

AMRAPALI INDUSTRIES LIMITED



ANNUAL REPORT 2016-17

Corporate Information

Board of Directors

Executive

Mr. Yashwant Thakkar (DIN: 00071126)

Managing Director

Mr. Rashmikant Thakkar (DIN: 00071144)

Whole Time Director

Chief Financial officer

Mr. Satish Amratlal Patel

Company Secretary and Compliance Officer

Ms. Ekta Jain

Independent Directors

Mr. Mayur Parikh (DIN: 00005646)

Mr. Haresh Chaudhari (DIN: 06947915)

Mr. Maheshkumar Thakkar (DIN: 01976844)

Ms. Rashmi Aahuja (DIN: 06976600)

Bankers

Allahabad Bank

Statutory Auditors

M/s. Doshi Maru & Associates,

Chartered Accountants (FRN: 0112187W)

217 – 218, Manek Centre, P. N. Marg, Jamnagar – 361 008,
Gujarat

Tel No.: +91-288-266 1941/266 1942

Email: doshi.maru@gmail.com

Secretarial Auditors

Mr. Anand S. Lavingia

Practicing Company Secretary

415-416, Pushpam Complex,

Opp. Seema Hall, Anand Nagar Road,

Satellite, Ahmedabad – 380 051

REGISTRAR AND SHARE TRANSFER AGENT

Purva Shareregistry (India) Pvt. Ltd.

9, Shiv Shakti Industrial Estate,

J.R. Borichal Marg, Opp. Kasturba Hospital,

Lower Parel (East) Mumbai – 400 011

Tel No.: +91-22-2301 8261/6761

Fax No.: +91-22- 2301 2517

Email : purvashr@mtnl.net.in

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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 electronic holding with the Depository through their concerned Depository Participants.

Registrar Office

19, 20, 21, Third Floor, Narayan Chambers, Behind Patang Hotel, Ashram Road, Ahmedabad – 380 006 Gujarat.

Tel No.: +91-79-2658 1329/30, +91-79-2657 5105/06

Fax No.: +91-79-2657 9169, +91-79-2658 4313

E-MAIL : ail@amrapali.com

WEBSITE : www.amrapalispot.com

NOTICE OF MEETING

NOTICE is hereby given that the 29th Annual General Meeting of the Members of Amrapali Industries Limited will be held at the Registered Office of the Company situated at 19, 20, 21, Third Floor, Narayan Chambers, B/H Patang Hotel, Ashram Road, Ahmedabad – 380 009, on Friday, September 29, 2017 at 04:00 P.M. to transact the following businesses:

Ordinary Businesses:-

1. To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2017 and the reports of the Director's and the Auditor's thereon.
2. To appoint a Director in place of Mr. Rashmikant Thakkar (DIN: 00071144), Whole Time Director of the Company, who retires by rotation and being eligible, seeks re-appointment.
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 modification(s) the following resolution as a **Ordinary Resolution**:

"RESOLVED THAT, pursuant to Section 139 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. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) be and are hereby appointed as the Statutory Auditors of the Company, who shall hold office from the conclusion of this 29th Annual General Meeting till the conclusion of the 33rd Annual General Meeting to be held in the calendar year 2021, subject to ratification of appointment at every subsequent Annual General Meeting to be held after 29th Annual General Meeting and that 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."

Special Business:

4. To Approve Cost of sending communication to Shareholders as per preferred mode:

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 Section 20 (2) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), a member may request for delivery of any document in a particular mode, for which he/she shall pay such fees as may be determined by any one of the Director or Company Secretary or Authorised Signatory, if any, authorised in this behalf which shall not exceed the actual expenditure incurred by the Company for sending the said document plus other out of pocket expenditure, if any, incurred thereto."

Registered Office

19/20/21, Third Floor,
Narayan Chambers, B/H Patang Hotel,
Ashram Road, Ahmedabad – 380 009

Place: Ahmedabad

Date: September 4, 2017

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

Yashwant Thakkar
Chairman & Managing Director
DIN 00071126

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses covered under Item No. 4 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment / appointment as Director under Item No. 2 of the Notice, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of 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.
3. Members/Proxies should bring their Attendance slip duly completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of Joint Holders attending the meeting, only such joint holder who is higher in the order of the name will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 20, 2017 to Friday, September 29, 2017 (both days inclusive) and same will be re-opened from Saturday, September 30, 2017 onwards.
7. The route map showing directions to reach the venue of the twenty-ninth AGM is annexed at the end of this Annual Report and is also uploaded on the website of the Company.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Purva Sharegistry (India) Private Limited (PSIPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to PSIPL.
10. 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 electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to PSIPL.
11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact PSIPL for assistance in this regard.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to PSIPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are

requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the PSIPL Members holding shares in physical form may submit the same to PSIPL Members holding shares in electronic form may submit the same to their respective depository participant.

14. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and PSIPL to enable us to send you the communications via email.
15. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.amrapalispot.com
16. 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 Annual General Meeting.
17. 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 Annual General Meeting.
18. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
19. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("remote e-voting").
20. 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. Friday, September 22, 2017 shall be entitled to avail the facility of remote e-voting as well as voting at 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.
21. 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 and holds share as on cut-off date i.e. Friday, September 22, 2017, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
22. The remote e-voting will commence on Tuesday, September 26, 2017 at 9.00 a.m. and will end on Thursday, September 28, 2017 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e., may 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 CDSL thereafter.
23. 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.
24. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the Meeting, but shall not be entitled to cast their vote again.
25. 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. Friday, September 22, 2017.
26. The Company has appointed CS Anand Lavingia, Practising Company Secretary (Membership No. ACS: 26458; CP No: 11410), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
27. The procedure and instructions for remote e-voting are, as follows:
 - Step 1. Open your web browser during the voting period and log on to the e-voting website: www.evotingindia.com
 - Step 2. Now click on "Shareholders" to cast your votes.
 - Step 3. Now, fill up the following details in the appropriate boxes:

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 the Folio Number registered with the Company.

- Step 4. Next, enter the Image Verification as displayed and Click on Login.
If you are holding shares in demat form and had logged on to then your existing password is to be used.
- Step 5. If you are a first time user follow the steps given below:
For members holding shares in demat form and physical form:
PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department
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.
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. e.g. If your name is RameshKumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB# Enter the Date of Birth as recorded in dd/mm/yyyy format.
Dividend Bank Details# Enter the Dividend Bank Details as recorded in your demat Bank account or the Company records for the said folio.
If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column.
#Please enter the DOB or dividend bank details in order to login.
- Step 6. After entering these details appropriately, click on "SUBMIT" tab.
- Step 7. Members holding shares in physical form will then directly reach the Company selection screen. However, first time user 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 can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that the 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.
- Step 8. If Demat account holder has forgotten the changed password then Enter the user ID and the image verification code and click on Forgot Password and enter the details as prompted by the System.
- Step 9. For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- Step 10. Click on EVSN of the Company to vote.
- Step 11. On the voting page, you will see Resolution Description and against the same, the option "YES/NO" for voting. Select the relevant option as desired YES or NO and click to submit.
- Step 12. Click on the resolution file link if you wish to view the entire Notice.
- Step 13. 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- Step 14. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- Step 15. Instructions for Non – Individual Members and Custodians:
- Non-Individual Members (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scan 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.

Shareholders can also cast their vote using CDSL's Mobile app M-voting available for android based mobiles. The M-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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 i.e www.cdslindia.com within three days of the passing of

the Resolutions at the 29th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

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. Off: 19, 20, 21, Third Floor, Narayan Chambers, B/h Patang Hotel, Ashram Road, Ahmedabad – 380 009 Email ID: ail@amrapali.com
Registrar and Share Transfer Agent	M/s. Purva Shareregistry (India) Pvt. Ltd. Regd. Off: No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011 Tel: 91-22-2301 6761 Email ID: busicomp@vsnl.com
e-Voting Agency	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com Phone : 022-22723333/8588
Scrutinizer	CS Anand Lavingia Practising Company Secretary E-Mail ID: krishivadvisory@gmail.com

Annexure to Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

Pursuant to the provisions of Section 20 of Act read with Companies (Incorporation) Rules, 2014, a member may request for delivery of any document in a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting.

Thus, for determining fees for future communications approval of the members is being sought by way of an Ordinary Resolution as set out in Item No. 4 appended to this Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members. None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Registered Office

19/20/21, Third Floor,
Narayan Chambers, B/H Patang Hotel,
Ashram Road, Ahmedabad – 380 009

Place: Ahmedabad

Date: September 4, 2017

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

Yashwant Thakkar
Chairman & Managing Director
DIN: 00071126

ANNEXURE TO THE NOTICE

Details of Directors Seeking appointment / re-appointment in this Annual General Meeting:

Name of Director	Mr. Rashmikanth Thakkar
Date of Birth	January 05, 1962
Date of Appointment at current term & designation	July 15, 2015
Expertise in Specific Functional Areas	He possesses vast experience in the Bullion Business and Mining Business since many years.
List of other Public Limited Companies in which Directorships held	NIL
Chairman / Member of the Committees* of the Board of Directors of the other Public Company	-
Shareholding in the Company	2,79,800 Equity Shares
Inter-se Relationship with other Directors	Mr. Yashwant Thakkar is the brother of Mr. Rashmikanth Thakkar.

*Committee includes the Audit Committee and Stakeholders' Grievance Committee

Route Map to the venue of Annual General Meeting

