

## NOTICE OF 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty First Annual General Meeting (AGM) of Amrapali Industries Limited ("the Company") will be held on Friday, September 27, 2019 at 03.00 p.m. at the registered office of the Company situated at 19, 20, 21, Third Floor, Narayan Chambers, B/H Patang Hotel, Ashram Road, Ahmedabad - 380 006, to transact the following businesses;

### Ordinary Businesses

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019, together with the Reports of Board of Directors and the Auditor thereon.
2. To appoint a Director in place of Mr. Rashmikant Thakkar (DIN 00071144), who retires by rotation and being eligible, seeks re-appointment.

**Explanation:** Based on the terms of appointment, executive directors and non-executive directors are subject to retirement by rotation. Mr. Rashmikant Thakkar (DIN 00071144), who was appointed as Whole-Time Director for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Mr. Rashmikant Thakkar (DIN 00071144) is required to retire by rotation, he would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the reappointment of Mr. Rashmikant Thakkar (DIN 00071144) as such, to the extent that he is required to retire by rotation."

### Special Businesses

#### 3. Appointment of Mrs. Komal Hemal Parekh (DIN 08339839) as Non-Executive Director of the Company:

To consider and if thought fit, to pass with or without modification, following resolution as an **Ordinary resolution:**

**"RESOLVED THAT,** pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mrs. Komal Hemal Parekh (DIN 08339839), who was appointed as an Additional Director of the Company with effect from January 23, 2019, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Non-Executive Director and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as a Non-Executive Director of the Company whose office shall be liable to retire by rotation."

#### 4. Re-appointment of Mr. Mayur Parikh (DIN 00005646) as Non-Executive Independent Director of the Company:

To consider and if thought fit, to pass with or without modification, following resolution as **Special Resolution:**

**"RESOLVED THAT,** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), Mr. Mayur Parikh (DIN 00005646), who was appointed as an Independent Director at the Twenty Sixth Annual General Meeting of the Company and who holds office up to September 29, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from September 30, 2019 up to September 29, 2024."

#### 5. Re-appointment of Mr. Yashwant Thakkar (DIN 00071126) as Chairman and Managing Director of the Company:

To consider and if thought fit, to pass with or without modification, following resolution as **Special Resolution:**

**"RESOLVED THAT,** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Yashwant Thakkar (DIN 00071126) as Chairman and Managing Director for further period of five (5) years w.e.f. October 1, 2019, liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT,** subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Yashwant Thakkar (DIN 00071126) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter."

**RESOLVED FURTHER THAT** in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Yashwant Thakkar (DIN 00071126) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Yashwant Thakkar (DIN 00071126) as Chairman and Managing Director.

**RESOLVED FURTHER THAT** the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

#### 6. Re-appointment of Mr. Rashmikant Thakkar (DIN 00071144) as Whole-Time Director of the Company:

To consider and if thought fit, to pass with or without modification, following resolution as **Special Resolution**:

**“RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the board” which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Rashmikant Thakkar (DIN 00071144) as Whole-Time Director for further period of five (5) years w.e.f. October 1, 2019, liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as “remuneration”) as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT**, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Rashmikant Thakkar (DIN 00071144) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

**RESOLVED FURTHER THAT** in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Rashmikant Thakkar (DIN 00071144) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Rashmikant Thakkar (DIN 00071144) as Whole-Time Director.

**RESOLVED FURTHER THAT** the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

#### 7. Approval of Material Related Party Transactions.

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 188 of the Companies Act, 2013 and the rules and regulations including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto and the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) and such other provisions of law as was applicable and as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors and/or duly constituted Committee thereof for the following arrangements/ transactions/ contracts (including any other transfer of resources, services or obligations) to be entered into by the Company and also for every financial year hereafter:

#### Details of Related Party Transactions/ Arrangements/ Contracts per Financial Year

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value* of Transaction in every financial year
1.	Amrapali Capital & Finance Service Limited	Associate Concern	Sales/Trading of Shares and other securities and commodities	₹ 1,500 Crore
2.	Amrapali Capital & Finance Service Limited	Associate Concern	Purchase/Trading of Shares and other securities and commodities	₹ 1,500 Crore

\*Expected maximum value over 3 financial years starting from 2019-20.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company and/or a duly constituted Committee thereof, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transactions/ contracts with the Related parties.

**RESOLVED FURTHER THAT** the consent of the Company, be and is hereby accorded to the Board of Directors of the Company and/or a duly constituted Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related parties and severally execute such contracts, agreements, documents and writings and to make such filings, as may be necessary, expedient or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

**Registered office:**  
19, 20, 21, Third Floor, Narayan Chambers, B/H Patang Hotel,  
Ashram Road, Ahmedabad - 380 006

For and on behalf of Board of Directors  
**Amrapali Industries Limited**  
CIN: L91110GJ1988PLC010674

**Date:** August 13, 2019  
**Place:** Ahmedabad

**Yashwant Thakkar**  
**Managing Director**  
DIN 00071126

- The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the businesses under Item Nos. 3 to 7 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”) and Secretarial Standards-2 issued by ICSI for the Item Nos. 2 to 6 of the Notice are also annexed.
- A Member entitled to attend and vote at the 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, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before September 25, 2019, 03:00 p.m.). A proxy form for the AGM is enclosed. 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, provided that not less than three days of notice in writing is given to the Company.

3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the AGM. 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 AGM, are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
5. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive) for the purpose of Thirty First AGM and same will be re-opened from Saturday, September 28, 2019 onwards.
7. The route map showing directions to reach the venue of the Thirty First AGM is provided at the end of this Notice.
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. The Notice of the AGM along with the Annual Report 2018-19 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 2018-19 will also be available on the Company's website viz. [www.amrapalispot.com](http://www.amrapalispot.com).
10. 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.
11. 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.
12. 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.
13. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
14. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through remote e-voting and voting at the AGM is/are deemed to have been passed as if they have been passed at the AGM.
15. The remote e-voting period commences on Tuesday, September 24, 2019 (09:00 a.m.) and ends on Thursday, September 26, 2019 (05:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, September 20, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper. The voting rights of members 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, September 20, 2019.
17. The facility for voting through polling paper shall be made available at the AGM and the Members attending the AGM and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, September 20, 2019 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
18. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
19. The Board of Directors has appointed Mr. Anand Lavingia, Practicing Company Secretary (Membership No. ACS 26458 COP 11410) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM and in a fair and transparent manner.
20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
21. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.amrapalispot.com](http://www.amrapalispot.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
23. **The instructions for e-voting are as under:**

Step 1. Open your web browser during the voting period and log on to the e-voting website: [www.evotingindia.com](http://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](http://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](mailto: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](mailto: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](http://www.amrapalispot.com) and on the website of CDSL i.e [www.cdslindia.com](http://www.cdslindia.com) within three days of the passing of the Resolutions at the 31<sup>st</sup> 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### CONTACT DETAILS

<b>Company</b>	<b>Amrapali Industries Limited</b> Regd. Off: 19, 20, 21, Third Floor, Narayan Chambers, B/H Patang Hotel, Ashram Road, Ahmedabad - 380 006 Tel: +91-79-2658 1329; Email: <a href="mailto:ail@amrapali.com">ail@amrapali.com</a> ;
<b>Registrar and Share Transfer Agent</b>	<b>Purva Sharegistry (India) Private Limited</b> Regd. Off: 9 Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011 Email: <a href="mailto:support@purvashare.com">support@purvashare.com</a> ; Tel. No.: +91-22-23012518/6761
<b>e-Voting Agency</b>	<b>Central Depository Services (India) Limited</b> E-mail ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Phone : +91-22-23058543
<b>Scrutinizer</b>	<b>CS Anand Lavingia, Practicing Company Secretary</b> E-Mail ID: <a href="mailto:krishivadvisory@gmail.com">krishivadvisory@gmail.com</a>

## EXPLANATORY STATEMENT

(pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)

### **Item No. 3 - Appointment of Mrs. Komal Hemal Parekh (DIN 08339839) as Non-Executive Director of the Company:**

The Board of Directors has, at its meeting held on January 21, 2019, appointed Mrs. Komal Hemal Parekh as an Additional (Non-Executive) Director of the Company w.e.f. allotment of a valid Director Identification Number by Ministry of Corporate Affairs pursuant to Section 161 of the Companies Act, 2013. Mrs. Komal Hemal Parekh was allotted Director Identification Number on January 23, 2019 and was appointed as Additional Non-Executive Director of the Company since then.

An application was made for the changes in the Directorate to the Multi Commodity Exchange of India Limited and Multi Commodity Exchange of India Limited had approved the application of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Komal Hemal Parekh (DIN 08339839) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mrs. Komal Hemal Parekh (DIN 08339839) for the office of Non-Executive Director, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

Mrs. Komal Hemal Parekh (DIN 08339839) is having 3 years of experience in Business administration and general administration of the Business.

The Company has received from Mrs. Komal Hemal Parekh (DIN 08339839) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letter for the appointment of Mrs. Komal Hemal Parekh (DIN 08339839) as Non-Executive Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The resolution seeking the approval of members is proposed for the appointment of Mrs. Komal Hemal Parekh (DIN 08339839) as Non-Executive Director of the Company pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will be liable to retire by rotation.

The Nomination and Remuneration Committee and the Board recommends the resolution set forth in Item no. 3 for the approval of the members.

Except Mrs. Komal Hemal Parekh (DIN 08339839) and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 3 of the Notice.

### **Item No. 4 - Re-appointment of Mr. Mayur Parikh (DIN 00005646) as Non-Executive Independent Director of the Company:**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Mayur Parikh (DIN 00005646) as Non-Executive Independent Director, for a second term of five consecutive years from September 30, 2019 to September 29, 2024, not liable to retire by rotation. Mr. Mayur Parikh (DIN 00005646) was appointed as Non-Executive Independent Director at the Twenty Sixth Annual General Meeting ("AGM") of the Company and holds office up to September 29, 2019.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that background, experience, contribution and continued association of Mr. Mayur Parikh (DIN 00005646) will be beneficial to the Company and it is desirable to continue to avail his services as Non-Executive Independent Director.

The Company has received a declaration from them to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations. Further, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further the Company has also received (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Mayur Parikh (DIN 00005646) fulfills the conditions specified in the Act for re-appointment as Non-Executive Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr. Mayur Parikh is Chartered Accountant and Bachelor of Commerce and Law. He has almost more than 30 years of experience in the field of Account, various Company Laws and Security Laws. His financial knowledge benefits to the Company in the finance aspect of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable Regulations, the re-appointment of Mr. Mayur Parikh (DIN 00005646) as Non-Executive Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Nomination and Remuneration Committee and the Board recommends the special resolution set forth in Item no. 4 for the approval of the members.

Except Mr. Mayur Parikh (DIN 00005646) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 4 of the Notice.

### **Item No. 5 - Re-appointment of Mr. Yashwant Thakkar (DIN 00071126) as Chairman and Managing Director of the Company:**

The Board of Directors of the company ("the board") at its meeting held on July 15, 2015 had appointed Mr. Yashwant Thakkar (DIN 00071126) as Chairman and Managing Director of the Company for a period of 5 years w.e.f. July 15, 2015 and the same was approved by the members of the company in their meeting held on September 28, 2015. The said period of appointment will be expired on July 14, 2020.

However, due to recent amendment in the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Board of Directors of the company at its meeting held on August 13, 2019 has, subject to the approval of members, re-appointed Mr. Yashwant Thakkar (DIN 00071126) as Chairman and Managing Director of the Company for a further period of five (5) years w.e.f. October 1, 2019, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.



It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Yashwant Thakkar (DIN 00071126) as Chairman and Managing Director of the Company, in terms of the applicable provisions of the Act.

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed Rs. 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolution required approval of Shareholders of the company as special resolution under these regulations.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Yashwant Thakkar (DIN 00071126), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018, the re-appointment of Mr. Yashwant Thakkar (DIN 00071126) as Chairman and Managing Director of the Company is now being placed before the Members for their approval by way of Special Resolution.

The information as required under Schedule V to the Companies Act, 2013, is attached herewith and must be read as the part of this Notice.

**Terms and Conditions along with brief details of director seeking re-appointment at the annual General Meeting:**

**Information about the Chairman and Managing Director:**

**Background Details:** Mr. Yashwant Thakkar is 60 years old and is has more than 25 years of experience in the field of Bullion Business & Mining. He is Director on the Board of Directors on since Incorporation of the Company. He has been guiding the Company since three decades and has immensely contributed to the growth and diversification of the Company.

**Past Remuneration:** ₹ 18,000 Per Month

**Recognition of Award:** None

**Job Profile and his suitability:** As Managing Director of the Company, he is responsible for the management of the Company, subject to the superintendence, guidance and control of the Board of Directors. Taking into account his previous experience and knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.

**Remuneration Proposed:** up to ₹ 75,000/- per month.

The Board of Directors is of the view that the re-appointment of Mr. Yashwant Thakkar (DIN 00071126) as Chairman and Managing Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Save and except Mr. Yashwant Thakkar (DIN 00071126) and Mr. Rashmikant Thakkar (DIN 00071144) and their relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 5.

The statement of additional information required to be disclosed as per Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

**Item No. 6 - Re-appointment of Mr. Rashmikant Thakkar (DIN 00071144) as Whole-Time Director of the Company:**

The Board of Directors of the company ("the board") at its meeting held on July 15, 2015 had appointed Mr. Rashmikant Thakkar (DIN 00071144) as Whole-Time Director of the Company of the Company for a period of 5 years w.e.f. July 15, 2015 and the same was approved by the members of the company in their meeting held on September 28, 2015. The said period of appointment will be expired on July 14, 2020.

However, due to recent amendment in the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Board of Directors of the company at its meeting held on August 13, 2019 has, subject to the approval of members, re-appointed Mr. Rashmikant Thakkar (DIN 00071144) as Whole-Time Director of the Company for a further period of five (5) years w.e.f. October 1, 2019, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Rashmikant Thakkar (DIN 00071144) as Whole-Time Director of the Company, in terms of the applicable provisions of the Act.

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed Rs. 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolution required approval of Shareholders of the company as special resolution under these regulations.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Rashmikant Thakkar (DIN 00071144), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018, the re-appointment of Mr. Rashmikant Thakkar (DIN 00071144) as Whole-Time Director of the Company is now being placed before the Members for their approval by way of Special Resolution.

The information as required under Schedule V to the Companies Act, 2013, is attached herewith and must be read as the part of this Notice.

**Terms and Conditions along with brief details of director seeking re-appointment at the annual General Meeting:**

**Information about the Whole-Time Director:**

**Background Details:** Mr. Rashmikant Thakkar is 58 years old and has more than 25 years of experience in the field of Bullion Business & Mining. He is Director on the Board of Directors since Incorporation of the Company. He has been guiding the Company since two and half decades and has immensely contributed to the growth and diversification of the Company.

**Past Remuneration:** ₹ 18,000 Per Month

**Recognition of Award:** None

**Job Profile and his suitability:** He is responsible for the general administration of the Company in the ordinary course of business. Considering the above and having regard to his age, ability, and experience and looking to the business requirement, he is a fit and proper person as the Whole-Time Director of the Company.

**Remuneration Proposed:** up to ₹ 75,000/- per month.

The Board of Directors is of the view that the re-appointment of Mr. Rashmikant Thakkar (DIN 00071144) as Whole-Time Director of the Company will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

Save and except Mr. Rashmikant Thakkar (DIN 00071144) and Mr. Yashwant Thakkar (DIN 00071126) and their relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 6.

The statement of additional information required to be disclosed as per Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

**Item No. 7 - Approval of Material Related Party Transactions:**

Pursuant to the provision of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), all material related party transactions shall require the approval of the shareholders. Further, transactions covered under Section 188 of the Companies Act, 2013 beyond certain limit shall also require the approval of Shareholders.

Accordingly, the approval of the shareholders by way of an Ordinary Resolution is sought under Regulation 23 of LODR and Section 188 of the Companies Act, 2013 for arrangements/ transactions/ contracts to be entered into with Related Party in one or more tranches. The particulars of the Related Party Transactions for which approval/ratification of the Members is sought, are as follows:

**Details of Related Party Transactions/ Arrangements/ Contracts per Financial Year**

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value* of Transaction in every financial year
1.	Amrapali Capital & Finance Service Limited	Associate Concern	Sales/Trading of Shares and other securities and commodities	₹ 1,500 Crore
2.	Amrapali Capital & Finance Service Limited	Associate Concern	Purchase/Trading of Shares and other securities and commodities	₹ 1,500 Crore

\*Expected maximum value over 3 financial years starting from 2019-20.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out in Item No. 7 of the accompanying Notice. This resolution enables the Board of Directors of the Company to approve related party transactions, as may be required by the Company, from time to time.

Moreover, by the proposed resolution, approval of the members is also sought for the material related party arrangements/ transactions/ contracts for the next three financial years starting from 2019-20 with the related party.

The aforesaid related party transactions fall under the purview of Section 188 of the Companies Act, 2013 and hence, the approval of the members is sought by way of Ordinary resolution under Regulation 23 of the Listing Regulations and Section 188 of the Companies Act, 2013.

(a) **Name of the related party:** Amrapali Capital and Finance Services Limited

(b) **Name of the director or key managerial personnel who is related, if any:** Mr. Yashwant Thakkar and Mr. Rashmikant Thakkar, together with their Relatives are holding majority shares of Amrapali Capital and Finance Services Limited.

(c) **Nature of relationship:** Associate Concern (as per IND AS - 24)

(d) **Nature, material terms, monetary value and particulars of the contract or arrangements:** The Company is proposing to enter into related party transaction with Amrapali Capital and Finance Services Limited for Maximum Value of ₹ 1,500 Crore per financial year over 3 financial years starting from 2019-20 for Sales/Trading of Shares and other securities and commodities. Same way the Company is also proposing to enter into related party transaction with Amrapali Capital and Finance Services Limited for Maximum Value of ₹ 1,500 Crore per financial year over 3 financial years starting from 2019-20 for Purchase/Trading of Shares and other securities and commodities.

All documents and papers connected with this resolution are available for inspection at the registered office of the Company on all working days during normal business hours of the Company.

Except Mr. Yashwant Thakkar and Mr. Rashmikant Thakkar, their relatives and entire Promoters' Group, none of the Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution.

**All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.**

**ATTACHMENT TO THE EXPLANATORY STATEMENT FOR ITEM NOS. 5 & 6**

The following information pertaining to Mr. Yashwant Thakkar and Mr. Rashmikant Thakkar are furnished pursuant to the provisions of Schedule V to the Companies Act, 2013:

**GENERAL INFORMATION:**

**Nature of Industry:**

The Company is engaged mainly in the bullion business.

**Date or expected date of commencement of commercial production:**

The Company is not manufacturing one and the operation of the Company were soon after its incorporation.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable

**Financial performance based on given indicators:**

Financial Performance is as follows;

(Amount ₹ in Lakh)

Particulars	F.Y. 2018-19	F.Y. 2017-18
Revenue from operations	1,408,114.72	9,96,443.28
Other Income	1,207.04	326.54
<b>Total Income</b>	<b>1,409,321.76</b>	<b>9,96,769.83</b>
Operating expenditure before Finance cost, depreciation and amortization	1,408,865.10	9,96,047.95
Earnings before Finance cost, depreciation and amortization (EBITDA)	456.66	721.88
Less: Finance costs	304.79	640.97
Depreciation and amortization expense	191.01	198.95
<b>Profit/(Loss) before tax</b>	<b>(39.14)</b>	<b>(118.04)</b>
Less: Tax expense	(32.56)	224.92
<b>Profit/(Loss) for the year (PAT)</b>	<b>(6.59)</b>	<b>(342.96)</b>

**Foreign investments or collaborations, if any:**

No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2019, total holding of Foreign Shareholders was 11960 Equity Shares (0.02%).

**Information about the appointees:**

Sr. No.	Particulars	Mr. Yashwant Thakkar	Mr. Rashmikant Thakkar
1.	Background Details	Mr. Yashwant Thakkar is 60 years old and is has more than 25 years of experience in the field of Bullion Business & Mining. He is Director on the Board of Directors on since Incorporation of the Company. He has been guiding the Company since three decades and has immensely contributed to the growth and diversification of the Company.	Mr. Rashmikant Thakkar is 58 years old and is has more than 25 years of experience in the field of Bullion Business & Mining. He is Director on the Board of Directors on since Incorporation of the Company. He has been guiding the Company since two and half decades and has immensely contributed to the growth and diversification of the Company.
2.	Past Remuneration	₹ 2.16 Lakh for F.Y. 2018-19	₹ 2.16 Lakh for F.Y. 2018-19
3.	Recognition or Awards	None	None
4.	Job profile and his suitability	As Managing Director of the Company, he is responsible for the management of the Company, subject to the superintendence, guidance and control of the Board of Directors. Taking into account his previous experience and knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.	He is responsible for the general administration of the Company in the ordinary course of business. Considering the above and having regard to his age, ability, and experience and looking to the business requirement, he is a fit and proper person as the Whole-Time Director of the Company.
5.	Remuneration Proposed	₹ 75,000 per month	₹ 75,000 per month
6.	Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Yashwant Thakkar and the responsibilities shouldered on him and the industry bench marks, the proposed revised remuneration well below in compared to the comparable Companies.	Taking into consideration the size of the Company, the profile of Mr. Rashmikant Thakkar and the responsibilities shouldered on him and the industry bench marks, the proposed revised remuneration well below in compared to the comparable Companies.



Sr. No.	Particulars	Mr. Yashwant Thakkar	Mr. Rashmikant Thakkar
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Yashwant Thakkar has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Managing Director and receipt of interest on the unsecured loan granted to the Company. He does not hold any equity shares of the Company.	Mr. Rashmikant Thakkar has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Whole-Time Director. He holds 279800 (0.54%) equity shares of the Company.

**Other information:**

**Reasons of loss or inadequate profits:** The increase in cost of purchase and impact of adjustment of Ind AS has led to the huge expenses and hence the Company is facing problem to generate adequate profit.

**Steps taken or proposed to be taken for improvement:** The Company has initiated various steps to improve its administrative performance, including lowering its administrative costs.

**Expected increase in productivity and profit in measurable terms:** The management continues to be optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

**Registered office:**

19, 20, 21, Third Floor, Narayan Chambers, B/H Patang Hotel,  
Ashram Road, Ahmedabad - 380 006

For and on behalf of Board of Directors  
Amrapali Industries Limited  
CIN: L91110GJ1988PLC010674

**Date:** August 13, 2019  
**Place:** Ahmedabad

**Yashwant Thakkar**  
**Managing Director**  
**DIN 00071126**

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and

Secretarial Standards-2 issued by ICSI for Item No. 2 to 6:

Particulars / Name	Mr. Yashwant Thakkar	Mr. Rashmikant Thakkar	Mrs. Komal Hemal Parekh	Mr. Mayur Parikh
Date of Birth	August 14, 1959	August 31, 1961	September 22, 1981	November 13, 1959
Qualification	--	--	B.A.	FCA, B.Com, LL.B
Experience - Expertise in specific functional areas - Job profile and suitability	Mr. Yashwant Thakkar is 60 years old and is has more than 25 years of experience in the field of Bullion Business & Mining. He is Director on the Board of Directors on since Incorporation of the Company. He has been guiding the Company since three decades and has immensely contributed to the growth and diversification of the Company.	Mr. Rashmikant Thakkar is 58 years old and is has more than 25 years of experience in the field of Bullion Business & Mining. He is Director on the Board of Directors on since Incorporation of the Company. He has been guiding the Company since two and half decades and has immensely contributed to the growth and diversification of the Company.	Mrs. Komal Parekh is having 3 years of experience in Business administration and general administration of the Business.	Mr. Mayur Parikh has almost more than 30 years of experience in the field of Account, various Company Laws and Security Laws. His financial knowledge benefits to the Company in the finance aspect of the Company.
No. of Shares held	--	279800 Equity Shares	--	--
Terms & Conditions	As per Explanatory Statement for Item No. 5	As per Explanatory Statement for Item No. 6	As per Explanatory Statement for Item No. 3	As per Explanatory Statement for Item No. 4
Remuneration Last Drawn	₹ 2.16 Lakh for F.Y. 2018-19	₹ 2.16 Lakh for F.Y. 2018-19	--	--
Remuneration sought to be paid	₹ 75,000 per month	₹ 75,000 per month	--	--
Number of Board Meetings attended during the Financial Year 2018-19	9 out of 9	9 out of 9	2 out of 2	9 out of 9
Date of Original Appointment	May 10, 1988	May 10, 1988	January 23, 2019	September 11, 1992
Date of Appointment in current terms	July 15, 2015	July 15, 2015	January 23, 2019	September 30, 2014
Directorships held in public companies including deemed public companies	Amrapali Industries Limited	Amrapali Industries Limited	Amrapali Industries Limited	<ul style="list-style-type: none"> <li>•Rose Merc Limited</li> <li>•Amrapali Industries Limited</li> <li>•Madhav Infra Projects Limited</li> <li>•Bloom Dekor Limited</li> <li>•Rising Hotel Limited</li> <li>•Infinity Infrabuild Limited</li> <li>•Indo Thai Realties Limited</li> <li>•Corporate Strategic Allianz Limited</li> </ul>
Memberships / Chairmanships of committees of public companies*	--	--	--	Membership - 4 Chairmanship - 4
Inter-se Relationship with other Directors.	Brother of Mr. Rashmikant Thakkar	Brother of Mr. Yashwant Thakkar	No Relation	No Relation

\*Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

**Registered office:**

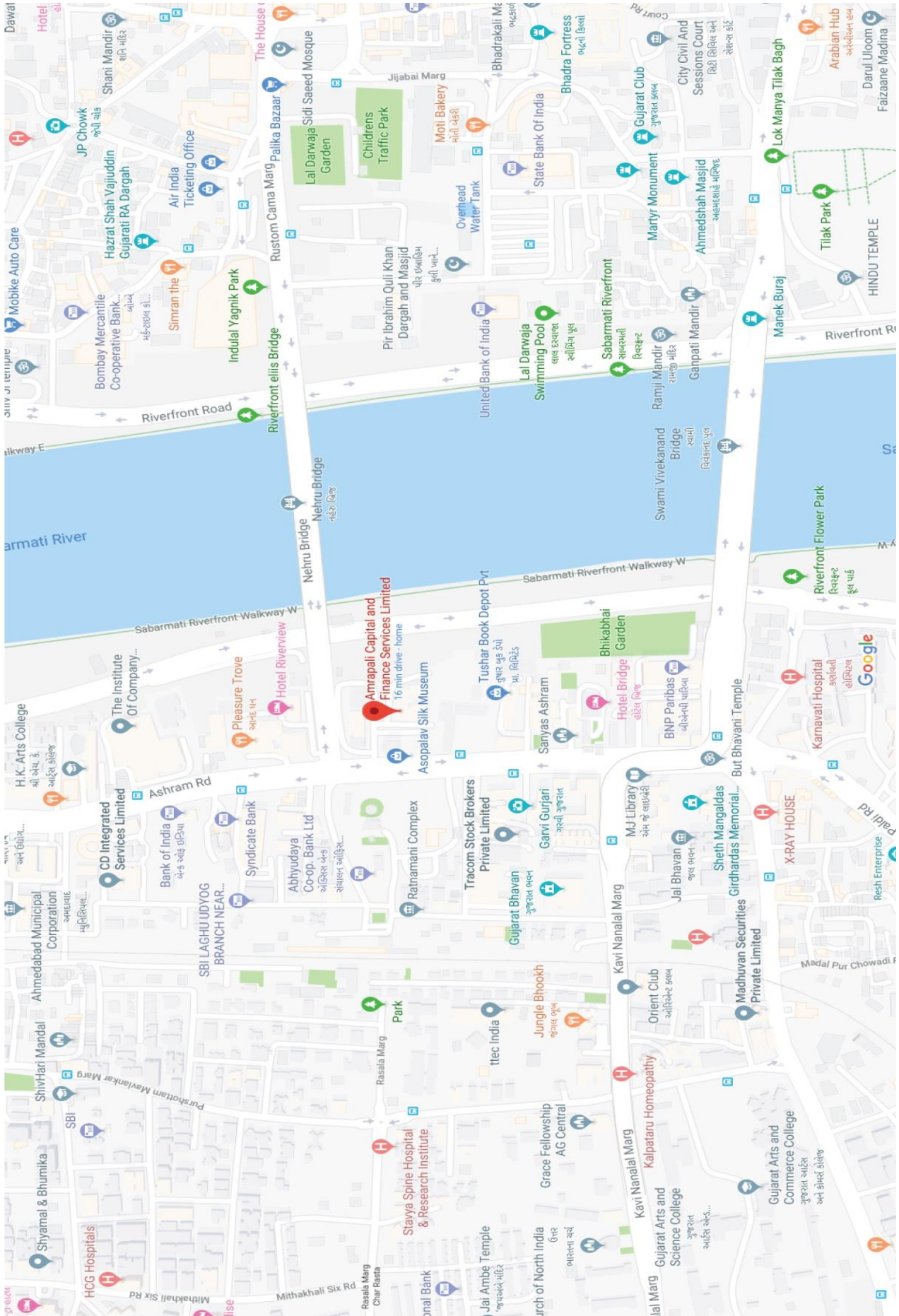
19, 20, 21, Third Floor, Narayan Chambers, B/H Patang Hotel,  
Ashram Road, Ahmedabad - 380 006

For and on behalf of Board of Directors  
**Amrapali Industries Limited**  
CIN: L91110GJ1988PLC010674

Date: August 13, 2019  
Place: Ahmedabad

Yashwant Thakkar  
Managing Director  
DIN 00071126

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



**Amrapali Industries Limited**

CIN: L91110GJ1988PLC010674

Registered Office: 19, 20, 21, Third Floor, Narayan Chambers, B/H Patang Hotel, Ashram Road, Ahmedabad - 380 006

Tel: +91-79-2658 1329; Email: ail@amrapali.com; Web: www.amrapalispot.com

**ATTENDANCE SLIP**

Regd. Folio No./DP Id No./Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS) (Applicable for investor holding shares in electronic form.)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the Thirty First Annual General Meeting of Amrapali Industries Limited held on Friday, September 27, 2019 at 03.00 p.m. at the registered office of the Company situated at 19, 20, 21, Third Floor, Narayan Chambers, B/H Patang Hotel, Ashram Road, Ahmedabad - 380 006.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

**Notes:** Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

----- Please tear here -----

**PROXY FORM**

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made there under)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

I/We, being the member (s) of.....shares of the above named company, hereby appoint

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty First Annual General Meeting of Amrapali Industries Limited to be held on Friday, September 27, 2019 at 03.00 p.m. at the registered office of the Company situated at 19, 20, 21, Third Floor, Narayan Chambers, B/H Patang Hotel, Ashram Road, Ahmedabad - 380 006 and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary businesses</b>				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019, together with the Reports of Board of Directors and the Auditor thereon.			
2.	To appoint a Director in place of Mr. Rashmikant Thakkar (DIN 00071144), who retires by rotation and being eligible, seeks re-appointment.			
<b>Special Businesses</b>				
3.	Appointment of Mrs. Komal Hemal Parekh (DIN 08339839) as Non-Executive Director of the Company.			
4.	Re-appointment of Mr. Mayur Parikh (DIN 00005646) as Non-Executive Independent Director of the Company			
5.	Re-appointment of Mr. Yashwant Thakkar (DIN 00071126) as Chairman and Managing Director of the Company.			
6.	Re-appointment of Mr. Rashmikant Thakkar (DIN 00071144) as Whole-Time Director of the Company.			
7.	Approval of Material Related Party Transactions.			

Signed this.....day of....., 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp of  
not less  
than ₹ 1

**Note:**

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 25, 2019 at 03:00 P.M.)
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



**PURVA SHAREGISTRY (I) PVT. LTD.**  
(SEBI Regn. INR000001112 Category 1 Registrars to IPO & Share Transfer Agents)  
CIN: U67120MH1993PTC074079  
9 Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011  
Email: support@purvashare.com; Website: www.purvashare.com; Tel. No.: 23012518/6761

Date:

To,  
Dear Shareholder(s),

**Ref: Amrapali Industries Limited (CIN: L91110GJ1988PLC010674) (ISIN: INE762C01021)**

The Securities and Exchange Board of India vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated submission of Permanent Account Number (PAN) and bank account details of all securities holders holding securities in physical form. Further, SEBI has given a notification stating that physical transfer of shares will not be allowed effective from April 1, 2019. Hence, kindly send your shares for demat with your Depository Participant at any time after updating your KYC information with us. Kindly submit the following details and documents to the address mentioned below within **21 days of receipt of this communication**. As per our records, your folio needs to be updated with the PAN / Complete Bank details so that the investments held by you are in compliance with the aforementioned circular.

Registered Folio No.:													
Mobile No.													
Email Id													
Name of the first/sole shareholder Address:													
Bank Name of First Holder													
Branch Address & Branch													
Bank Account Number													
Account Type (Please tick the option) ( / )	Saving			Current			Cash Credit			Others			
MICR No.													
IFSC Code													
Name	Permanent Identification Number						Signature						
1.													
2.													
3.													

I/We hereby, declare that the particulars given above are correct and complete. I/We, further undertake to inform the Company of any subsequent change(s) in the above particulars.

**Note:**

- Please fill in the information in CAPITAL LETTERS in ENGLISH ONLY.
- Original Copy of this letter, duly filled, shall be sent to Purva Sharegistry (India) Pvt. Ltd. (Unit - AMRAPALI INDUSTRIES LIMITED - INE762C01021) at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011.
- Kindly enclose:-
  - Copy of Self attested Pan Cards of all the shareholder(s) i.e. all joint shareholders
  - Copy of address proof of First Holder (Preferably Aadhar Card)
  - Copy of cancelled cheque of First Holder



**SPECIFIC ATTENTION OF THE MEMBERS IS DRAWN TO THE FOLLOWINGS:**

1. The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement and SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Purva Shareregistry (India) Private Limited (PSIPL). Members are further requested to update their current signature in PSIPL system.
2. In accordance with BSE Circular No. LIST/COMP/15/2018-19 dated July 5, 2018 and other related circulars issued by SEBI, all shareholders are hereby informed that with effect from April 1, 2019, the shares lodged for transfer shall must be in dematerialized form only and no physical shares can be lodged for transfer. Hence, 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.
3. 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.
4. 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 to provide efficient and better services.
5. 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.
6. 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.
7. 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.