



# AMRAPALI INDUSTRIES LTD.

Date: October, 04 2022

To,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Respected Sir/Ma'am,

**Sub: Postal Ballot Notice - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: Amrapali Industries Limited (Security Id/Code: AMRAPLIN/526241)**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated September 28, 2022 ("the Notice") together with the Explanatory Statement seeking approval of the members of the Company, by way of remote e-voting process for resolutions as set out in the notice.

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company /Depositories, as on Friday, September 30, 2022 ("Cut-off Date").

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing remote e-voting facility to all members. The e-voting facility will be available during the following period:

**Commencement of e-voting:** 9:00 a .m. (IST) on Wednesday, October 05, 2022

**End of e-voting:** 5:00 p.m. (IST) on Thursday, November 03, 2022

The Postal Ballot Notice is also available on the Company's website at [www.amrapalispot.com](http://www.amrapalispot.com)

Kindly take the same on your record.

**For, Amrapali Industries Limited**

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**Yashwant Amratlal Thakkar**  
**Chairman & Managing Director**  
**DIN: 00071126**



**AMRAPALI INDUSTRIES LIMITED**

**CIN: L91110GJ1988PLC010674**

**Registered Office:** Unit No. PO5-02D, 5th Floor Tower A WTC Gift City Gandhinagar Gandhinagar-382355

**Corporate office:** 19,20,21 Narayan Chambers, 3rd Floor, B/h. Patang Hotel, Ashram Road, Ahmedabad-380009

**Telephone:** +91 7926581329/30; **Website:** [www.amrapalispot.com](http://www.amrapalispot.com) **Email:** [ail@amrapali.com](mailto:ail@amrapali.com)

**POSTAL BALLOT NOTICE**

**(Pursuant to Section 110 of the Companies Act, 2013 read with  
Rule 22 of the Companies (Management and Administration) Rules, 2014)**

**Dear Member(s),**

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ('the rules'), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations, Notice is hereby given that the resolutions appended to this notice is proposed to be passed by the members as Special Resolutions through Postal Ballot only by Voting through electronic means ("remote e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system the following:

- 1. ADOPTION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013 AND ALTERATION OF THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**
- 2. ADOPTION OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013**

Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013 read with applicable regulations of SEBI ICDR Regulations, setting out the information and material facts, is appended herewith for your consideration.

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated 5 May, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and relevant circulars issued by SEBI.

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid self-addressed business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system.

In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company by email through their registered email address to [ail@amrapali.com](mailto:ail@amrapali.com), providing requisite details like Name of Shareholder, PAN No., DP/Client ID, folio no. and certificate no (in case of physical shareholding). Member who does not receive the Postal Ballot Notice may send an e-mail to [ail@amrapali.com](mailto:ail@amrapali.com) and obtain a copy of Postal Ballot Notice.

The Company has engaged the services of National Security Depository Limited (NSDL) to provide remote e-voting facility to the Members of the Company. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting their votes through NSDL e-Voting system.

The remote e-voting facility is available at the link: <https://www.evoting.nsdl.com> from Wednesday October 05, 2022 (09:00 A.M.) and will end on Thursday, November 03, 2022 (05:00 P.M.) Please refer to the instructions for casting votes through remote e-voting given in this Notice and the manner in which e-voting has to be carried out. Only members entitled to vote (are entitled to vote through the remote e-voting facility provided the Company through NSDL e-Voting system. The Board of Directors of the Company has appointed M/s SCS and Co LLP, Practicing Company Secretary (Firm Unique Code: -L2020GJ008700) as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e-voting. The results of voting by means of remote e-voting will be announced on or before Monday, November 07, 2022 at the Corporate Office of the Company and also by placing the same on the company's website -



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[www.amrapalispot.com](http://www.amrapalispot.com) and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.

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

**Sd/-**

**Yashwant Amratlal Thakkar  
Managing Director**

**DIN: 00071126**

**Place: Ahmedabad**

**Date: September 28, 2022**



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**SPECIAL BUSINESSES**

**ITEM NO.01:**

**ADOPTION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013 AND ALTERATION OF THE MAIN OBJECT CLAUSE OF THE MEMORANDUM 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 Sections 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, consent of the Members be and is hereby accorded to the Board of Directors of the Company and subject to requisite statutory approval as required, for effecting the alteration and amendment in the Memorandum of Association (the “MoA”) of the Company as follows:-

1. Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as **‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION’**;
2. Deletion of Sub Clause III (A) (1) and Sub Clause III (A) (2) to the existing Main object clause III (A) and pursuant to deletion, existing Sub Clauses III (A) 3 to 7 be re-numbered as Sub Clause III (A) 1 to 5;
3. Clause III(B) of the Objects clause of the Memorandum of Association of the Company be titled as **MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)’**;
4. Merging the Objects of the Company mentioned under Clause III (C) – Other Objects” with Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A)” and consequently changing the object numbering as may be appropriate;
5. Existing Clause IV-Liability Clause be substituted by following Clause:-

**Clause IV: The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**

**RESOLVED FURTHER THAT** the Executive Directors of the Company be and are hereby severally authorised be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**ITEM NO. 2:**

**ADOPTION OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:**

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 any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and subject to other regulatory and statutory approvals as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the Company, 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 Executive Directors of the Company be and are hereby severally authorised be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with



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any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

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

Sd/-

**Yashwant Amratlal Thakkar  
Managing Director  
DIN: 00071126**

**Place: Ahmedabad**

**Date: September 28, 2022**

**Notes:**

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolution is appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has engaged the services of National Security Depository Limited (NSDL) for facilitating remote e-voting to the Members through NSDL e-Voting system.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on **Friday, September 30, 2022**. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on **Friday, September 30, 2022**. Member who does not receive the postal ballot notice may send an email to [ail@amrapali.com](mailto:ail@amrapali.com) or may apply to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and obtain a copy of postal ballot notice. The copy of postal ballot notice may also be downloaded from website of Company at [www.amrapalispot.com](http://www.amrapalispot.com) and website of e-Voting Agency at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. In accordance with the MCA Circulars, to facilitate remote e-voting & receipt of notice in Electronic mode by shareholders who have not yet registered their email address with Company/ Depository Participant, the Company has made special arrangement with NSDL for registration of email addresses in terms of the General Circular No. 17/2020 issued by the Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:
  - a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [ail@amrapali.com](mailto:ail@amrapali.com).
  - b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [ail@amrapali.com](mailto:ail@amrapali.com).
  - c) Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
5. The members have to vote through remote e-voting platform only.
6. The Portal for remote E-voting will remain open for the Members for exercising their votes through remote e-voting during, Wednesday October 05, 2022 (09:00 A.M.) and will end on Thursday, November 03, 2022 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, September 30, 2022 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by National Security Depository Limited (NSDL) after the last date and time.
7. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
8. The Scrutinizer's decision on the validity of the voting shall be final.



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9. A copy of the Postal Ballot Notice is also available on the website of the Company viz. [www.amrapalispot.com](http://www.amrapalispot.com) and e-voting website of National Security Depository Limited (NSDL) viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the corporate announcement section of the website of the BSE Limited on which the equity shares of the Company are listed.
10. The Board of Directors have appointed M/s SCS and Co LLP, Practicing Company Secretary (Firm Unique Code: -L2020GJ008700) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to scrutinize the votes received through NSDL e-Voting System. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
11. The Resolutions will be taken as passed effectively on Thursday, November 03, 2022, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolutions in accordance with Companies Act, 2013 and / or SEBI ICDR Regulations, have been received assenting to the Resolution. The result of the voting will be declared on or before Monday, November 07, 2022 at the Corporate Office of the Company. The result of the voting will also be posted on the Company's website [www.amrapalispot.com](http://www.amrapalispot.com) and communicated to stock exchange and e-voting agency.
12. All documents referred to in this Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to [ail@amrapali.com](mailto:ail@amrapali.com).
13. Resolutions approved by the members through remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
14. 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 give their consent by providing their e-mail addresses to the Company.

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**INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING**

The remote e-voting period begins on Wednesday October 05, 2022 (09:00 A.M.) and will end on Thursday, November 03, 2022 (05:00 P.M.) (Both days inclusive). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Friday, September 30, 2022** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, September 30, 2022**.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li></ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>4. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>5. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on</li></ol>



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	<p>NSDL to cast your vote.</p> <p>6. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>7. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**





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1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your Demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**



**AMRAPALI INDUSTRIES LIMITED**

**CIN: L91110GJ1988PLC010674**

**Registered Office:** Unit No. PO5-02D, 5th Floor Tower A WTC Gift City Gandhinagar Gandhinagar-382355  
**Corporate office:** 19,20,21 Narayan Chambers, 3rd Floor, B/h. Patang Hotel, Ashram Road, Ahmedabad-380009  
**Telephone:** +91 7926581329/30; **Website:** [www.amrapalispot.com](http://www.amrapalispot.com) **Email:** [ail@amrapali.com](mailto:ail@amrapali.com)

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scsandcollp@gmail.com](mailto:scsandcollp@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [ail@amrapali.com](mailto:ail@amrapali.com)
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [ail@amrapali.com](mailto:ail@amrapali.com). If you are an Individual shareholders holding securities in Demat mode, you are requested to refer to the login method



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explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in Demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.



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**EXPLANATORY STATEMENT**

**(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)**

**ITEM NO. 1: ADOPTION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013 AND ALTERATION OF THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY-SPECIAL RESOLUTION**

The Board at its meeting held on September 28, 2022 has approved Adoption of Memorandum of Association of the Company as per the provisions of the Companies Act, 2013 and alteration of the main object clause of the Memorandum of Association of the company, it is proposed to alter the Main objects clause of the Memorandum of Association (MOA) by Deletion of Sub Clause III (A) (1) and Sub Clause III (A) (2) to the existing Main object clause III (A) and pursuant to deletion, existing Sub Clauses III (A) 3 to 7 be re-numbered as Sub Clause III (A) 1 to 5 as mentioned in the Item No. 01 of the Notice.

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging the Objects under Clause III (C) – “Other Objects” with Clause III (B) – “Objects Incidental or Ancillary to the attainment of the Main Objects” and also to rename the Clause III (A) and III (B) of the Object Cause and Existing Clause IV-Liability Clause be substituted by following Clause:-

**Clause IV: The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**

Alteration in the Memorandum of Association of the Company requires approval of Shareholders via Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in anyway, concerned or interested (financially or otherwise) in the said resolution. The Board recommends the Special Resolution set out at Item no. 01 of the Notice for approval of the Members.

**ITEM NO. 02 ADOPTION OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013-SPECIAL RESOLUTION**

The existing Articles of Association (“AoA”) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AoA by a set of new Articles.

Hence, the Board of the Directors at its meeting held on September 28, 2022, proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders approval for the same.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in anyway, concerned or interested (financially or otherwise) in the said resolution. The Board recommends the Special Resolution set out at Item no. 02 of the Notice for approval of the Members

**By order of the Board of Directors,  
Amrapali Industries Limited  
Sd/-  
Yashwant Amratlal Thakkar  
Managing Director  
DIN: 00071126**

**Place: Ahmedabad  
Date: September 28, 2022**