

**Date: September 01, 2022**

To,  
**BSE Limited,**  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

Respected Sir / Ma'am,

**Sub: Submission of Notice of 18<sup>th</sup> Annual General Meeting.**

**Ref.: Amrapali Fincap Limited (Security Id/Code.: AMRAFIN/539265).**

We wish to inform you that the 18<sup>th</sup> Annual General Meeting of the Company will be held on Friday, September 23, 2022 at 04:00 P.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OVAM) in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI to transact the businesses mentioned in the Notice of 18<sup>th</sup> Annual General Meeting.

We have attached herewith the Notice of 18<sup>th</sup> Annual General Meeting of our Company for kind perusal of Stakeholders.

**For, Amrapali Fincap Limited**

  
**Hashmukh Arvindbhai Thakkar**  
Chairman & Managing Director  
DIN: 00071065

Place: Ahmedabad  
Encl: Notice of 18<sup>th</sup> AGM



## NOTICE OF 18TH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the eighteenth (18<sup>th</sup>) Annual General Meeting (AGM) of the Members of Amrapali Fincap N gf" j g'E cV + "dg" j g f" V Friday, September 23, 2022 at 04:00 P.M. IST j i j "X f g "E Vhg gVè V " XE + " l"Q j g "C f "X c "O gcV " QCXO + " " cV ce " j g'h V "businesses;

### ORDINARY BUSINESSSES:

1. To receive, consider and adopt the audited financial statements for the financial year ended on March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. **To appoint a Director in place of Mr. Hashmukh Arvindbhai Thakkar (DIN: 00071065) who retires by rotation and being eligible offers himself for reappointment:**

**Explanation:** Based on the terms of appointment, executive directors and the non-executive directors are subject to retirement by rotation. Mr. Hashmukh Arvindbhai Thakkar (DIN: 00071065), being the only member who is liable to retire, being eligible, seeks reappointment. The Board recommends his reappointment. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

□ , pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be, and is hereby accorded to the reappointment of Mr. Hashmukh Arvindbhai Thakkar (DIN:00071065), as a director, who is liable to retire by rotation.

3. **To Appoint Statutory Auditor of the Company and to fix their remuneration for a term of five years:**

To consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution:

□ pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. B.B. Gusani & Associates., Chartered Accountants, Ahmedabad (Firm Registration No.: 140785W) be and are hereby appointed as the Statutory Auditor of the Company in place of M/s. Raichura & Co. \*H "Tgi c VP 00126105W), the retiring statutory auditor, to hold the office from the conclusion of the 18th Annual General Meeting until the conclusion of the 23<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.

4. **Approval of the Material Related Party Transactions with Amrapali Capital & Finance Service Ltd and Aarya Grand Hotel & Resorts Private Limited:**

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

□ cV" " j g" V" H'Uge V'3: " H' j g'E cVg "Ce "4235" Ce + "cVf" ther applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act and based on the recommendation of the Audit Committee, consent of the Members H' j g'E cV "dg" cVf" "j g gd "cee f gf" "j g"D c f" H'F ge " H' j g'E cV "j g g Vch g" ghg gf" "c " j g" D c f ." which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, for the following arrangements/ transactions/ contracts (including any other transfer of resources, services or obligations) to be entered into by the Company;

**Details of Related Party Transactions/ Arrangements/ Contracts Financial Year 2022-23**

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value of Transaction Financial Year 2022-23
1.	Amrapali Capital and Finance Service Limited	Associated Concern	Share Trading	Up to Rs. 2000 Lakhs
2.	Aarya Grand Hotel & Resorts Private Limited	Associated Concern	Share Income from Joint Venture	Up to Rs. 50 Lakhs

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.

**Registered office**

19, 20, 21 Narayan Chambers, 3rd Floor, Behind  
Patang Hotel, Ashram Road, Ahmedabad 380009

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

**Place: Ahmedabad**

**Date: September 01, 2022**

**SD/-  
Hashmukh Arvindbhai Thakkar  
Chairman & Managing Director  
DIN 00071065**

**IMPORTANT NOTES**

- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs \* OEC + has vide its circular V B614242" cVf" 3914242" f c gf" C " : . " 4242" cVf" C " 35. " 4242" g ge g . " V" g c V" " E c hec V" V" c V" of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-3; . " e e c " V 04214242" f c gf" O c " 7. " 4242" V" g c V" " E c hec V" Vj f V" of annual i gVg c " gg V" CI O + j i j" f g " e Vg gVg V" \* XE-# " j g " c f " " c " gcV" \* QCXO + " cVf" E e c " no. 02/2022 dated May 5, 2022 in relation to E c hec Von holding of annual general meeting (AGM) through video e Vg gVg V" \* XE-# " j g " c f " " c " gcV" \* QCXO + " e ge g " ghg gf" " c " OEC" E e c " cVf" Uge g " and Exchange Board of India \* UGDK-# f g" " e e c " V UGDKJ QIEHF IEO F 3IEK IRI424219; " f c gf" O c " 34. " 4242" in g c V" " Cff Vg " g c c V" V" g c V" " e cVg" j " eg c V" V" HUGDK\* N V" Qd i c V" cVf Disclosure Requirements) Regulations 2015- Covid-19 paVf g e " cVf" circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 in relation to Tg c c V from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID-19 cVf g e " e ge g " ghg gf" " c " UGDK E e c " g gf" j g" j f V" H" j g" CW c " I gVg c " O gg V" \* CI O + through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being conducted through VC / OAVM.
- Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.

3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [scsandcollp@gmail.com](mailto:scsandcollp@gmail.com) with copies marked to the Company at [investors@amrapali.co.in](mailto:investors@amrapali.co.in) and to National Securities Depository Limited with copies marked to the Company at [investors@amrapali.co.in](mailto:investors@amrapali.co.in) and to National Securities Depository Limited (NSDL) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2021-22 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2021-22 has been uploaded on the website of the Company at [www.amrapali.co.in](http://www.amrapali.co.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
  - 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), AADHAAR (self-attested scanned copy of Aadhar Card) by email to [investors@amrapali.co.in](mailto:investors@amrapali.co.in).
  - 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 [investors@amrapali.co.in](mailto:investors@amrapali.co.in).
  - c) Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (a) or (b) as the case may be.
  - d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of j" jg "f V " j" jg"E cV "Tgi c "cV"Ujc g"V cV hg" Agent, **Satellite Corporate Services Private Limited**, A Wing, Office No. 106 and 107 Dattani Plaza Andheri Kurla Road, East West Industrial Estate Sakinaka, Mumbai-400072, **E-Mail ID:**[service@satellitecorporate.com](mailto:service@satellitecorporate.com) by following the due procedure.
  - e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated j" jg "fg " c e cV "I" jg"E cV "Tgi c "cV"Ujc g"V cV hg "Ci gV." **Satellite Corporate Services Private Limited** to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
9. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.

10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at [investors@amrapali.co.in](mailto:investors@amrapali.co.in) on or before Friday, September 16, 2022 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
11. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
12. Vj g" Tgi g " lF ge "cVf" Mg "O cVci g c "Rg Vg "cVf" jg " jc gj f M " c Vc Vgf" Vf g "Uge V'392" l' jg Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

**13. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
- ii. There being physical shareholders in the Company, the Register of members and share transfer books of the Company will be closed from Saturday September 17, 2022 to Friday September 23, 2022 (both days inclusive) will be closed and same shall be re-opened from Saturday September 24, 2022 onwards. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 16, 2022 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 16, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on 9:00 A.M. on Tuesday, September 20, 2022 and will end on 5:00 P.M. on Thursday, September 22, 2022. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, September 16, 2022, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, September 16, 2022
- vii. The Company has appointed M/s. SCS and CO. LLP, Practicing Company Secretaries (ICSI Unique Code: L2020GJ008700), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

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

The remote e-voting period begins on Tuesday, September 20, 2022 and will end on 5:00 P.M. on Thursday, September 22, 2022. 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 record date (cut-off date) i.e. Friday, September 16, 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 i.e. Friday, September 16, 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:**

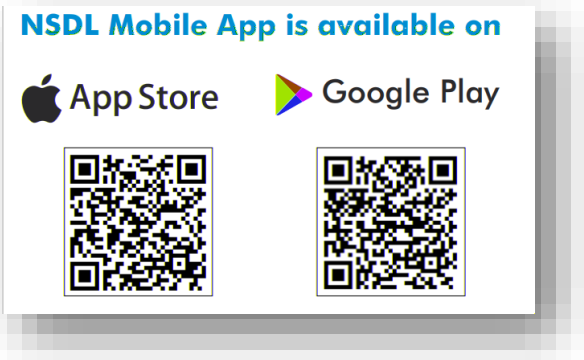
##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Voting icon under which is available under section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on e-Voting icon under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on e-Voting icon. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download <b>NSDL Speede</b> app for a better voting experience.</li> </ol>



	
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <ol style="list-style-type: none"> <li>1. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>2. 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></li> <li>3. 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting 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?**

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-X M " g " " c Vëjgf."e e " V" jg" e V" N i V" j ej" "c ailaible under Ujc gj fg IO g dg " ge V0
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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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-X M " g "h " jg" h " g" " " Vëgf" "g g g" jg" V c" c f " j ej" c "e Vec gf" " QVëg" "g g g" " V c" c f ." "Vëgf" "gVg" jg" V c" c f "cV" jg" g " "h eg" " "ejcVg" "password.
- c) J " "g g g" " V c" c f A
  - (i) K "g c "K" "gi g gf" V "fg c"cee V" " j" jg" e cV." " V c" c f " 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 " W g "K "cV" " V c" c f 0
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. **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 your demat account with NSDL or CDSL) 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. Ahg "gVg V" " c f." e " VCi gg" " Vg "cV"E V" V "d " g ge V" V jg'ejge "d 0
  8. P . " " "jc g" "e e " V" N i V"d W
  9. Chg " "e e " V jg" N i V"d V"J g" ci g" Hg-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. Chg " eeg h " i Vc "Ug "3." " "dg'cd g" " gg'c " jg'e cVg " GXGP " V" j ej" "c g'j f V" j c g" and whose voting cycle and General Meeting is in active status.
2. Ug ge " GXGP " H'e cV "h " j ej" " j" "ec " " g'f V" jg'remote e-Voting period and casting " g'f V" jg'I gVg c "O gg V ØH " VV" c" gg V." "Vggf" "e e " V XEIQCXO " V " cegf" V'g " L VØ gg V 0
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 " j" "ec " " g'cV"e e " V U d "cV"c " E Vh " jgV" gf 0
5. W V'e Vh c V" jg" g ci g" X g'ec " eeg h " "dg'f c gf Ø
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 [scsandalcollp@gmail.com](mailto:scsandalcollp@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 s ej" cV'g gV." " "Vggf" "i " j i j" jg" [Forgot User Details/Password?](#) " " [Physical User Reset Password?](#) " V'c c cd g' V " g g" jg" c f Ø
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 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 [investors@amrapali.co.in](mailto:investors@amrapali.co.in)

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 [investors@amrapali.co.in](mailto:investors@amrapali.co.in).
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. 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. 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 18TH AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the 18th AGM is same as the instructions mentioned above for remote e- voting.
2. Only those Members/ shareholders, who will be present in the 18th AGM at the Registered Office of the Company or through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 18<sup>th</sup> AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 18TH AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, "ecv" gg" V " H' XEIQCXO" V " cegf" Vf g " ☐ menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investors@amrapali.co.in](mailto:investors@amrapali.co.in) The same will be replied by the company suitably.

**CONTACT DETAILS**

<b>Company</b>	<b>Amrapali Fincap Limited</b> 19, 20,21 Narayan Chambers, 3rd Floor, Behind Patan Hotel, Ashram Road, Ahmedabad 380009 <b>Tel No.</b> +91-79-2657 5106; <b>Email:</b> <a href="mailto:investors@amrapali.co.in">investors@amrapali.co.in</a> ; <b>Web:</b> <a href="http://www.amrapali.co.in">www.amrapali.co.in</a>
<b>Registrar and Transfer Agent</b>	<b>Satellite Corporate Services Private Limited</b> Unit No. 49, Bldg No.13-A-B, 2nd Floor, Samhita Commercial Co-Op. Soc. Ltd.,Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai - 400 072 Maharashtra, India <b>Tel No.:</b> +91-22- 2852 0461-62; <b>Email:</b> <a href="mailto:service@satellitecorporate.com">service@satellitecorporate.com</a> ; <a href="mailto:scs_pl@yahoo.co.in">scs_pl@yahoo.co.in</a> <b>Web:</b> <a href="http://www.satellitecorporate.com">www.satellitecorporate.com</a>
<b>e-Voting Agency &amp; VC / OAVM</b>	<b>Email:</b> <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> NSDL help desk 1800-222-990
<b>Scrutinizer</b>	<b>M/s SCS and Co LLP,</b> Practicing Company Secretaries <b>Email:</b> <a href="mailto:scsandcollp@gmail.com">scsandcollp@gmail.com</a> ; <b>Mo No.:</b> +91 8128156833

**INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investors@amrapali.co.in](mailto:investors@amrapali.co.in). The same will be replied by the company suitably.

**Registered office**

19, 20, 21 Narayan Chambers, 3rd Floor, Behind  
Patang Hotel, Ashram Road, Ahmedabad 380 009

**Place:** Ahmedabad

**Date:** September 01, 2022

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

**SD/-  
Hashmukh Arvindbhai Thakkar  
Chairman and Managing Director  
DIN 00071065**

## EXPLANATORY STATEMENT

(Pursuant to section 102 of Companies Act, 2013 and Secretarial Standard II on General Meetings)

### 3. To Appoint Statutory Auditor and to fix their remuneration: Ordinary Resolution.

M/s. DGMS & Co., Chartered Accountants (Firm Registration number: 0112187W), Statutory Auditors of the Company had tendered their resignation vide their letter dated June 30, 2022 informing their inability to continue as the Statutory Auditors of the Company.

The Board of Directors of the Company at its meeting held on July 29, 2022 noted resignation of M/s. DGMS & Co., Chartered Accountants (Firm Registration number: 0112187W), who have tendered their resignation vide their letter dated June 30, 2022 informing their inability to continue as the Statutory Auditors of the Company. The Audit Committee noted that statutory auditors have not raised any concern or issue and there is no other reason other than as mentioned in the resignation letter. Further, the Board of Directors at their meeting held on July 29, 2022, on the recommendation of the Audit Committee, has approved the appointment of M/s. Raichura & Co., Chartered Accountants (FRN: 126105W), (Peer Review Number: 011301), as Statutory Auditors of the Company. The said appointment is pursuant to applicable provisions of the Companies Act 2013 and the SEBI Listing Regulations, 2015. M/s. Raichura & Co., Chartered Accountants (FRN: 126105W) vide their consent letter dated July 28, 2022 have confirmed their eligibility for appointment.

M/s. Raichura & Co., Chartered Accountants, Ic Vei c "H "Tgi c VP 0126105W), have tendered their resignation from the position of Statutory Auditors due to Non-convenience in monetary terms resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 \* Ce +0Ec c " cecVè "ec gf"d " jg" g i Vè V l'c f "ecV V "dg'h gf"up by the Company in general meeting. Vjg'D c f" l'F ge " l' jg'E cV " jg'D c f + " V jg" ge gVc V l' jg'C f "E gg\* jg'E gg + " recommended for the approval of the Members, the appointment of M/s. B.B. Gusani & Associates., Chartered Accountants, Jamnagar (Firm Registration No. 140785W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Raichura & Co., Chartered Accountants, Ic Vei c "H "Tgi c VP 0126105W.

M/s. B.B. Gusani & Associates., Chartered Accountants, Jamnagar (Firm Registration No. 140785W) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

#### **Additional information about Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below:-**

About M/s. B.B. Gusani & Associates., Chartered Accountants, Jamnagar:

- **Term of Appointment:** Appointment of M/s. B.B. Gusani & Associates., Chartered Accountants, Jamnagar (Firm Registration No. 140785W), as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 23rd AGM.
- **Proposed Audit fees payable to Auditor and material change in fee payable:**  
Remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company. There will not be any material change in fee payable as compared to previous auditors.
- **Basis of recommendation and Auditor Credentials:** M/s. B.B. Gusani & Associates is the Proprietary Concern of CA Bhargav Bharatbhai Gussani. Bhargav Bharatbhai Gussani is an Associate Chartered Accountant & Bachelorette in Commerce. Bhargav Bharatbhai Gussani holds 13 Years of experience. M/s. B.B. Gusani & Associates is accounting firm offering professional services in areas of audit, Income tax and GST, services, Service tax, Appeal & submission. M/s. B.B. Gusani & Associates providing versatile services to their esteemed

clients from the services for setting up of Business to Compliance with Governmental Authorities and Internal & System Audit services also.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The Board of Directors recommends passing of the resolution as set out item no. 3 of this Notice as Ordinary Resolution.

#### **4. Approval of the Material Related Party Transactions with Amrapali Capital & Finance Service Ltd and Aarya Grand Hotel & Resorts Private Limited:**

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. Amrapali Capital and Finance Service Limited and Aarya Grand Hotel & Resorts Private Limited is related parties with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013. The value of proposed aggregate transactions with Amrapali Capital and Finance Service Limited and Aarya Grand Hotel & Resorts Private Limited are likely to exceed the said threshold limit during the financial year 2022-23. Accordingly transaction(s) entered with Amrapali Capital and Finance Service Limited and Aarya Grand Hotel & Resorts Private Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder. Hence approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Amrapali Capital and Finance Service Limited and Aarya Grand Hotel & Resorts Private Limited in the financial year 2022-23. Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business.

**Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules 2014 as amended till date particulars of the transactions with Amrapali Capital and Finance Service Limited and Aarya Grand Hotel & Resorts Private Limited are as follows:**

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value of Transaction per Financial Year*
1.	Amrapali Capital and Finance Service Limited	Associated Concern	Share Trading	Up to Rs. 2000 Lakhs
2.	Aarya Grand Hotel & Resorts Private Limited	Associated Concern	Share Income from Joint Venture	Up to Rs. 50 Lakhs

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out in Item No. 4 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.

Except Promoters and Members of 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, except to the extent of their equity shareholdings in the Company.

### ANNEXURES TO NOTICE OF 18TH ANNUAL GENERAL MEETING

**Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI for Item No. 2.**

<b>Name</b>	<b>Mr. Hashmukh Arvindbhai Thakkar</b>
<b>Date of Birth</b>	October 10, 1976
<b>Qualification</b>	B. Com
<b>Experience Expertise in specific functional areas Job profile and suitability</b>	Experience of more than 17 years in the field of stock, currency and commodity broking business.
<b>No. of Shares held as on March 31, 2022</b>	--
<b>Remuneration Last Drawn</b>	3.25 Lakh for F.Y. 2021-22
<b>Remuneration sought to be paid</b>	3.25 Lakh Per Annum
<b>Number of Board Meetings attended during the Financial Year 2021-22</b>	08 Meetings
<b>Date of Original Appointment</b>	April 3, 2014
<b>Date of Appointment in current terms</b>	February 18, 2020
<b>Directorships held in public companies including deemed public companies</b>	Amrapali Fincap Limited
<b>Memberships / Chairmanships of committees of public companies**</b>	Membership-2 Committee
<b>Resigned from Listed Companies in past 3 years</b>	NIL
<b>Inter-se Relationship with other Directors.</b>	Nil

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