



Date: September 06, 2021

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

Respected Sir / Ma'am,

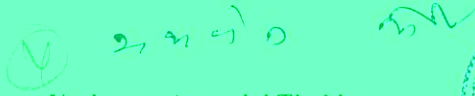
**Sub: Submission of Notice of 33<sup>rd</sup> Annual General Meeting.**

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

We wish to inform you that the 33<sup>rd</sup> Annual General Meeting of the Company will be held on Tuesday, September 28, 2021 at 05:00 P.M. IST at the Registered Office of the Company situated at Unit No. PO5-02E, 5th Floor, Tower A WTC Gift City, Gandhinagar-382355 and 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 33<sup>rd</sup> Annual General Meeting.

We have attached herewith the Notice of 33<sup>rd</sup> Annual General Meeting of our Company for kind perusal of Stakeholders.

For, **AMRAPALI INDUSTRIES LIMITED**



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



**Place: Ahmedabad**  
**Encl: Notice of 33<sup>rd</sup> AGM**

**Regd. Office :**

Unit No. PO5-02D, 5th Floor,  
Tower A, WTC Gift City,  
Gandhinagar-382355, ( Gujarat. )  
E-mail : [ail@amrapali.com](mailto:ail@amrapali.com) / [www.amrapalispot.com](http://www.amrapalispot.com)

**Correspondence/Corporate Office :**

19-20-21, Narayan Chambers, T+91 79 26581329/30  
3rd Floor, B/h. Patang Hotel, T+91 79 26575105/06  
Ashram Road, Ahmedabad-9. F+91 79 26579169/26584313  
CIN : L91110GJ1988PLC010674

## NOTICE OF 33rd ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Third Annual General Meeting (AGM) of Amrapali Industries Limited ("the Company") will be held on Tuesday, September 28, 2021 at 05:00 P.M. IST at the registered office of the Company situated at Unit No. PO5-02E, 5th Floor, Tower A WTC Gift City, Gandhinagar-382355 and facility to attend Annual General Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") is also available 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, 2021, together with the Reports of Board of Directors and the Auditor thereon.
2. To appoint a Director in place of Mr. Yashwant Amratlal Thakkar(DIN 00071126), 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. Yashwant Amratlal Thakkar (DIN 00071126), who was appointed as Managing 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. Yashwant Amratlal Thakkar (DIN 00071126) 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. Yashwant Amratlal Thakkar (DIN 00071126) as such, to the extent that he is required to retire by rotation."

3. To re-appoint Statutory Auditor of the Company and to fix their remuneration for a second term of five years:-

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

**"RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ("Act"), M/s. Doshi Maru & Associates, Chartered Accountant, Jamnagar (FRN: 0112187W) be and are hereby appointed as the statutory auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of this (33<sup>rd</sup>) annual general meeting until the conclusion of the 38<sup>th</sup> annual general meeting of the Company to be held in the calendar year 2026 and the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters, and things which may deem necessary in this behalf."

**Explanation:** - The Members of the Company at the 29<sup>th</sup> Annual General Meeting ('AGM') held on Friday, September 29, 2017 approved the appointment of M/s. Doshi Maru & Associates, Chartered Accountants, as the Statutory Auditors of the Company for a period of four years from the conclusion of the said AGM., M/s. Doshi Maru & Associates will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s. Doshi Maru & Associates, Chartered Accountants, for their second term as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 38<sup>th</sup> AGM.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

### SPECIAL BUSINESSES:-

4. Change in Designation of Mr. Rashmikant Amratlal Thakkar (00071144) from Whole-Time Director to Executive Director of the Company.

To consider and if thought fit to pass with or without modifications the following resolution as a *Special Resolution*:

**"RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198 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 pursuant to such request received from Mr. Rashmikant Amratlal Thakkar (00071144) 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 Change in Designation of Mr. Rashmikant Amratlal Thakkar (00071144) from Whole-Time Director to Executive Director of the Company on terms and conditions as mentioned in the Explanatory Statement attached to Notice of 33<sup>rd</sup> Annual General Meeting.

**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) shall be Explanatory Statement attached to Notice of

33<sup>rd</sup> Annual General Meeting, 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** 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.”

**5. To appoint Ms. Bhumi Atit Patel (DIN: 07473437) as Non-Executive Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) on the recommendation of the Nomination and Remuneration Committee and Board of Directors, **Ms. Bhumi Atit Patel**, who was appointed by the Board as Additional Non-Executive Director of the Company with effect from April 26, 2021, in terms of provisions of Section 161 of the Act and Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting, being eligible for appointment as Non-Executive Director of the Company, and in respect of whom the Company has received a notice under Section 160 of the Act proposing her candidature for the office of the Director, be and is hereby appointed as an Non-Executive Director of the Company liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Ms. Bhumi Atit Patel and filing of other necessary forms and documents with the Registrar of Companies.”

**Registered office:**

Unit No. PO5-02E, 5th Floor, Tower A WTC Gift City,  
Gandhinagar-382355

For and on behalf of Board of Directors

**Amrapali Industries Limited**  
CIN: L91110GJ1988PLC010674

**Date:** September 6, 2021

**Place:** Ahmedabad

**Yashwant Thakkar**  
**Chairman and Managing Director**  
**DIN 00071126**

## **IMPORTANT NOTES**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos.14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing 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-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015- Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID-19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) 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 held at the Registered Office of the Company situated at Unit No. PO5-02D, 5th Floor Tower A WTC Gift City Gandhinagar-382355 and facility to attend AGM through VC / OAVM is also provided.
2. 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 with copies marked to the Company at ail@amrapali.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
5. The attendance of the Members attending the AGM through VC/OAVM/physically present at the registered office for attending AGM also 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 at the Registered Office of the Company and also through VC/OAVM, the route map of the venue of the Meeting is 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 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at [www.amrapali.com](http://www.amrapali.com) 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to [www.evoting.nsdl.com](mailto:www.evoting.nsdl.com).
  - (b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [grievances@amrapali.com](mailto:grievances@amrapali.com).
  - (c) 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 physical holdings with the Company’s Registrar and Share Transfer Agent Purva Sharegistry (India) Private Limited, having its office at 9 Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011, by following the due procedure.
  - (d) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company’s Registrar and Share Transfer Agent, 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, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at [ail@amrapali.com](mailto:ail@amrapali.com) on or before September 22, 2021 so as to enable the management to keep the information ready.
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. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the 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. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 22, 2021 to Tuesday, September 28, 2021 (both days inclusive) and same will be re-opened from Wednesday, September 29, 2021 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 Tuesday, September 21, 2021, 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. Tuesday, September 21, 2021, 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. Saturday, September 25, 2021 and will end on 5:00 P.M. on Monday, September 27, 2021. During this period, the members of the Company holding shares as on the Cut-off date i.e. Tuesday, September 21, 2021 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. Tuesday, September 21, 2021.
  - 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 Saturday, September 25, 2021 at 09:00 A.M. and ends on Monday, September 27, 2021 at 05:00 P.M. 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. Tuesday, September 21, 2021 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 Tuesday, September 21, 2021.

#### **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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.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 the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. 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/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="https://web.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. 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>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="https://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. NSDL where the e-Voting is in progress.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

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

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

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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

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

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, 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.*
- 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***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
7. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. 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.
  - a) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
10. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
11. Now, you will have to click on "Login" button.
12. After you click on the "Login" button, Home page of e-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. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

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

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**



1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ail@amrapali.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ail@amrapali.com 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.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 33<sup>rd</sup> AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the 33<sup>rd</sup> AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 33<sup>rd</sup> 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 33<sup>rd</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 33<sup>rd</sup> 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, you can see link of "VC/OAVM link" placed under "**Join General meeting**" 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 ail@amrapali.com, The same will be replied by the company suitably.

**CONTACT DETAILS**

<b>Company</b>	<b>Amrapali Industries Limited</b> Unit No. PO5-02E, 5th Floor, Tower A, WTC Gift City, Gandhinagar <b>Tel No.</b> +91-; <b>Email:</b> ail@amrapali.com; <b>Web:</b> www.amrapalispot.com
<b>Registrar and Transfer Agent</b>	<b>Purva Sharegistry (India) Private Limited</b> <b>Regd. Off:</b> 9 Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011 <b>Email:</b> support@purvashare.com; <b>Tel. No.:</b> +91-22-23012518/6761
<b>e-Voting Agency &amp; VC / OAVM</b>	<b>Email:</b> evoting@nsdl.co.in NSDL help desk 1800-222-990
<b>Scrutinizer</b>	<b>M/s SCS and Co LLP,</b> Practicing Company Secretaries <b>Email:</b> scsandcollp@gmail.com; <b>Mo No.:</b> 079-40051702

**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 ail@amrapali.com. The same will be replied by the company suitably.

**Registered office:**

Unit No. PO5-02E, 5th Floor, Tower A WTC Gift City,  
Gandhinagar-382355

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

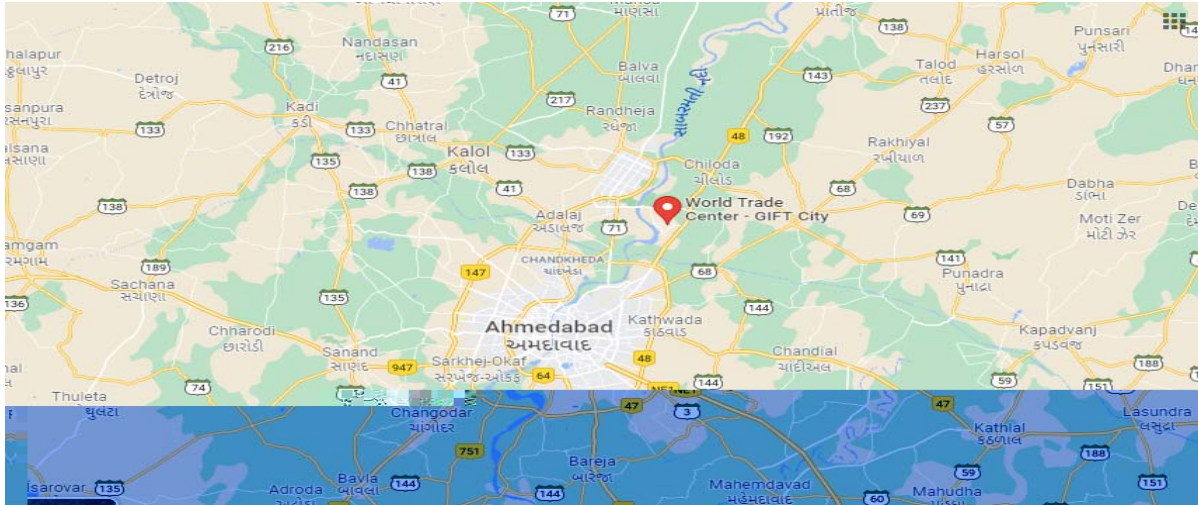
**Date:** September 6, 2021

**Place:** Ahmedabad

**Yashwant Thakkar**  
**Chairman and Managing Director**  
**DIN 00071126**

## Route Map to the Venue to Annual General Meeting

Address: Unit No. PO5-02E, 5th Floor, Tower A WTC Gift City, Gandhinagar-382355



## **EXPLANATORY STATEMENT**

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

**Item No. 4 - Change in Designation of Mr. Rashmikant Amratlal Thakkar (00071144) from Whole-Time Director to Executive Director of the Company: SPECIAL RESOLUTION**

On request of Mr. Rashmikant Thakkar, The Board of Directors of the company ("the board") at its meeting held on March 2, 2021 had approved Change in Designation from Whole Time Director to Executive Director subject to approval of Shareholders for his remaining tenure as Whole Time Director, i.e. upto September 30, 2024, liable to retire by rotation.

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 Change in Designation of Mr. Rashmikant Thakkar from Whole-Time Director to Executive Director on the existing terms and condition for his remaining tenure upto September 30,2024.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to 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 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 Change in Designation of Mr. Rashmikant Thakkar (DIN 00071144) to Executive 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 Change in Designation at the annual General Meeting:**

**Information about the Executive Director:**

**Background Details:** Mr. Rashmikant Thakkar is 62 years old and is has more than 29 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.

**Past Remuneration:** ` 2.34 Lacs per Annum

**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 executive Director of the Company.

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

The Board of Directors is of the view that Change in Designation of Mr. Rashmikant Thakkar (DIN 00071144) as Executive Director of the Company will not harm 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. 4 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 of 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. 4 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. 5:- To appoint Ms. Bhumi Atit Patel (DIN: 07473437) as Non-Executive Director of the Company: Ordinary Resolution**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), the Board of Directors of the Company pursuant to Stock Exchange Approval, based on the recommendation of the Nomination and Remuneration Committee, appointed **Ms. Bhumi Atit Patel** as an Additional Non-Executive Director of the Company with effect from April 26, 2021 and she holds office up to the date of the ensuing Annual General Meeting.

The Company has received notice in writing under Section 160 of the Act, proposing the candidature of **Ms. Bhumi Atit Patel** for the office of Non-Executive Director of the Company.

**The brief profile of Ms. Bhumi Atit Patel is as under:**

She is having knowledge and experience of more than 6 years in the field of accounting and finance. Currently she is Independent Director on the Board of Amrapali Fincap Limited and Amrapali Capital and Finance Services Limited.

The Company has received declaration from Ms. Bhumi Atit Patel confirming that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and also she has not been debarred or disqualified from being appointed or continuing as Director of any Companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs, or any such statutory authority.

Further, the Nomination and Remuneration has evaluated the balance of skill, knowledge and experience of Ms. Bhumi Atit Patel. In the opinion of Nomination and Remuneration Committee and the Board, Ms. Bhumi Atit Patel fulfills the conditions for appointment as Non-Executive Director considering her vast experience and knowledge, it would be beneficial to appoint her on the Board of the Company. The term of appointment of Ms. Bhumi Atit Patel as Non-Executive Director is liable to retire by rotation.

A copy of the draft letter for the appointment of Ms. Bhumi Atit Patel as Non-Executive Director setting out the terms and conditions are uploaded on the website of the Company and also would be available for inspection by the Members at the Registered Office of the Company during the normal working hours on any working days of the Company.

Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 regarding appointment of Ms. Bhumi Atit Patel is attached hereto.

The Board recommends resolution set out under Item No. 5 for the approval of the Members by way of passing a Ordinary Resolution.

Except Ms. Bhumi Atit Patel, being appointee Director and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

**Registered office:**

Unit No. PO5-02E, 5th Floor, Tower A WTC Gift City,  
Gandhinagar-382355

For and on behalf of Board of Directors

**Amrapali Industries Limited**  
CIN: L91110GJ1988PLC010674

**Date:** September 6, 2021

**Place:** Ahmedabad

**Yashwant Thakkar**  
**Chairman and Managing Director**  
**DIN 00071126**

**ATTACHMENT TO THE EXPLANATORY STATEMENT FOR ITEM NO. 4**

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;

Particulars	F.Y. 2020-21	F.Y. 2019-20
Revenue from operations	21,32,721.81	13,28,341.76
Other Income	407.82	532.43
<b>Total Income</b>	<b>21,33,129.63</b>	<b>1328874.19</b>
Operating expenditure before Finance cost, depreciation and amortization	21,31,737.89	13,28,146.12
Earnings before Finance cost, depreciation and amortization (EBITDA)	1,391.74	728.06
Less: Finance costs	884.50	487.27
Less: Depreciation and amortization expense	181.16	176.79
<b>Profit/(Loss) before tax</b>	<b>326.08</b>	<b>64.00</b>
Less: Tax expense	86.42	18.19
<b>Profit/(Loss) for the year (PAT)</b>	<b>239.66</b>	<b>45.81</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, 2021, total holding of Foreign Shareholders was 11972 Equity Shares (0.02%).

**Information about the appointee:**

Sr. No.	Particulars	Mr. Rashmikant Thakkar
1.	Background Details	Mr. Rashmikant 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 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	2.34 Lacs for FY 2020-21
3.	Recognition or Awards	None

	and half decades and has immensely contributed to the growth and diversification of the Company.	three decades and has immensely contributed to the growth and diversification of the Company.	
<b>No. of Shares held as on March 31, 2021 including shareholding as a Beneficial Owner.</b>	2,79,800 Shares	2,58,17,275 Shares	Nil
<b>Terms &amp; Conditions</b>	Date of Change in Designation- March 2, 2021 <b>Terms of Appointment-</b> Appointed as Executive Director for his remaining tenure, i.e. upto September 30, 2024 <b>On the terms and conditions</b> mentioned in the Explanatory Statement.  Liable to retire by rotation	Liable to retire by rotation	Liable to retire by rotation
<b>Remuneration Last Drawn</b>	2.34 Lacs p.a. for FY 2020-21	2.34 Lacs p.a. for FY 2020-21	NA
<b>Remuneration sought to be paid</b>	Upto Rs. 75,000 per month	Upto Rs. 75,000 per month	NA
<b>Number of Board Meetings attended during the Financial Year 2020-21</b>	15 Meetings	15 Meetings	-
<b>Date of Original Appointment</b>	May 10, 1988	10 May 1988	April 26, 2021
<b>Date of Appointment in current terms</b>	March 2, 2021	01 Oct 2019	April 26, 2021
<b>Directorships held in public companies including deemed public companies</b>	Amrapali Industries Limited	Amrapali Industries Limited	1.Amrapali Capital Finance Services Limited 2.Amrapali Fincap Limited 3.Amrapali Industries Limited
<b>Memberships / Chairmanships of committees of public companies**</b>	-	-	Membership-4 Committees
<b>Inter-se Relationship with other Directors.</b>	Brother of Mr. Yashwant Thakkar	Brother of Mr. Rashmikant Amratlal Thakkar	-

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

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

<b>Terms of Appointment</b>	Re-appointment of M/s. Doshi Maru & Associates, Chartered Accountants, for their second term as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 38 <sup>th</sup> AGM
<b>Proposed Audit fees payable to Auditor and material change in fee payable</b>	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.
<b>Basis of recommendation and Auditor credentials</b>	M/s. D G M S & CO., (Erstwhile Known as Doshi Maru & Associates) Chartered Accountants is a firm of Chartered Accountants has been established on 16/05/1991. The firm has been rendering services to its clients from various locations viz, Head office at Jamnagar, Four branches in India There are five partners who constitute the firm. The firm is engaged in rendering various professional services and assistance to its esteemed clients.