

2014-15



**AMRAPALI
INDUSTRIES
LIMITED**

27th ANNUAL REPORT

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CORPORATE INFORMATION

Board of Directors



CIN: L91110GJ1988PLC010674

Registered Office

19/20/21, Third Floor Narayan Chambers,
B/H Patang Hotel, Ashram Road,
Ahmedabad – 380 006 Gujarat.
Tel No.: 079- 26581329, 26581330,
26575105, 26575106
Fax No. 079-26579169, 26584313
Web site: www.amrapalispot.com
E-mail: ail@amrapali.com

Registrar and Share Transfer Agent

PurvaSharegistry (India) Pvt. Ltd.
9, Shiv Shakti Industrial Estate,
J.R. BorichaMarg, Opp. Kasturba Hospital,
Lower Parel (E), Mumbai – 400 011
Tel No.: 022 – 23018261, 6761
Fax No.: 022 – 23012517
E-mail: purvashr@mtnl.net.in

Chief Financial Officer

Satish Amratlal Patel

Bankers

Allahabad Bank

Auditors

Mehul Thakkar & Co.,
Chartered Accountants

Secretarial Auditor

Anand S. Lavingia
Practicing Company Secretary

NOTICE OF MEETING

NOTICE is hereby given that the Twenty Seventh (27th) 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 – 380009, Gujarat, India on Monday, 28th day of September, 2015 at 11:00 A.M. to transact the following businesses:

ORDINARY BUSINESSES:-

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 Statutory Auditor and to fix their remuneration.

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 to hold office from the conclusion of 27th Annual General Meeting till the conclusion of 29th Annual General Meeting (subject to ratification at next Annual General Meeting) at a remuneration as may 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 BUSINESSES:-

3. Re-appointment of Mr. Yashwant A. Thakkar (DIN: 00071126) as Managing Director of the Company.

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s), as may be required in this regard from any authority 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 unless repugnant to the context by the Board in this behalf), approval of the member be and is hereby accorded for the re-appointment of Mr. Yashwant

A. Thakkar (DIN: 00071126) as Managing Director of the Company for a further period of 5 years (five) years, with effect from July 15, 2015 at a Remuneration of Rs. 18,000/- per month.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter and modify the terms and condition of reappointment and remuneration structure of Mr. Yashwant Thakkar, Managing Director of the Company, subject to overall limit of remuneration of Rs. 50,000/- per month and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

4. Re-appointment of Mr. Rashmikanth A. Thakkar (DIN: 00071144) as Executive Director of the Company.

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s), as may be required in this regard from any authority 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 unless repugnant to the context by the Board in this behalf), approval of the member be and is hereby accorded for the re-appointment of Mr. Rashmikanth A. Thakkar (DIN: 00071144) as a Executive Director of the Company for a further period of 5 years (five) years, with effect from July 15, 2015 at a Remuneration of Rs. 18,000/- per month.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter and modify the terms and condition of reappointment and remuneration structure of Mr. Rashmikanth A. Thakkar, Executive Director of the Company, subject to overall limit of remuneration of Rs. 50,000/- per month and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

5. Appointment of Ms. Rashmi Aahuja (DIN: 06976600) as an Independent Director of the Company.

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 there under, read

with Schedule IV of the Act, as amended from time to time, Ms. RashmiAahuja (DIN: 06976600), Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period up to March 30, 2020.”

6. To adopt new set of Articles of Association of the Company.

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, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations as contained in the Articles of Association pursuant to the Companies Act, 2013 primarily based on the Form of Table F under the Act as 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 authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolution.”

Registered Office

19/20/21

Third Floor, Narayan Chambers,
B/h Patang Hotel,
Ashram Road,
Ahmedabad –380 009

Place: Ahmedabad

Date :August 28, 2015

**By Order of the Board
For, Amrapali Industries Limited**

**Yashwant Thakkar
Managing Director
DIN: 00071126**

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special businesses as set out in the Notice is annexed.
2. A member entitled to attend and vote at the Annual General Meeting of the company may appoint a proxy to attend and vote on a poll on his behalf and proxy need not to be member of the Company. The instrument appointing a proxy must be deposited with the company at its registered office not less than 48 hours before the time for holding the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the 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, provided that not less than three days of notice in writing is given to the Company.

3. Corporate members intending to send their authorized representative to attend meeting are requested to send the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the annual general meeting.
4. Members/proxies/authorized representatives are requested to bring their attendance slip along with their copy of annual report to the meeting.
5. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the Attendance Slip for attending the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of Names will be entitled to vote.
7. 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 AGM.
8. 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 AGM.
9. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 19, 2015 to Monday, September 28, 2015 (both days inclusive) for the purpose of 27th Annual General Meeting.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or contact our Registrar and Transfer Agent i.e. PurvaShareregistry (India) Pvt. Ltd.
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 physical form can submit their PAN to the Company or contact our Registrar and Transfer Agent i.e. PurvaShareregistry (India) Pvt. Ltd.

12. The Company's equity shares are presently listed and traded at BSE Ltd. (BSE). The Company has paid the listing fees to BSE for the financial year 2015-16.
13. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, the details of Directors seeking appointment / re-appointment in the 27th Annual General Meeting to be held on 28th September, 2015 are provided as annexure to the Notice. The Directors have furnished consent/declaration for appointment/reappointment as required under the Companies Act, 2013 and the Rules made there under.
14. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 7 days in advance before the meeting so as to enable the management to keep information ready.
15. The Annual Report 2014-15 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.

Pursuant to Clause 32 of the Listing Agreement executed with the stock exchanges permits sending of soft copies of annual reports to all those Members who have registered their email addresses for the purpose.

The Companies Act, 2013 has also recognised serving of documents to any Member through electronic mode. Your email addresses made available by the Depository for your respective Depository Participant accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/ documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode.

In light of the requirements prescribed by the aforesaid circulars, for those Members whose Depository Participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2015 would be dispatched.

16. Members may also note that the Notice of the 27th AGM and the Annual Report 2014-15 will be available on the Company's website www.amrapalispot.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.
17. With a view to using natural resources responsibly and to support the "Green Initiative", we request Shareholders to update their email address, with their Depository Participants to enable the Company to send the Annual Report and other communications electronically.
18. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members, facility to exercise their rights to vote on resolutions proposed to be passed at the 27th Annual General Meeting (AGM) by electronic means. The members may cast their votes using electronic system from a place other than

the venue of the meeting (“remote e-voting”) through the remote electronic voting service facility arranged by Central Depository Services (India) Limited.

The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper.

Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for remote e-voting are annexed to the Notice.

“VOTING THROUGH ELECTRONIC MEANS”

The Company is pleased to offer remote 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 –

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, September 25, 2015 (09:00 a.m.) and ends on Sunday, September 27, 2015 (05:00 p.m.). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, September 21, 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.