to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2014 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 Mr. Rashmikant A. Thakkar, (DIN 00071144), who retires by rotation and being eligible, offers himself for re-appointment as Director.
3. To appoint Statutory Auditors 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time,M/s. MehulThakkar& Co , Ahmedabad, [FRN: 118993W]be and are hereby appointed as the Statutory Auditors who are eligible for retirement and have offered themselves for reappointment as the Statutory Auditors of the Companyfor the financial year 2014-15, to hold office as such from the conclusion of this Annual General Meeting till the conclusion of the Twenty Ninth(29th) to be held in the year 2017 (subjectto ratification of the appointment by the members atevery AGM held after this AGM) 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."
4. To appoint Statutory Auditors 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time,M/s. V J Amin & Co., Baroda, [FRN:100335W] be and are hereby appointed as the Statutory Auditors of the company in place of M/s Anam & Associates who express their unwillingness to act as an auditor of the Company. M/sV J Amit & Co. will be holding the office from the conclusion of this Annual General Meeting till the conclusion of the Thirty First (31st) to be held in the year 2019 (subjectto ratification of the appointment by the members atevery AGM held after this AGM) at aremuneration 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."

SPECIAL BUSNIESS:-

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. Mayur R. Parikh (DIN 00005646), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 years upto September, 2019."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. Maheshkumar D. Thakkar (DIN 01976844), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 years upto September, 2019."

7. To consider and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution:**
"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Articles of Association"

Registered Office
19/20/21 THIRD FLOOR,
NARAYAN CHAMBERS
B/H PATANG HOTEL,
ASHRAM ROAD,
AHMEDABAD- 380 006

By Order of the Board
For, AMRAPALI INDUSTRIES LIMITED

(YASHVANT THAKKAR)
CHAIRMAN & MANAGING DIRECTOR

PLACE : AHMEDABAD
DATE : September 1, 2014

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 Monday, September 22, 2014 to Tuesday, September 30, 2014 (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 49 of the 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 2014 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 2014 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 2014 will also be available on the Company's website www.amrapalispot.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.amrapalispot.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.

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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 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). 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 e-voting are as under:

SECTION A - E-VOTING PROCESS –

I. In case of members receiving e-mail:

1. If you are holding shares in Demat form and had logged on to www.evotingindia.com and have casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
2. Log on to the e-voting website www.evotingindia.com.
3. Click on "Shareholders" tab to cast your votes.
4. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID. Next enter e Image Verification as displayed and Click on Login	Folio Number registered with the Company. Next enter e-Image Verification as displayed and Click on Login
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department(Applicable for both Dematas well as Physical shareholders) • Members who have not updated their PAN with the Company/Depositor y Par ticipant arerequested to use the f irst two letters of their name and the 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before thenumber after the f irst two characters of the name in CAPITAL letters. Eg. If your name is RameshKumar with folio number 1 then enter RA00000001 in the PAN field.	

ANY OF THE FOLLOWING

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

OR

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or dividend Bank details in order to login. If the details are not recordedwith the depository or company please enter number of shares held by you as on the cut off datein the Dividend Bank details field.

*For members who have not updated their PAN with the Depository Participant are requested to use the first twoletters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folionumber is less than 8 digits enter the applicable number of 0's before the number after the first two characters ofthe name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 inthe PAN field.

Incase either of the details are not recorded with the depository please enter <No. of shares held by you as **onFriday, 22nd August, 2014>**in the Dividend Bank details field.

5. Now, select the name of the Company as **"AmrapaliIndustries Limited"** from the drop down menu and click on **"SUBMIT"**.

6. After entering these details appropriately, click on **"SUBMIT"** tab.

7. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # $ %& *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

8. Click on the relevant EVSN on which you choose to vote.

9. 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.

10. Click on the "Resolutions File Link" if you wish to view all the Resolutions.

11. 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.

12. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

II. In case of members receiving the physical copy of Notice of Annual General meeting [for members whose e-mail IDs are not registered with the Company/Depository participant(s) or requesting physical copy]:

Please follow all steps from Sr. No. (2) to Sr. No. (12) above, to cast vote.

III. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to log on to https://www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

IV. E-voting period begins on **Thursday, September 25, 2014 (9:00 am)** and ends on **Saturday, Setember 27, 2014 (6:00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, August 22, 2014**.

SECTION B - OTHER E-VOTING INSTRUCTIONS

I. Every member who has casted their vote(s) on the resolution through e-voting, shall not be allowed to vote subsequently in the AGM.

II. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.

III. Mr. Anand S. Lavingia, Practising Company Secretary (Membership No.: ACS 26458; COP No: 11410) (Registered Office Address: Office No. G-3, Shridhar Complex, Near Meghdeep School, S.M. Overbridge Corner,Shyamal Cross Roads. Ahmedabad – 380 051, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.

IV. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.

V. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.amrapalispot.com and on the website of CDSL https://www.evotingindia.co.in within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited, where the shares of the Company are listed.

VI. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.

VII. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.

VIII. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.

IX. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

X. 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 Industries Limited Regd. Office: 19-20-21, Third Floor, Narayan Chambers, B/h Patang Hotel. Ashram Road. Ahmedabad – 380 006 CIN: L91110GJ1988PLC010674 E-mail ID: ail@amrapali.com Website: www.amrapalispot.com
Registrar and Transfer Agent	**:**	PURVA SHAREGISTRY (INDIA) PVT. LTD. No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. BorichaMarg,Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011 Tel No.: 91-22-2301 6761 / 8261 Email : busicomp@vsnl.com
e-Voting Agency :		Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com
Scrutinizer	**:**	Mr. AnandLavingia Practising Company Secretary Tel No.: +91 94270 49481 E-mail ID: krishivadvisory@gmail.com