



**12<sup>th</sup> ANNUAL REPORT**

**F.Y. 2015-16**

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## Corporate Information

### Amrapali Fincap Limited

CIN: L74999GJ2004PLC044988

| Board of Directors   | Committees of Board of Directors  |
|--|---|
| Mr. Hasmukh Thakkar    Managing Director   | <b>Audit Committee</b><br>Mr. Ganpat Rawal                      Chairman<br>Mr. Devendra Shah                      Member<br>Mr. Hasmukh Thakkar                      Member  |
| Mr. Chirag Thakkar        Non-Executive Director   |   |
| Mrs. Bhumi Patel            Non -Executive Director  |   |
| Mr. Devendra Shah        Independent Director  |   |
| Mr. Ganpat Rawal          Independent Director   |   |
| Chief Financial Officer  | <b>Stakeholders' Relationship Committee</b><br>Mr. Devendra Shah                      Chairman<br>Mr. Ganapat Rawal                      Member<br>Mr. Hasmukh Thakkar                      Member<br><br><b>Nomination and Remuneration Committee</b><br>Mr. Ganpat Rawal                      Chairman<br>Mr. Devendra Shah                      Member<br>Mr. Chirag Thakkar                      Member |
| Mr. Prakashchandra Shah  |   |
| Registered Office  |   |
| 19, 20, 21 Narayan Chambers, 3rd Floor,<br>Behind Patang Hotel, Ashram Road,<br>Ahmedabad – 380 009, Gujarat |   |
| Tel No. +91 79 26575105 / 06   |   |
| Fax No. +91 79 26584313  |   |
| Email: investors@amrapali.co.in  |   |
| Web: www.amrapali.co.in  |   |
| Registrar & Share Transfer Agent   |   |
| Satellite Corporate Services Pvt Ltd   |   |
| B-302, Sony Apt., Opp. St. Jude's High School,<br>90 Ft Road, Jarimari, Sakinaka, Mumbai - 400<br>072        |   |
| Tel No. +91-22-2852 0461 / 2852 0462   |   |
| Fax No. +91-22-2851 1809   |   |
| Email: service@satellitecorporate.com  |   |
| Web: www.satellitecorporate.com  |   |
|  | Statutory Auditor   |
|  | <b>M/s. Dhiren Shah &amp; Co.</b><br>Chartered Accountants<br>506, Mangal Murti Complex, Opp. City Gold,<br>Multiplex, Ashram Road, Ahmedabad – 380 009   |
|  | Secretarial Auditor   |
|  | <b>Mr. Anand Lavingia</b><br>Practicing Company Secretary<br>Office No. 415 – 416, "Pushpam", Opp. Seema<br>Hall, Anandnagar Road, Satellite, Ahmedabad –<br>380 051  |
|  | Bankers   |
|  | Allahabad Bank  |

## **Notice to Shareholders**

**NOTICE** is hereby given that the 12<sup>th</sup> Annual General Meeting of the Members of Amrapali Fincap Limited will be held at the Registered Office of the Company situated At 19, 20, 21 Narayan Chambers, 3<sup>rd</sup> Floor, Behind Patang Hotel, Ashram Road, Ahmedabad – 380 009 Gujarat on Friday, September 30, 2016 at 04:00 P.M. to transact the following businesses:

### **Ordinary Businesses:-**

1. To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2016 and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Chirag Thakkar (DIN 01993020), who retires by rotation and being eligible, seeks re-appointment.
3. To appoint Statutory Auditor and to fix their remuneration and in this regard to, consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**"RESOLVED THAT**, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee and Board of Directors, M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) be and are hereby appointed as the Statutory Auditors of the Company, *in place of the retiring Statutory Auditors M/s. Dhiren Shah & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 114633W)*, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting to be held in the year 2017 and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

### **Special Businesses:-**

4. Appointment of Ms. Bhumi Patel (DIN 07473437) as a Non - Executive Director of the Company, designated as Woman Director and in this regard to consider and if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Ms. Bhumi Patel (DIN 07473437), who was appointed as an Additional Director of the Company with effect from March 18, 2016 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, designated as Woman Director, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

5. To appoint Mr. Devendra Shah (DIN 03310400) as an Additional (Non – Executive Independent) Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Devendra Shah (DIN 03310400) who was appointed as an Additional Director of the Company with effect from August 16, 2016 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Act and who has submitted declaration under Section 149(7) of the act to the effect that he fulfilled the conditions mentioned in Section 149(6) of the act and under Section 164(2) of the act to the effect that he is not disqualified to become Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold the office for a term up to five consecutive years i.e. up to August 15, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

6. Authority to the Board of Directors to borrow monies and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession to the special resolution passed on May 11, 2015 on the matter and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the

purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 500 crore (Rupees Five Hundred Crore only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

7. Authority for Creation of Charge / Mortgage on Property of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of Companies Act, 2013, read with relevant rules made thereon, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as "the Board" which term shall be deemed to include any committee thereof for the time being exercising powers conferred on the Board by this resolution) to create charges, mortgages and hypothecations in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the movable and/or immovable properties both present and future and/or to lease, or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings(s), in favor of the lender(s), agent(s), and the trustee(s) including body(ies) corporate or person(s) for securing the borrowing/financial assistance (in foreign currency and/or rupee currency) and/or to give a collateral securities for the borrowing/ guarantee of any group/associate Companies or otherwise, to charge the assets of the Company for money availed/to be availed by way of loan and securities issued/to be issued by the Company from time to time, up to value not exceeding the limit approved by the Shareholders under section 180(1)(c) of the Companies Act, 2013 from time to time together with interest, additional interest, compounded interest in case of default, accumulated interest, damages, commitment charges and other money payable by the Company to the respective lender(s) in terms of any agreement(s)/any other document(s) entered into/to be entered into by the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

8. To make investment in excess of limit prescribed under Section 186 of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary; the consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceeds Rs. 500 Crore (Rupees Five Hundred Crore only).

**RESOLVED FURTHER THAT** the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment within the aforesaid limits including with the power to transfer and dispose off the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

**Registered office**

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

**Place:** Ahmedabad

**Date:** August 16, 2016

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

**Hasmukh Thakkar**  
**Managing Director**  
**DIN 00071065**

**Notes:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses under Item Nos. 3 to 8 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**

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

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

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive) and same will be re-opened from Saturday, October 1, 2016 onwards.
7. The route map showing directions to reach the venue of the 12<sup>th</sup> AGM is provided at the end of this Notice.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. **The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Satellite Corporate Services Private Limited (SCSPL). Members are further requested to update their current signature in SCSPL system. The Performa of updation of Shareholder information is provided at the end of Annual Report.**
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to SCSPL.
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact SCSPL for assistance in this regard.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to SCSPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the SCSPL. Members holding shares in physical form may submit the same to SCSPL. Members holding shares in electronic form may submit the same to their respective depository participant.
15. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and SCSPL to enable us to send you the communications via email.
16. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a

physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. [www.amrapali.co.in](http://www.amrapali.co.in).

17. The Ministry of Corporate Affairs ('MCA') on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is not applicable to the Company as the Company has not declared any dividend. Further, the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of financial year 2015-16. Therefore, the Company is not required to upload the details of Unpaid and unclaimed dividend amounts. Further, during the year, the Company has not transferred any amount to IEPF.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
19. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
20. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
21. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of Annual General Meeting.
22. All documents specifically referred to in this Notice and the Explanatory Statement are open for inspection at the Registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
23. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment or re-appointment as Director under Item No. 2, 4 and 5 of the Notice are provided hereunder;

| <b>Name of Director</b>   | <b>Mr. Chirag Thakkar</b>  | <b>Mr. Devendra Shah</b>  | <b>Ms. Bhumi Patel</b>  |
|---|--|---|---|
| <b>Date of Birth</b>  | November 26, 1985  | August 20, 1951   | June 4, 1988  |
| <b>Date of Appointment at current term and designation</b>                                  | March 2, 2015  | August 16, 2016   | March 18, 2016  |
| <b>Qualifications</b>   | Commerce Graduate  | FCS, LLM, LLB, B. Com, Diploma in Taxation Practice, Labour Laws & Office Management  | M.Com   |
| <b>Expertise in Specific Functional Areas</b>   | After completion of his graduation Mr. Chirag Thakkar joined the Amrapali Industries Limited, a company promoted by his family and was looking after bullion and commodity market for two years. He is having wide experience of more than 9 years in the field of stock, currency and commodity broking business. | He has 27+ years of expertise in Capital Market and Secretarial work. He has worked as Company Secretary & General Manager (Administration) & (Legal) with various state government undertakings. He has rich knowledge of Legal administration work and finance etc. | She is having knowledge and experience of more than 3 years in the field of accounting and finance. |
| <b>List of Public Limited Companies in which Directorships held</b>                         | 1. Amrapali Capital and Finance Services Limited   | 1. Madhav Infra Projects Limited<br>2. Corporate Strategic Allianz Limited  | 1. Amrapali Capital and Finance Services Limited  |
| <b>Chairman / Member of the Committees* of the Board of Directors of the Public Company</b> | Member – 1   | Member – 3<br>Chairman – 1  | -   |
| <b>Inter-se relationship with other Directors</b>   | -  | -   | -   |

\*Committee includes the Audit Committee and Stakeholders' Grievance Committee

## Annexure to Notice

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act")

#### Item No. 3

The statutory Auditors, M/s. Dhiren Shah & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 114633W) have expressed their unwillingness to be re-appointed as the auditors of the Company. A special notice has been received under section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) as the statutory auditors. The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Special Resolution appointing M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) as statutory auditors in place of the retiring Auditor M/s. Dhiren Shah & Co., Chartered Accountants, Ahmedabad. Written consent of the proposed auditors together 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.

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

#### Item No. 4

The Board of Directors of the Company, in their Board Meeting held on March 21, 2016 has appointed Ms. Bhumi Patel as an Additional (Non-Executive) Director of the Company w.e.f. March 18, 2016 under Section 161 of the Act and applicable Articles of the Company's Articles of Association. Further, she has been designated as Woman Director of the Company in terms of Section 149 of the Companies Act, 2013.

In terms of Section 161(1) of the Act, Ms. Bhumi Patel holds office only up to the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose appointment of Ms. Bhumi Patel as a Director. Further, Ms. Bhumi Patel has also given her consent to act as Director of the Company and declaration to the effect that she is not disqualified to be appointed as Director of the Company.

Relevant details of Ms. Bhumi Patel as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is given note no. 23 of the notice.

The Board of Directors is of the view that the appointment of Ms. Bhumi Patel as Non - Executive Director of the Company, designated as Woman Director, will be beneficial to the operations of the Company and accordingly commend the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Save and except Ms. Bhumi Patel and her relatives to the extent their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

#### Item No. 5

The Board of Directors of the Company, in their Board Meeting held on August 16, 2016 has appointed Mr. Devendra Shah as an Additional (Non-Executive Independent) Director of the Company w.e.f. August 16, 2016 under Section 161 read with Section 149 of the Act and applicable Articles of the Company's Articles of Association.

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Devendra Shah holds office up to the date of ensuing Annual General Meeting of the Company. A notice has been received from member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing candidature of Mr. Devendra Shah for appointment as a Non-Executive Independent Director of the Company.

Mr. Devendra Shah is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. Further, Mr. Devendra Shah has also given a declaration to the Board that he meets the criteria of Independence as provided under of Section 149(6) of the Act. In the opinion of the Board, Mr. Devendra Shah fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Mr. Devendra Shah possesses appropriate skills, experience and knowledge in the field of Law. Brief resume of Mr. Devendra Shah, nature of his expertise in specific functional areas and names of the Public Companies in which he holds directorships and memberships / chairperson of the Board / Committees and shareholding are provided in note no. 23 of the notice.

Keeping in view of experience and knowledge of Mr. Devendra Shah, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Devendra Shah as a Non-Executive Independent Director.



The terms and conditions of appointment of Mr. Devendra Shah shall be open for inspection by the Members at the Registered Office of the Company.

Save and except Mr. Devendra Shah and his relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 5.

#### **Item No. 6**

The Members of the Company, at their Extra-ordinary General Meeting held on May 11, 2015 has accorded their approval to the Board of Directors of the Company for borrowing monies on behalf of the Company, from time to time, exceeding the paid up capital and free reserves up to an aggregate amount to Rs. 100 crore (Rupees Hundred Crore only) under section 180(1)(c) of the Companies Act, 2013.

Now due to increase in the size of the Company and looking to the future requirements, the Board of Directors of the Company is of the view that limit approved by the shareholders need to be revised. Hence, it is proposed to empower and authorize the Board of Directors of the Company or any committee thereof to borrow money from any Bank(s), Financial Institutions (FIs,) Bodies Corporate or Business Associates or other any person or entity etc., in excess of paid up capital and free reserves of the Company, by a sum not exceeding Rs. 500 crore (Rupees Five Hundred Crore only) for the purposes of business activities of the Company.

As per Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of Special resolution. The Board of Directors recommends passing of special resolution mentioned at item No. 6 in the notice.

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

#### **Item No. 7**

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of Special Resolution.

In connection with the loan/credit facilities availed or to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favor of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

As per Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of Special resolution. Hence, the Board of Directors recommends passing of the Special resolution mentioned at item No. 7 in the notice.

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

#### **Item No. 8**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the this AGM for an amount not exceeding Rs. 500 Crore

(Rupees Five Hundred Crore only) outstanding at any time notwithstanding that such investments made are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

Hence, the Board of Directors recommends passing of the Special resolution mentioned at item No. 8 in the notice.

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

**Registered office**

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

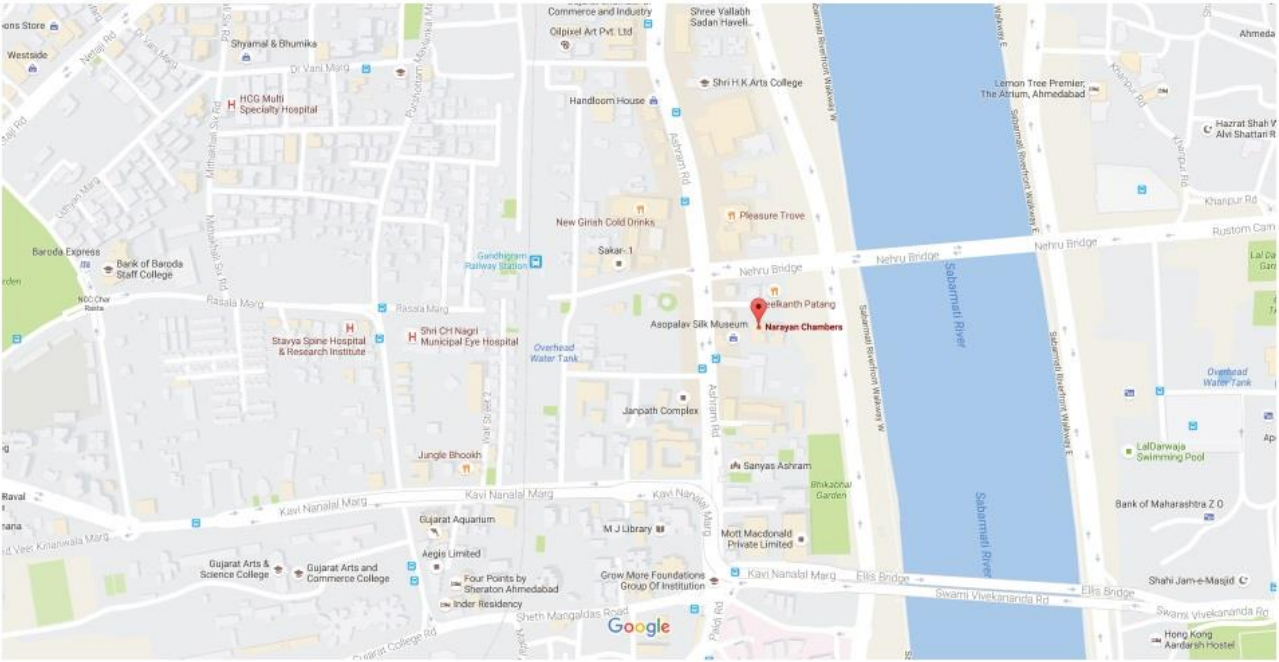
**Place:** Ahmedabad

**Date:** August 16, 2016

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

**Hasmukh Thakkar**  
**Managing Director**  
**DIN: 00071065**

### Route map to the venue of Annual General Meeting



## **DIRECTORS' REPORT**

Dear Shareholders,

The Board of Directors hereby submits the report of the business and operations of your Company ('the Company'), along with the audited financial statements, for the financial year ended March 31, 2016.

### **Financial Highlights:**

(Amt in Rs.)

| <b>Particulars</b>                    | <b>F.Y. 2015-16</b> | <b>F.Y. 2014-15</b> |
|---------------------------------------|---------------------|---------------------|
| Income from Share & Commodity Trading | 124,046,703         | 24,901,597          |
| Other Income                          | 64,539,019          | 94,636,759          |
| <b>Total Revenue</b>                  | <b>188,585,722</b>  | <b>119,538,356</b>  |
| Less: Total Expenses                  | 184,809,610         | 92,404,623          |
| Operating Profits (PBDIT)             | 3,776,112           | 27,133,733          |
| Less: Depreciation                    | 230,115             | 246,253             |
| Interest                              | 516,925             | 26,949,475          |
| Profit Before Tax                     | 3,029,072           | (61,995)            |
| Less: Current Tax                     | 1,039,000           | -                   |
| Deferred tax Liability (Asset)        | (6,598)             | 1,404               |
| Profit after Tax                      | 1,996,670           | (63,399)            |

### **REVIEW OF BUSINESS OPERATION**

#### **Financial performance:**

During the year under review, Company has earned total income of Rs. 1885.85 Lakh as against the total income of Rs. 1195.38 Lakh of previous year. The total income of the company was increase by 57.76% over previous year. During the year, the income from trading in Share was increased by almost 2 and half time than that of previous year. Further, during the year, the company has purchased more stock in trade which was lying in the books of account of the Company at the end of year. On the other hand, there was almost 98% reduction in the finance cost and increase in the other operational expenses by 19.26%.

Due to aforesaid reasons, the net profit before tax of the Company stood at Rs. 30.29 Lakh for the financial year 2015-16 as against loss before tax of Rs. 0.62 Lakh for the previous year making the Net profit Net profit of Rs. 19.97 Lakh for the financial year 2015-16 as against the Net loss of Rs. 0.63 Lakh for the previous year.

#### **Dividend**

With a view to conserve and save the resources for future prospect of the Company, your Directors regret to declare dividend for the financial year 2015-16 (Previous year - Nil).

#### **Net Profit Transfer to Reserve**

The Company has not transferred any amount to any reserve for the financial year 2015-16 (Previous year - NIL).

#### **Change in Nature of Business:**

During the year, your Company has not changed its business or object and continues to be in the same line of business as per main object of the Company.

### **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

#### **Constitution of Board:**

As on the date of this report, the Board comprises following Directors;

| <b>Name of Director</b>          | <b>Category Cum Designation</b> | <b>Date of Appointment at current Term &amp; designation</b> | <b>Total Direct orship<sup>2</sup></b> | <b>No. of Committee<sup>1</sup></b> |                                      | <b>No. of Shares held as on March 31, 2016</b> |
|----------------------------------|---------------------------------|--|--|-------------------------------------|--------------------------------------|--|
|                                  |                                 |  |  | <b>in which Director is Members</b> | <b>in which Director is Chairman</b> |  |
| Mr. Hasmukh Thakkar <sup>3</sup> | Managing Director               | February 19, 2015  | 3                                      | 2                                   | -                                    | -  |
| Mr. Chirag Thakkar               | Non-Executive Director          | April 10, 2015   | 3                                      | 1                                   | -                                    | 17,06,242 Equity Shares                        |
| Ms. Bhumi Patel <sup>4</sup>     | Non-Executive Director          | March 18, 2016   | 2                                      | -                                   | -                                    | -  |
| Mr. Devendra Shah <sup>5</sup>   | Non-Executive Director          | August 16, 2016  | 3                                      | 3                                   | 1                                    | -  |

|                  |                      |                    |   |   |   |   |
|------------------|----------------------|--------------------|---|---|---|---|
| Mr. Ganpat Rawal | Independent Director | September 30, 2015 | 1 | 1 | 1 | - |
|------------------|----------------------|--------------------|---|---|---|---|

<sup>1</sup> Committee includes Audit Committee and Shareholders' Grievances Committee across all Public Companies.

<sup>2</sup> Excluding Section 8 Company

<sup>3</sup> Acting as the Chairman of the Board

<sup>4</sup> Additional (Non - Executive) Director (designated as Woman Director)

<sup>5</sup> Additional (Non – Executive Independent) Director

The composition of Board complies with the requirements of the Companies Act, 2013. Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from requirement of having composition of Board as per Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

### Board Meeting

Regular meetings of the Board are held at least once in a quarter. The Board of the Company regularly meets to discuss various Business opportunities. Additional Board meetings are convened, as and when requires to discuss and decide on various business policies, strategies and other businesses.

During the year under review, Board of Directors of the Company met 19 times on April 09, 2015, April 17, 2015, May 07, 2015, May 11, 2015, June 1, 2015, June 06, 2015, June 24, 2015, June 27, 2015, June 30, 2015, July 14, 2015, August 03, 2015, September 04, 2015, October 01, 2015, November 07, 2015, January 07, 2016, February 16, 2016, February 25, 2016, March 21, 2016 and March 30, 2016.

The details of attendance of each Director at the Board Meeting and Annual General Meeting are given below;

| Name of Director              | Mr. Hasmukh Thakkar | Mr. Chirag Thakkar | Mr. Ganpat Rawal | Mr. Saurabh Shah | Ms. Bhumi Patel | Mr. Devendra Shah |
|-------------------------------|---------------------|--------------------|------------------|------------------|-----------------|-------------------|
| No. of Board Meeting held     | 19                  | 19                 | 19               | 19               | 1               | N.A.              |
| No. of Board Meeting attended | 19                  | 19                 | 13               | 13               | 1               | N.A.              |
| Presence at the previous AGM  | Yes                 | Yes                | Yes              | Yes              | N.A.            | N.A.              |

The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act. Further, the Board of Directors has also passed a resolution through circulation.

### Independent Directors:

In terms of Section 149 of the Companies Act, 2013 ("The Act") and rules made there under, the Company has two Non-Promoter Independent Directors in line with the act. A separate meeting of Independent Directors was held on March 30, 2016 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board. The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at [www.amrapali.co.in](http://www.amrapali.co.in).

The Company has received necessary declaration from each independent director under Section 149 (7) of the act that they meet the criteria of independence laid down in Section 149 (6) of the act.

### Information on Directorate:

During the year under review, Mr. Chirag Thakkar from whom the Company had received a notice in writing under section 160 of act proposing his candidature for appointment as Director, was appointed as Non-Executive Director by the Members, in their Extra-ordinary General Meeting held on April 10, 2015.

Further, in terms of Section 149 of the act, the Board of Directors in their meeting held on March 21, 2016 has appointed Ms. Bhumi Patel as an Additional (Non - Executive) Director of the company w.e.f. March 18, 2016. In terms of provisions of Section 161 of the act she holds office up to the date of ensuing Annual General Meeting of the Company. A Notice under Section 160 of the act has been received from member proposing candidature of Ms. Bhumi Patel for appointment as a Director of the Company. The Board of Directors recommend her appointment as Non-Executive Director, designated as Woman Director of the Company and resolution to that effect has been proposed for approval of Members of the company at the ensuing Annual General Meeting.

After the closure of financial year 2015-16, Mr. Saurabh Shah, the then Independent Director of the Company has resigned from the Board w.e.f. August 15, 2016. The Board of Directors has appointed Mr. Devendra Shah as an Additional (Non-Executive Independent) Director of the Company w.e.f. August 16,

2016. In terms of provisions of Section 161 of the act he holds office up to the date of ensuing Annual General Meeting of the Company. A Notice under Section 160 of the act has been received from member proposing candidature of Mr. Devendra Shah for appointment as an Independent Director of the Company. The Board of Directors recommend his appointment on the Board as an Independent Director of the Company to hold office for a term of five consecutive year i.e. August 15, 2016 as per Section 149 of the act and resolution to that effect has been proposed for approval of Members of the company at the ensuing Annual General Meeting.

In accordance with the provisions of the Articles of Association and Section 152 of the Companies Act, 2013, Mr. Chirag Thakkar, Non-Executive Director retires by rotation at the ensuing annual general meeting. He, being eligible, has offered himself for re-appointment as such and seeks re-appointment. The Board of Directors recommends his appointment on the Board.

The relevant details, as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment/appointment as Director are also provided in Note No. 23 of the Notice convening the 12<sup>th</sup> annual general meeting.

None of the Director of the Company is serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company and none of the Director of the Company is holding position as Independent Director in more than 7 Listed Company. None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

#### **Key Managerial Personnel:**

In accordance with Section 203 of the Companies Act, 2013, the Company has Mr. Hasmukh Thakkar who is acting as Managing Director of the Company. Further, the Company has appointed Mr. Tushar Donda as the Company Secretary and Compliance officer of the Company w.e.f. June 27, 2015.

Mr. Rahul Adesara who was appointed as Chief Financial Officer of the Company w.e.f. June 1, 2015 has resigned from the post w.e.f. October 01, 2015. The Board of Directors has appointed Mr. Prakashchandra K Shah as Chief Financial Officer w.e.f. October 1, 2015.

Further, after the closure of financial year 2015-16, Mr. Tushar Donda, the then Company Secretary and Compliance officer of the Company has tendered his resignation from the post w.e.f. closing hour of August 15, 2016.

#### **Performance Evaluation:**

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act.

- The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
- The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.
- The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

Separate meeting of independent directors was held to evaluate the performance of non-independent directors, performance of the board as a whole and performance of the chairman, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

#### **Directors' Responsibility Statement:**

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of annual accounts for the year ended March 31, 2016, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;

- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts for the year ended March 31, 2016 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### COMMITTEE OF BOARD

The Board of Directors, in line with the requirement of the act, has formed various committees, details of which are given hereunder.

#### A. Audit Committee:-

The Company has formed audit committee in line with the provisions Section 177 of the Companies Act, 2013. Audit Committee meeting is generally held for the purpose of recommending the half yearly and yearly financial result. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee. During the year under review, Audit Committee met 7 (Seven) times viz on June 1, 2015, June 30, 2015, September 04, 2015, October 01, 2015, November 07, 2015, February 25, 2016 and March 30, 2016.

The composition of the Committee and the details of meetings attended by its members are given below:

| Name                | Designation | Number of meetings during the financial year 2015 -16 |          |
|---------------------|-------------|---|----------|
|                     |             | Held  | Attended |
| Mr. Ganpat Rawal    | Chairman    | 7   | 7        |
| Mr. Saurabh Shah    | Member      | 7   | 7        |
| Mr. Hasmukh Thakkar | Member      | 7   | 7        |

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Chief Financial Officer of the Company is a regular invitee at the Meeting.

Mr. Ganpat Rawal, the Chairman of the Committee had attended last Annual General Meeting of the Company held on September 30, 2015.

Recommendations of Audit Committee have been accepted by the Board wherever/whenever given.

Composition of the Audit Committee was revised w.e.f. August 16, 2016 due to resignation of Mr. Saurabh Shah. Mr. Devendra Shah, Independent Director of the Company was inducted as Member of the Committee in place of Mr. Saurabh Shah.

#### Vigil Mechanism:

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at [www.amrapali.co.in](http://www.amrapali.co.in).

#### B. Stakeholder's Grievance & Relationship Committee:

The Company has constituted Stakeholder's Grievance & Relationship Committee mainly to focus on the redressal of Shareholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. During the year under review, Stakeholder's Grievance & Relationship Committee met 3 (Three) times viz on August 3, 2015, November 07, 2015 and February 16, 2016.

The composition of the Committee and the details of meetings attended by its members are given below:

| Name                | Designation | Number of meetings during the financial year 2015 -16 |          |
|---------------------|-------------|---|----------|
|                     |             | Held  | Attended |
| Mr. Saurabh Shah    | Chairman    | 3   | 3        |
| Mr. Ganpat Rawal    | Member      | 3   | 3        |
| Mr. Hasmukh Thakkar | Member      | 3   | 3        |

Composition of the Stakeholder's Grievance & Relationship Committee was revised w.e.f. August 16, 2016 due to resignation of Mr. Saurabh Shah. Mr. Devendra Shah, Independent Director of the Company was inducted as Chairman of the Committee in place of Mr. Saurabh Shah.

### Complaint

During the year, the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31, 2016.

### C. Nomination and Remuneration Committee:

The Company has formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act, 2013. Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal. During the year under review, Nomination and Remuneration Committee met 6 (Six) times viz on June 1, 2015, June 27, 2015, September 4, 2015, October 1, 2015, March 21, 2016 and March 30, 2016.

The composition of the Committee and the details of meetings attended by its members are given below:

| Name               | Designation | Number of meetings during the financial year 2015 -16 |          |
|--------------------|-------------|---|----------|
|                    |             | Held  | Attended |
| Mr. Ganpat Rawal   | Chairman    | 6   | 6        |
| Mr. Saurabh Shah   | Member      | 6   | 6        |
| Mr. Chirag Thakkar | Member      | 6   | 6        |

### Nomination and Remuneration Policy:

Nomination and Remuneration Policy in the Company is designed to create a high performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Managing Director and the Executive Directors.

Key points of the Nomination and Remuneration Policy are;

#### a. Policy on Appointment of Directors, Key Managerial Personnel and Senior Management Personnel:

- The policy is formulated to identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel and Senior Management personnel and recommend to the Board for his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment.
- In case of appointment of Independent Director, the Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

#### b. Policy on remuneration of Director, KMP and Senior Management Personnel:

The Company's remuneration policy is driven by the success and performance of Director, KMP and Senior Management Personnel vis-à-vis the Company. The Company's philosophy is to align them with adequate compensation so that the compensation is used as a strategic tool that helps us to attract, retain and motivate highly talented individuals who are committed to the core value of the Company. The Company follows mixed of fixed pay, benefits and performance based variable pay. The Company pays remuneration by way of salary, benefits, perquisites and allowance. The remuneration and sitting fees paid by the Company are within the salary scale approved by the Board and Shareholders.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at [www.amrapali.co.in](http://www.amrapali.co.in).

### Remuneration of Director:

The details of remuneration paid during the financial year 2015-16 to Managing Director of the Company is provided in Form MGT-9 which is the part of this report.

### PUBLIC DEPOSIT

The company has not accepted any deposits from the public. Hence, the directives issued by the Reserve Bank of India & the Provision of Section 73 to 76 of the Company Act, 2013 or any other relevant provisions of the Act and the Rules there under are not applicable.

### PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS & SECURITY



Details of Loans, Guarantees, Investments and Security covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

### **EXTRACT OF ANNUAL RETURN**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 the extract of the Annual Return as at March 31, 2016 in Form MGT-9, forms part of this Annual Report as **Annexure – 1**.

### **CONVERSION OF COMPANY**

The Members of the Company, in their Extra-ordinary General Meeting held on April 10, 2015, have approved the conversion of the Company from Private Limited to Public Limited by deleting the word "Private" from the name of the Company. Consequently, the Name of the Company was changed from "Amrapali Fincap Private Limited to "Amrapali Fincap Limited". The Name of the Company has been approved by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli and fresh Certificate of Incorporation, consequent up on Conversion to Public Limited Company, was issued by the Registrar.

### **CHANGE IN SHARE CAPITAL**

#### **Change in Authorized Share Capital**

The Authorized Share Capital of the Company has been increased by the members, in their Extra-ordinary General Meeting held on April 10, 2015, from Rs. 10,00,00,000/- divided into 1,00,00,000 Equity Shares of Rs. 10/- each to Rs. 14,00,00,000/- divided into 1,40,00,000 Equity Shares of Rs. 10/- each.

#### **Changes in Paid-up Share Capital**

During the year, the Company had come up with an Initial Public Issue of 35,40,000 Equity Shares of Rs. 10/- each at a premium of Rs. 110/- per Equity Share aggregating to total Rs. 42,48,00,000/-. The said Public issue was authorized by the Members, in their Extra-ordinary General Meeting of the Company held on May 11, 2015. In terms of Chapter XB of SEBI (ICDR) Regulation, 2009, the issue was open during Monday, July 20, 2015 to Wednesday, July 22, 2015. The issue was successfully subscribed by the public and the final allotment of the said 35,40,000 Equity Shares was made on August 03, 2015 consequent to which the Paid up Share Capital of the Company was increased to Rs. 13,44,00,000/- divided into 1,34,40,000 Equity Shares of Rs. 10/- each from Rs. 9,90,00,000/- divided into 99,00,000 Equity Shares of Rs. 10/- each.

The Company has complied with all requirements prescribed by the Companies Act, 2013 increase in Authorized Capital as well as issue of Equity Shares. Further Company has also complied with various SEBI regulations and stock exchange's requirements, wherever requires.

### **LISTING OF SECURITIES**

The company had made an application to BSE for Listing of its security on the BSE SME platform on August 03, 2015, pursuant to Initial Public issue of 35,40,000 Equity Shares of Rs. 10/- each at a premium of Rs. 110/- per Equity Share. The BSE has given final approval for listing and trading of 1,34,40,000 Equity Shares of Rs. 10/- each on BSE SME platform and the equity shares of the Company is listed and admitted to dealings on the SME Platform of BSE Limited effective from Wednesday, August 05, 2015.

### **CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the financial year 2015-16, the Company has entered into few transactions with related parties as defined under Section 2(76) of the Companies Act, 2013, which were in the ordinary course of business and at arms' length basis, although the Company has also entered into few transactions which were not on arms' length basis after obtaining the requisite approval of Board or Members, as the case may be.

The details of the related party transactions as required under Accounting Standard - 18 are set out in Notes to the financial statements.

Information on transactions with related parties pursuant to section 134 (3)(h) of the Act read with rule 8 (2) of the Companies (Accounts) Rules, 2014 are given in **Annexure – 2** in Form AOC-2 and the same forms part of this report.

### **DISCLOSURE OF REMUNERATION:**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules will be available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company.

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as an **Annexure – 3**, which forms part of this Report.

#### **MATERIAL CHANGES AND COMMITMENT:**

There are no material changes and commitments, affecting the financial position of the Company, have occurred between the ends of financial year of the Company i.e. March 31, 2016 to the date of this Report except the proceedings before the Hon'ble settlement commission has got abated as per Section 245HA of the Income Tax Act, 1961 in pursuance of Settlement Commission order, passed u/s 245D(4) of the Income Tax Act, 1961 on May 31, 2016 and "Pending Search Case Assessments" pending u/s 153A of the Income Tax Act, 1961 for A.Y. 2007-08 to 2012-13 and "Regular Assessment" u/s 143(3) of the Income Tax Act, 1961 for A.Y. 2013-14 and A.Y. 2014-15.

#### **SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

During the year under review, there were no incidences of sexual harassment reported.

#### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company being engaged in the Service Industries, the Company has not taken any major step to conserve the energy. Further, the Company has not utilized alternate sources energy except electricity.

In addition to that, the Company is not manufacturing Company and therefore, the question of technology absorption does not arise. Hence, the details of conservation of energy, technology absorption etc. as required under section 134(3)(m) of the Companies Act 2013 read with the Companies (Accounts) Rules, 2014, is not applicable to the Company.

Further, there was no foreign exchange earnings and outgo during the financial year 2015-16 (Previous Year – Nil).

#### **RISK MANAGEMENT**

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

#### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The details on Internal Financial Control and their adequacy are provided in Management Discussion and Analysis Report.

#### **CORPORATE GOVERNANCE:**

Your Company strives to incorporate the appropriate standards for corporate governance. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provided a separate report on Corporate Governance, although few of the information are provided in this report of Directors under relevant heading.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report for the year under review, as stipulated under Schedule V of the Listing Regulations, is presented in a separate section forming part of this Annual Report.

#### **VARIATION IN TERMS OF CONTRACTS OR OBJECTS IN PROSPECTUS DATED JULY 14, 2015**

The members at their Extra-Ordinary General Meeting of the Company held on May 11, 2015 had approved an Initial Public offer ("IPO") of 35,40,000 Equity Shares of face value Rs. 10/- each of the Company for cash at a price of Rs. 120/- per Share (including share premium Rs. 110/- per Equity Share) aggregating to Rs. 4248 Lakh.

The prospectus was issued on July 14, 2015 under Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, and under relevant provisions of the Companies Act, 2013. The "Object of the Issue" as written on page no. 47 of the Prospectus dated July 14, 2015 was as under;

| Sr. No. | Particulars   | Amount (Rs. In Lakh) |
|---------|---|----------------------|
| 1.      | Purchase and set up of the office space in Ahmedabad. | 1496.00              |
| 2.      | Investment in NBFC company                            | 2300.00              |
| 3.      | General corporate purpose                             | 412.00               |
| 4.      | Meet the issue expenses                               | 40.00                |

The aforesaid Initial Public Offer was successfully subscribed by the Public and consequent to which the Company has issued the requisite number of shares to the Public.

However, the objects mentioned in Sr. No. 1 & 2 were identified by the Management of the Company keeping in mind future growth in NBFC activity. However, the Reserve Bank of India has rejected the proposal for takeover of Maulesh Investment Private Limited, the plan of the company to carry out the investment activity and future growth of plan has been derailed. Therefore, the Board of Directors has decided not invest the fund in unproductive activity and infuse the funds in a company where there is no control.

Accordingly, the Board had proposed recall the fund given to Ashrita Construction private Limited and Maulesh Investment Private Limited and utilize the said fund as business deposit in Arya Grand Hotels & Resorts Private Limited (formally known as Devfun Point Reality Private limited).

In terms of Section 27, Section 13 read with Section 110 of the act, the Company has proposed the passing of Special Resolution by the members through Postal Ballot for Variation in terms of Contracts or Objects in Prospectus dated July 14, 2015. The result of the Postal Ballot was declared on March 29, 2016 and Special Resolution was approved by the Members. The revised utilization as per approval of members is as follows;

| Sr. No.      | Particulars   | Amount as stated in Prospectus | Revised Utilization |
|--------------|---|--------------------------------|---------------------|
| 1.           | Purchase and set up of the office space in Ahmedabad  | 1496.00                        | Nil                 |
| 2.           | Investment in NBFC Company  | 2300.00                        | Nil                 |
| 3.           | General Corporate Expenses  | 412.00                         | 412.00              |
| 4.           | Meet the Issue Expenses   | 40.00                          | 25.00               |
| 5.           | Business Deposits in Arya Grand Hotels & Resorts Private Limited (formally known as Devfun Point Reality Private Limited) | 0.00                           | 3811.00             |
| <b>Total</b> |   | <b>4248.00</b>                 | <b>4248.00</b>      |

#### STATUTORY AUDITOR AND THEIR REPORT:

M/s. Dhiren Shah & Co., Chartered Accountants, Ahmedabad (FRN: 114633W) is acting as Statutory Auditor of the Company. The Members of the Company had, in its last Annual General Meeting held on September 30, 2015, appointed M/s. Dhiren Shah & Co., Chartered Accountants to hold office for from the conclusion of 11<sup>th</sup> Annual General Meeting till the conclusion of 13<sup>th</sup> Annual General Meeting of the Company to be held in the year 2017.

The Auditors' Report for financial year 2015-16 is self-explanatory and does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

#### REPORTING OF FRAUD:

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

#### SECRETARIAL AUDITOR AND THEIR REPORT:

The Company has appointed Mr. Anand Lavingia, Practicing Company Secretary, to conduct the secretarial audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules made thereunder. The Secretarial Audit Report for the financial year 2015-16 is annexed to this report as an **Annexure - 4**.

The Secretarial Audit Report contains annotations for non-appointment of Internal Auditor, Loan to Directors and filing of forms to ROC.

Your Directors state that the Company was in process to identify the Internal Auditor, though Company has successfully implemented internal financial control and other processes. However, in the current financial year, in order to have independent audit of the systems and processes of the Company and in line with the Companies Act, 2013, the Company has appointed one of the reputed Chartered Accountants firm as an Internal Auditor of the Company. Further, the Company being engaged in the financing activities, it has granted loan to relative of Directors which the Company is in process to recover the same. In addition, due to change in a Companies Act, 2013 and constant updation on its various rules and regulations,

management was not able to judge the formalities required to be followed and hence failed to file few resolutions and necessary forms to the Registrar of Companies - Ministry of Corporate Affairs.

The Board has also appointed Mr. Anand Lavingia, Practicing Company Secretary, as secretarial auditor of the Company for financial year 2016-17.

**GENERAL DISCLOSURE:**

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review;

- (i) Details relating to deposits covered under Chapter V of the Act;
- (ii) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (iii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iv) Annual Report and other compliances on Corporate Social Responsibility;
- (v) There is no revision in the Board Report or Financial Statement;
- (vi) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
- (vii) Information on subsidiary, associate and joint venture companies.

**ACKNOWLEDGEMENT:**

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment, enabling the Company to achieve good performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co-operation and support extended by the banks, government, business associates and the shareholders for their continued confidence reposed in the Company and look forward to having the same support in all future endeavors.

For and on behalf of Board of Directors  
**Amrapali Fincap Limited**

**Place:** Ahmedabad  
**Date:** August 16, 2016

**Hasmukh Thakkar**  
**Managing Director**  
**DIN 00071065**

**Chirag Thakkar**  
**Director**  
**DIN 01993020**

**Extract of Annual Return**  
as on the financial year ended March 31, 2016  
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]  
**FORM NO. MGT - 9**

**1) Registration and Other Details:**

|  |   |
|--|---|
| <b>CIN</b>   | : L74999GJ2004PLC044988   |
| <b>Registration Date</b>   | : November 4, 2004  |
| <b>Name of the Company</b>   | : Amarapali Fincap Limited  |
| <b>Category / Sub-Category of the Company</b>                                    | : Company limited by shares / Indian Non-Government Company   |
| <b>Address of the Registered Office and contact details</b>                      | : 19, 20, 21 Narayan Chambers, 3rd Floor, Behind Patan Hotel, Ashram Road, Ahmedabad - 380 009.<br><b>Tel No:</b> 079-2657 5105 <b>Email:</b> investors@amrapali.co.in <b>Web:</b> www.amrapali.co.in   |
| <b>Whether listed Company</b>  | : Yes   |
| <b>Name, address and contact details of Registrar and Transfer Agent, if any</b> | : Satellite Corporate Services Private Limited<br>B-302, Sony Apartment, Opp. St. Jude High School, 90 ft. Road,<br>Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai - 400 072<br><b>Tel:</b> +91-22- 28520461/462 <b>Fax:</b> +91-22- 28511809<br><b>Email Id:</b> service@satellitecorporate.com <b>Website:</b> www.satellitecorporate.com |

**2) Principal Business Activity of the Company:**

| Name and Description of main Products / Services | NIC Code of the Product / Service | % to total turnover of the Company |
|--|-----------------------------------|------------------------------------|
| Share Trading                                    | 6499 - Other Financial Activities | 64.96%                             |
| Interest Income                                  | 6499 - Other Financial Activities | 31.97%                             |

**3) Particulars of Holding, Subsidiary and Associate Companies:**

| SR. No. | Name and Address of the Company | Holding/ Subsidiary /Associate | CIN/GLN | % of shares held | Applicable Section |
|---------|---------------------------------|--------------------------------|---------|------------------|--------------------|
| N.A.    |                                 |                                |         |                  |                    |

**4) Shareholding Pattern:**
**I) Category-wise Shareholding**

| Category of Shareholders                                   | No. of Shares held as at April 1, 2015 |                  |                  |                   | No. of Shares held as at March 31, 2016 |          |                  |                   | % Change during the year |
|--|--|------------------|------------------|-------------------|---|----------|------------------|-------------------|--------------------------|
|  | Demat                                  | Physical         | Total            | % of Total Shares | Demat                                   | Physical | Total            | % of Total Shares |                          |
| <b>A. Promoters</b>  |  |                  |                  |                   |   |          |                  |                   |                          |
| (1) Indian   |  |                  |                  |                   |   |          |                  |                   |                          |
| a) Individual/ HUF   | -                                      | 1,657,046        | 1,657,046        | 16.74             | 1,707,046                               | -        | 1,707,046        | 12.70             | (4.04)                   |
| b) Central Govt.   | -                                      | -                | -                | -                 | -                                       | -        | -                | -                 | -                        |
| c) State Govt.   | -                                      | -                | -                | -                 | -                                       | -        | -                | -                 | -                        |
| d) Bodies Corporate  | -                                      | 993,695          | 993,695          | 10.04             | 993,695                                 | -        | 993,695          | 7.39              | (2.64)                   |
| e) Banks/ FI   | -                                      | -                | -                | -                 | -                                       | -        | -                | -                 | -                        |
| f) Any other   |  |                  |                  |                   |   |          |                  |                   |                          |
| Clearing Member  | -                                      | -                | -                | -                 | -                                       | -        | -                | -                 | -                        |
| HUF  | -                                      | -                | -                | -                 | -                                       | -        | -                | -                 | -                        |
| <b>Sub-Total (A)(1):</b>                                   | -                                      | <b>2,650,741</b> | <b>2,650,741</b> | <b>26.78</b>      | <b>2,700,741</b>                        | -        | <b>2,700,741</b> | <b>20.09</b>      | <b>(6.68)</b>            |
| <b>(2) Foreign</b>   |  |                  |                  |                   |   |          |                  |                   |                          |
| a) NRIs - Individuals                                      | -                                      | -                | -                | -                 | -                                       | -        | -                | -                 | -                        |
| b) Other - Individuals                                     | -                                      | -                | -                | -                 | -                                       | -        | -                | -                 | -                        |
| c) Bodies Corporate  | -                                      | -                | -                | -                 | -                                       | -        | -                | -                 | -                        |
| d) Banks / FI  | -                                      | -                | -                | -                 | -                                       | -        | -                | -                 | -                        |
| e) Any Other....   | -                                      | -                | -                | -                 | -                                       | -        | -                | -                 | -                        |
| <b>Sub-Total (A)(2):</b>                                   | -                                      | -                | -                | -                 | -                                       | -        | -                | -                 | -                        |
| <b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b> | -                                      | <b>2,650,741</b> | <b>2,650,741</b> | <b>26.78</b>      | <b>2,700,741</b>                        | -        | <b>2,700,741</b> | <b>20.09</b>      | <b>(6.68)</b>            |

**B. Public Share Holding**

|  |   |                  |                  |               |                   |                |                   |               |               |
|--|---|------------------|------------------|---------------|-------------------|----------------|-------------------|---------------|---------------|
| <b>(1) Institutions</b>  |   |                  |                  |               |                   |                |                   |               |               |
| a) Mutual Funds / UTI  | - | -                | -                | -             | -                 | -              | -                 | -             | -             |
| b) Banks / FI  | - | -                | -                | -             | -                 | -              | -                 | -             | -             |
| c) Central Govt.   | - | -                | -                | -             | -                 | -              | -                 | -             | -             |
| d) State Govt.(s)  | - | -                | -                | -             | -                 | -              | -                 | -             | -             |
| e) Venture Capital Funds   | - | -                | -                | -             | -                 | -              | -                 | -             | -             |
| f) Insurance Company   | - | -                | -                | -             | -                 | -              | -                 | -             | -             |
| g) FIs   | - | -                | -                | -             | -                 | -              | -                 | -             | -             |
| h) Foreign Venture Capital Funds   | - | -                | -                | -             | -                 | -              | -                 | -             | -             |
| i) Others (specify)  | - | -                | -                | -             | -                 | -              | -                 | -             | -             |
| <b>Sub-Total (B)(1):</b>   | - | -                | -                | -             | -                 | -              | -                 | -             | -             |
| <b>(2) Non-Institution</b>   |   |                  |                  |               |                   |                |                   |               |               |
| <b>a) Bodies Corporate</b>   |   |                  |                  |               |                   |                |                   |               |               |
| i. Indian  | - | 6,541,849        | 6,541,849        | 66.08         | 8,096,849         | 125,000        | 8,221,849         | 61.17         | (4.90)        |
| ii. Overseas   | - | -                | -                | -             | -                 | -              | -                 | -             | -             |
| <b>b) Individuals**</b>  |   |                  |                  |               |                   |                |                   |               |               |
| i. Individual Shareholders holding nominal share capital upto Rs. 1 lakh/2 lakh          | - | 8,384            | 8,384            | 0.08          | 45,584            | 3,000          | 48,584            | 0.36          | 0.28          |
| ii. Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh/2 lakh | - | 699,026          | 699,026          | 7.06          | 1,824,026         | 202,000        | 2,026,026         | 15.07         | 8.01          |
| <b>c) Others (specify)</b>   |   |                  |                  |               |                   |                |                   |               |               |
| Market Maker   | - | -                | -                | -             | 18,000            | -              | 18,000            | 0.13          | 0.13          |
| HUF  | - | -                | -                | -             | 358,800           | -              | 358,800           | 2.67          | 2.67          |
| Clearing Members   | - | -                | -                | -             | 66,000            | -              | 66,000            | 0.49          | 0.49          |
| <b>Sub-Total (B)(2):</b>   | - | <b>7,249,259</b> | <b>7,249,259</b> | <b>73.22</b>  | <b>10,409,259</b> | <b>330,000</b> | <b>10,739,259</b> | <b>79.91</b>  | <b>6.68</b>   |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>                                       | - | <b>7,249,259</b> | <b>7,249,259</b> | <b>73.22</b>  | <b>10,409,259</b> | <b>330,000</b> | <b>10,739,259</b> | <b>79.91</b>  | <b>6.68</b>   |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                                   |   |                  |                  |               |                   |                |                   |               |               |
|  | - | -                | -                | -             | -                 | -              | -                 | -             | -             |
| <b>Grand Total (A+B+C)</b>   | - | <b>9,900,000</b> | <b>9,900,000</b> | <b>100.00</b> | <b>13,110,000</b> | <b>330,000</b> | <b>13,440,000</b> | <b>100.00</b> | <b>(0.00)</b> |

\*\* Note: In Public Shareholding "Individual Category":-

1. a. Individual Shareholders holding nominal share capital upto Rs. 1 lakh is considered in the No. of Shares held at the beginning of the year.
- b. Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh is considered in the No. of Shares held at the beginning of the year.
2. a. Individual Shareholders holding nominal share capital upto Rs. 2 lakh is considered in the No. of Shares held at the beginning of the year.
- b. Individual Shareholders holding nominal share capital in excess of Rs. 2 lakh is considered in the No. of Shares held at the beginning of the year.

**II) Shareholding of Promoters & Promoters Group**

| Name                        | Shareholding as at April 1, 2015 |                                  | Date wise Increase/Decrease in Shareholding |                                   |          | Cumulative Shareholding during the year |                                  | Shareholding as at March 31, 2016 |                                  |
|-----------------------------|----------------------------------|----------------------------------|---|-----------------------------------|----------|---|----------------------------------|-----------------------------------|----------------------------------|
|                             | No. of Share                     | % of total shares of the Company | Date  | Increase/Decrease in shareholding | Reason   | No. of Share                            | % of total shares of the Company | No. of Share                      | % of total shares of the Company |
| Chirag Thakkar              | 1,656,242                        | 16.73                            | 8-Apr-15                                    | 50,000                            | Transfer | 1,706,242                               | 12.70                            | 1,706,242                         | 12.70                            |
| Amrapali Industries Limited | 993,695                          | 10.04                            | -   | -                                 | -        | 993,695                                 | 7.39                             | 993,695                           | 7.39                             |
| Monal Y Thakkar             | 804                              | 0.01                             | -   | -                                 | -        | 804                                     | 0.01                             | 804                               | 0.01                             |

\*The trading in the shares of the Company took place on daily basis, therefore the date wise increase/ decrease in Shareholding is taken on the basis of weekly benpoze.

**(III) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

| Name                                    | Shareholding as at April 1, 2015 |                                  | Date wise Increase/Decrease in Shareholding |                                   |                    | Cumulative Shareholding during the year |                                  | Shareholding as at March 31, 2016 |                                  |
|---|----------------------------------|----------------------------------|---|-----------------------------------|--------------------|---|----------------------------------|-----------------------------------|----------------------------------|
|   | No. of Share                     | % of total shares of the Company | Date  | Increase/Decrease in shareholding | Reason             | No. of Share                            | % of total shares of the Company | No. of Share                      | % of total shares of the Company |
| Yatra Natural Resources Limited         | 1,410,000                        | 14.24                            | 4-Mar-16                                    | (5,000)                           | Market Sell        | 1,405,000                               |                                  | 1,405,000                         | 10.45                            |
| Sanguine Media Limited                  | 1,010,000                        | 10.20                            | 4-Mar-16                                    | (5,000)                           | Market Sell        | 1,005,000                               |                                  | 1,005,000                         | 7.48                             |
| Aadhaar Ventures India Limited          | 965,000                          | 9.75                             | -   | -                                 | -                  | -                                       | -                                | 965,000                           | 7.18                             |
| Prabhav Industries Limited              | 855,000                          | 8.64                             | 4-Mar-16                                    | (5,000)                           | Market Sell        | 850,000                                 | 6.32                             | 850,000                           | 6.32                             |
| Orange Mist Productions Private Limited | 15,000                           | 0.15                             | 28-Aug-16                                   | (9,000)                           | Market Sell        | 6,000                                   | 0.04                             |                                   |                                  |
|   |                                  |                                  | 11-Sep-16                                   | 15,000                            | Market Buy         | 21,000                                  | 0.16                             |                                   |                                  |
|   |                                  |                                  | 16-Oct-15                                   | (6,000)                           | Market Sell        | 15,000                                  | 0.11                             |                                   |                                  |
|   |                                  |                                  | 4-Dec-15                                    | 810,000                           | Market Buy         | 825,000                                 | 6.14                             |                                   |                                  |
|   |                                  |                                  | 11-Dec-15                                   | (810,000)                         | Market Sell        | 15,000                                  | 0.11                             |                                   |                                  |
|   |                                  |                                  | 18-Dec-15                                   | 810,000                           | Market Buy         | 825,000                                 | 6.14                             |                                   |                                  |
|   |                                  |                                  | 5-Feb-16                                    | (810,000)                         | Market Sell        | 15,000                                  | 0.11                             |                                   |                                  |
|   |                                  |                                  | 12-Feb-16                                   | 810,000                           | Market Buy         | 825,000                                 | 6.14                             |                                   |                                  |
|   |                                  |                                  | 4-Mar-16                                    | (15,000)                          | Market Sell        | 810,000                                 | 6.03                             |                                   |                                  |
|   |                                  |                                  | 11-Mar-16                                   | 10,000                            | Market Buy         | 820,000                                 | 6.10                             | 820,000                           | 6.10                             |
| Sunayana Investment co. Limited         | 450,000                          | 4.55                             | 4-Dec-15                                    | 320,000                           | Market Buy         | 770,000                                 | 5.73                             |                                   |                                  |
|   |                                  |                                  | 11-Dec-15                                   | (320,000)                         | Market Sell        | 450,000                                 | 3.35                             |                                   |                                  |
|   |                                  |                                  | 18-Dec-15                                   | 320,000                           | Market Buy         | 770,000                                 | 5.73                             |                                   |                                  |
|   |                                  |                                  | 5-Feb-16                                    | (320,000)                         | Market Sell        | 450,000                                 | 3.35                             |                                   |                                  |
|   |                                  |                                  | 12-Feb-16                                   | 320,000                           | Market Buy         | 770,000                                 | 5.73                             |                                   |                                  |
|   |                                  |                                  | 4-Mar-16                                    | (325,000)                         | Market Sell        | 445,000                                 | 3.31                             |                                   |                                  |
|   |                                  |                                  | 11-Mar-16                                   | 320,000                           | Market Buy         | 765,000                                 | 5.69                             | 765,000                           | 5.69                             |
| Mukesh Keshavlal Patel                  | -                                | -                                | 3-Aug-15                                    | 495,600                           | Acquisition in IPO | 495,600                                 |                                  | 495,600                           | 3.69                             |
| Kalpesh Atmaramdas Patel                | -                                | -                                | 3-Aug-15                                    | 297,600                           | Acquisition in IPO | 297,600                                 | 2.21                             |                                   |                                  |
|   |                                  |                                  | 4-Dec-15                                    | 164,400                           | Market Buy         | 462,000                                 | 3.44                             | 462,000                           | 3.44                             |
| Gujarat Natural Resources Limited       | -                                | -                                | 23-Oct-15                                   | 60,000                            | Market Buy         | 60,000                                  | 0.45                             |                                   |                                  |
|   |                                  |                                  | 30-Oct-15                                   | 100,800                           | Market Buy         | 160,800                                 | 1.20                             |                                   |                                  |
|   |                                  |                                  | 6-Nov-15                                    | 123,600                           | Market Buy         | 284,400                                 | 2.12                             |                                   |                                  |
|   |                                  |                                  | 13-Nov-15                                   | 26,400                            | Market Buy         | 310,800                                 | 2.31                             |                                   |                                  |
|   |                                  |                                  | 31-Mar-16                                   | 107,693                           | Market Buy         | 418,493                                 | 3.11                             | 418,493                           | 3.11                             |
| Speciality Papers Ltd.                  | 802,000                          | 8.10                             | 31-Dec-15                                   | (802,000)                         | Transfer           | -                                       | -                                | -                                 | -                                |
| Mahan Industries Limited                | 320,000                          | 3.23                             | 31-Dec-15                                   | (320,000)                         | Transfer           | -                                       | -                                | -                                 | -                                |
| Avichal Reality Private Limited         | 255,849                          | 2.58                             | -   | -                                 | -                  | -                                       | -                                | 255,849                           | 1.90                             |
| Sunny R Thakkar                         | 209,026                          | 2.11                             | 8-Apr-15                                    | (50,000)                          | Transfer           | 159,026                                 | 1.18                             | 159,026                           | 1.18                             |
| Dharti Monalbhai Thakkar                | 200,000                          | 2.02                             | -   | -                                 | -                  | -                                       | -                                | 200,000                           | 1.49                             |

\*The trading in the shares of the Company took place on daily basis, therefore the date wise increase/ decrease in Shareholding is taken on the basis of weekly benpoze.

**(IV) Shareholding of Directors and Key Managerial Personnel**

| Name                      | Shareholding as at April 1, 2015 |                                  | Date wise Increase/Decrease in Shareholding |                                   |          | Cumulative Shareholding during the year |                                  | Shareholding as at March 31, 2016 |                                  |
|---------------------------|----------------------------------|----------------------------------|---|-----------------------------------|----------|---|----------------------------------|-----------------------------------|----------------------------------|
|                           | No. of Share                     | % of total shares of the Company | Date  | Increase/Decrease in shareholding | Reason   | No. of Share                            | % of total shares of the Company | No. of Share                      | % of total shares of the Company |
| Mr. Hasmukh Thakkar       | -                                | -                                | -   | -                                 | -        | -                                       | -                                | -                                 | -                                |
| Mr. Chirag Thakkar        | 1,656,242                        | 16.73                            | 8-Apr-15                                    | 50,000                            | Transfer | 1,706,242                               | 12.70                            | 1,706,242                         | 12.70                            |
| Mr. Ganpat Rawal          | -                                | -                                | -   | -                                 | -        | -                                       | -                                | -                                 | -                                |
| Mr. Saurabh Shah          | -                                | -                                | -   | -                                 | -        | -                                       | -                                | -                                 | -                                |
| Mr. Bhumi Patel           | -                                | -                                | -   | -                                 | -        | -                                       | -                                | -                                 | -                                |
| Mr. Tushar Donda          | -                                | -                                | -   | -                                 | -        | -                                       | -                                | -                                 | -                                |
| Mr. Prakashchandra K Shah | -                                | -                                | -   | -                                 | -        | -                                       | -                                | -                                 | -                                |

\*The trading in the shares of the Company took place on daily basis, therefore the date wise increase/ decrease in Shareholding is taken on the basis of weekly benpoze.

**5) Indebtness**

| Particulars  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtness |
|--|----------------------------------|-----------------|----------|------------------|
| <b>Indebtness at the beginning of the financial year</b> |                                  |                 |          |                  |
| i) Principal Amount                                      | -                                | -               | -        | -                |
| ii) Interest due but not paid                            | -                                | -               | -        | -                |
| iii) Interest accrued but not due                        | -                                | -               | -        | -                |
| <b>Total A (i+ii+iii)</b>                                | -                                | -               | -        | -                |
| <b>Change in Indebtness during the financial year</b>    |                                  |                 |          |                  |
| Additions  | -                                | -               | -        | -                |
| Reduction  | -                                | -               | -        | -                |
| <b>Net Change B</b>                                      | -                                | -               | -        | -                |
| <b>Indebtness at the end of the financial year</b>       |                                  |                 |          |                  |
| i) Principal Amount                                      | -                                | -               | -        | -                |
| ii) Interest due but not paid                            | -                                | -               | -        | -                |
| iii) Interest accrued but not due                        | -                                | -               | -        | -                |
| <b>Total C (i+ii+iii)</b>                                | -                                | -               | -        | -                |

**6) Remuneration of Directors and Key Managerial Personnel**
**A) Remuneration to Managing Director, Whole-time Directors and/or Manager**
**(Amt. in INR)**

| Particulars of Remuneration  | Name of the MD/WTD/Manager              |  | Total Amount  |
|--|---|--|---------------|
|  | Mr. Hasmukh Thakkar (Managing Director) |  |               |
| <b>Gross salary</b>  | 300000                                  |  | <b>300000</b> |
| (a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961. |   |  | -             |
| (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961                   |   |  | -             |
| (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961    |   |  | -             |
| <b>Stock option</b>  |   |  | -             |
| <b>Sweat Equity</b>  |   |  | -             |
| <b>Commission</b>  |   |  | -             |
| as % of profit   |   |  | -             |
| others (specify)   |   |  | -             |
| <b>Others, please specify</b>  |   |  | -             |
| <b>Total (A)</b>   | <b>300000</b>                           |  | <b>300000</b> |

**B) Remuneration to other Directors:** The Company has not paid any remuneration to other Directors in the financial year 2015-16.

**C) Remuneration to key Managerial Personnel Other than MD/Manager/WTD**
**(Amt. in INR)**

| Particulars of Remuneration  | Name of the KMP   |                    | Name of the KMP            |  | Total Amount   |
|--|-------------------|--------------------|----------------------------|--|----------------|
|  | Mr. Tushar Donda* | Mr. Rahul Adesara# | Mr. Prakashchandra K Shah# |  |                |
| <b>Gross salary</b>  |                   |                    |                            |  |                |
| (a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961. | 108,000           | 54,450             | 119,900                    |  | <b>174,350</b> |
| (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961                   | -                 | -                  | -                          |  | -              |
| (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961    | -                 | -                  | -                          |  | -              |
| <b>Stock option</b>  | -                 | -                  | -                          |  | -              |
| <b>Sweat Equity</b>  | -                 | -                  | -                          |  | -              |
| <b>Commission</b>  | -                 | -                  | -                          |  | -              |
| as % of profit   | -                 | -                  | -                          |  | -              |
| others (specify)   | -                 | -                  | -                          |  | -              |
| <b>Others, please specify</b>  | -                 | -                  | -                          |  | -              |
| <b>Total</b>   | <b>108,000</b>    | <b>54,450</b>      | <b>119,900</b>             |  | <b>174,350</b> |

\* w.e.f. June 27, 2015

# up to October 1, 2015

\* w.e.f. October 1, 2015

**7) Penalties/Punishment/Compounding of Offenses**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty/Punishment/Compounding fees imposed | Authority (RD/NCLT/Court) | Appeal made if any (give details) |
|-------------------------------------|------------------------------|-------------------|--|---------------------------|-----------------------------------|
| <b>A. Company</b>                   |                              |                   |  |                           |                                   |
| Penalty                             | N.A.                         | N.A.              | N.A.   | N.A.                      | N.A.                              |
| Punishment                          |                              |                   |  |                           |                                   |
| Compounding                         |                              |                   |  |                           |                                   |
| <b>B. Directors</b>                 |                              |                   |  |                           |                                   |
| Penalty                             | N.A.                         | N.A.              | N.A.   | N.A.                      | N.A.                              |
| Punishment                          |                              |                   |  |                           |                                   |
| Compounding                         |                              |                   |  |                           |                                   |
| <b>C. Other Officers in Default</b> |                              |                   |  |                           |                                   |
| Penalty                             | N.A.                         | N.A.              | N.A.   | N.A.                      | N.A.                              |
| Punishment                          |                              |                   |  |                           |                                   |
| Compounding                         |                              |                   |  |                           |                                   |

For and on behalf of Board of Directors  
**Amrapali Fincap Limited**

Place: Ahmdabad  
Date: August 16, 2016

**Hasmukh Thakkar**  
Managing Director  
DIN 00071065

**Chirag Thakkar**  
Director  
DIN 01993020

**Form No. AOC-2**
**Particulars of Contracts/arrangements made with related parties**

(Pursuant to section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Forms for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**
**A. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered in to by the Company during the financial year ended on March 31, 2016, which were not at arm's length basis.

| Particulars   | RPT – 1  | RPT – 2  | RPT – 3  |
|---|--|--|--|
| <b>Name(s) of the related party and nature of relationship</b>                                    | Amrapali Capital and Finance Services Limited, wherein Mr. Chirag Thakkar is Managing Director and hold more than 2% | Amrapali Capital and Finance Services Limited, wherein Mr. Chirag Thakkar is Managing Director and hold more than 2% | Mr. Yashwant Thakkar is a Father of Mr. Chirag Thakkar – Director of the Company (Buyer)   |
| <b>Nature of contracts/ arrangements/ transactions</b>  | Leave and License Agreement (Payment of Rent Amount)   | Leave and License Agreement (Payment of Rent Amount)   | Purchase of Land from person who is relative of Director of the Company.   |
| <b>Duration of the contracts / arrangements/ transactions</b>                                     | December 1, 2015 to November 30, 2018  | January 7, 2016 to January 6, 2021   | N.A.   |
| <b>Salient terms of the contracts or arrangements or transactions including the value, if any</b> | Monthly Rent of Rs. 12,500/  | Monthly Rent of Rs. 8,000  | The sale deed will be entered into within 18 months from the date of getting Title Clearance Certificate from Government. Possession of the land will be granted after payment of consideration. Seller is agreeing to pay the premium charges of converting land in to non-agriculture at a wish of buyer i.e. Company and also agree to sign the legal documents wherever necessary for the said procedure. If company fails to pay the remaining amount in prescribed time i.e. 18 month from the date of agreement then it has to pay the remaining amount along with interest at a bank rate prevailing at the time of payment to the seller and if seller fails to sign the final agreement then company has power to enter in to agreement by claiming specific performance.<br><b>Monetary Value:</b><br>Company agreed to buy the lands at Rs. 23.51 Crore. |



|   |   |  |  |
|---|---|--|--|
| <b>Justification entering transactions for into</b> | The Company do not own its office and therefore, Amrapali Capital and Finance Services Limited has let out its office on leave and license agreement basis. | The Company was required one office in Mumbai, to carry out the operations of outside the state and therefore Amrapali Capital and Finance Services Limited let out its office on leave and license agreement basis. | Looking into downward trend in real estate our company decided to buy a plot of land for getting differential increase in market rate of land. |
| <b>Date(s) of approval by the Board/Members</b>     | Board – January 5, 2016<br>Members – N.A.   | Board – January 5, 2016<br>Members – N.A.  | Board – March 30, 2016<br>Members (Special Resolution) – June 30, 2016   |
| <b>Amount paid as advances, if any</b>              | -   | -  | Rs. 21.00 Crore.   |

**B. Details of material contracts or arrangement or transactions at arm's length basis:**

| <b>RPT No.</b> | <b>Name(s) of the related party and nature of relationship</b>   | <b>Nature of contracts/ arrangements/ transactions</b> | <b>Duration of the contracts / arrangements/ transactions</b> | <b>Salient terms of the contracts or arrangements or transactions including the value, if any</b> | <b>Date(s) of approval by the Board</b> | <b>Amount paid as advances, if any</b> |
|----------------|--|--|---|---|---|--|
| 1.             | Amrapali Capital and Finance Services Limited – Public Company wherein Mr. Chirag Thakkar is Managing Director and hold more than 2% of the Shares | Margin Money   | F.Y. 2015-16  | N.A.  | N.A.                                    | -                                      |
| 2.             | Aarya Grand Hotels & Resorts Private Limited – a private company in which relative of Mr. Chirag Thakkar is Director                               | Share in Income from Joint Venture                     | F.Y. 2015-16  | N.A.  | N.A.                                    | -                                      |

For and on behalf of Board of Directors  
**Amrapali Fincap Limited**

**Place:** Ahmedabad  
**Date:** August 16, 2016

**Hasmukh Thakkar**  
**Managing Director**  
**DIN 00071065**

**Chirag Thakkar**  
**Director**  
**DIN 01993020**

**Particulars of Employees**

(Pursuant to Section 197(12) read with Rules made thereunder)

**Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.**
**A. Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**
**a) The ratio of remuneration of each director to the median remuneration of employees for the financial year:**

| Sr. No. | Name            | Designation       | Ratio against median employee's remuneration |
|---------|-----------------|-------------------|--|
| 1.      | Hasmukh Thakkar | Managing Director | 2.3 : 1                                      |

**b) The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

| Sr. No. | Name                             | Designation             | Nature of Payment | Percentage Increase over previous year |
|---------|----------------------------------|-------------------------|-------------------|--|
| 1.      | Hasmukh Thakkar                  | Managing Director       | Remuneration      | Nil                                    |
| 2.      | Tushar Donda <sup>^</sup>        | Compliance Officer      | Remuneration      | N.A.                                   |
| 3.      | Prakashchandra Shah <sup>*</sup> | Chief Financial Officer | Remuneration      | N.A.                                   |

<sup>^</sup> Appointed w.e.f. June 27, 2015

<sup>\*</sup> Appointed w.e.f. October 1, 2015

**c) The percentage increase in the median remuneration of employees in the financial year:** The median remuneration of employee is decreased by 20.62% over previous year. The median remuneration was decreased due to decreased in number of employee of the Company.

**d) The number of permanent employees on the rolls of the Company:** 8 Employees

**e) Average percentile increase in the Salaries of the Employees and Managerial Remuneration:**

The average salaries of the employees are decreased by 5.92% over a previous year. The average remuneration was decreased due to decreased in number of employee of the Company. Further, there was no increase in the remuneration of Managing Director.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

For and on behalf of Board of Directors  
**Amrapali Fincap Limited**
**Place:** Ahmedabad  
**Date:** August 16, 2016

**Hasmukh Thakkar**  
**Managing Director**  
**DIN 00071065**
**Chirag Thakkar**  
**Director**  
**DIN 01993020**

**SECRETARIAL AUDIT REPORT**

For the financial year ended March 31, 2016

[Form MR-3 in pursuance of section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,

**Amrapali Fincap Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Amrapali Fincap Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that, in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- vi. Secretarial Standards issued by the Institute of Company Secretaries of India w.e.f. July 1, 2015.

I have also examined compliance with the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The Listing Regulations") (erstwhile clauses of the Listing Agreements entered into by the Company with BSE Limited (SME Segment)).

During the period under review, the Company has generally complied with the provisions of the Companies Act, 2013, Rules and regulations mentioned above except *appointment of internal auditor under section 138 and filling of few resolutions under section 117(3)(g) and loan to director under section 185 of the act.*

Further, company is in a business of amusement park, recreation facility, financing activity and trading in shares and various commodities, there are few of general applicable laws to the Company, which requires approvals or compliances under respective Acts or Regulations, as list out in the **Annexure A** and the Company has complied with all the regulatory and mandatory requirements as specified under the respective acts and / or regulations.

During the Period under review, provisions of the following Acts, Rules, Regulations, Guidelines, Standards, etc. were not applicable to the Company:

- i. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- ii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- iii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - Not applicable as the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed Satellite Corporate Services Private Limited as Registrar & Share Transfer Agent as per Listing Regulations (erstwhile "Listing Agreement" entered between the Company and BSE Limited (SME Segment)).
- iv. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

- v. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998;
- vi. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

**I further report that -**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that -**

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that –**

During the audit period, Company came up with an initial public offer of Equity Shares consequent to which the Company's Equity Shares were listed at BSE Limited (SME Segment). Further, the company has also carried out financing activities for which the Company has filed an application before Reserve Bank of India for granting registration under Section 45-IA of the Reserve Bank of India Act, 1934 on May 13, 2016. The registration from the Reserve Bank of India is awaited.

**Place:** Ahmedabad  
**Date:** June 29, 2016

**Anand Lavingia**  
**Practicing Company Secretary**  
**ACS No.: 26458 COP No. 11410**

Note: This Report is to be read with my letter of above date which is annexed as **Annexure B** and forms an integral part of this report.

**List of major General Acts applicable to the Company**

1. The Indian Stamp Act, 1899
  2. Gujarat Stamp Act, 1958
  3. Equal Remuneration Act, 1976 and Rules, 1976
  4. Minimum Wages Act, 1948 & Rules there under
  5. Payment of Bonus Act, 1965 & the Payment of Bonus Rules, 1975
  6. Industrial Establishment (National & Festival Holidays) Act
  7. The Registration Act, 1908
  8. Transfer of Property Act, 1882
  9. The Indian Contract Act, 1872
  10. Negotiable Instrument Act, 1881
  11. Arbitration & Conciliation Act, 1996
  12. Intellectual Property Law-Trade Marks
  13. Payment of Bonus Rules, 1975
  14. Shops and Establishment Act/Rules
- 

**Annexure B**

To,

The Members

**Amrapali Fincap Limited**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done based on the records and documents provided to me, on test basis, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place:** Ahmedabad  
**Date:** June 29, 2016

**Anand Lavingia**  
**Practicing Company Secretary**  
**ACS No.: 26458 COP No. 11410**

# Management Discussion and Analysis Report

## Industry Structure and Developments

The financial year 2015-16 (FY2016) began on a positive note with high expectations of a robust economic performance, given the various initiatives announced by the Central Government coupled with a growth in gross value added (GVA), low oil prices, significant drop in inflation levels, reduced policy rates and a comfortable current account deficit. The RBI also cut interest rates by 100 basis points between April 2015 and April 2016. These did translate to a real GDP growth of 7.6% for FY2016, and a growth of real GVA of 7.3%, as per the advance estimates released by the Central Statistical Office of the Government of India. It is a fact that such growth is the highest compared to all developed countries and major emerging markets including China.

However, it is also true that we have not seen concomitant credit growth, which remained at its lowest level in many years. Thanks to lack of overall demand, capital investments by the corporate sector continued to remain sluggish. Despite favorable liquidity conditions and lower interest rates, banks have found it difficult to increase lending as they have struggled with large non-performing assets (NPAs) from their loan books. Moreover, a second consecutive year of poor monsoons, weakening currency and falling exports due to deflationary conditions in many importing countries dampened economic sentiments.

### Strength

- Experienced management team.
- Our Company is having experience management team backed by promoter Director.
- Research Backed Decision Making

### Weakness

- Limited geographical coverage.
- Dependent upon growth in stock market and overall fiscal growth.

### Outlook/ Threat

- Economic slowdown
- Increasing competition
- Capital Market Slowdown

### Product wise Performance

| Sr. No. | Product              | Revenue in F.Y. 2015-16 (in Rs.) | Revenue in F.Y. 2014-15 (in Rs.) | % Increase (Decrease) |
|---------|----------------------|----------------------------------|----------------------------------|-----------------------|
| 1.      | Commodity Trading    | 697,961                          | (14,514,610)                     | 104.81                |
| 2.      | Mutual Fund Interest | 842,805                          | 3,042,438                        | (72.30)               |
| 3.      | Sale of Shares       | 122,505,937                      | 36,373,769                       | 236.80                |

### Risk and Concerns

The very nature of the Company's business makes it susceptible to various kinds of risks. The Company encounters market risk, credit risk and operational risks in its daily business operations. The Company has framed a comprehensive Risk Management Manual which inter-alia lays down detailed process and policies in the various facets of risk management function. The risk management review framework provides complete oversight to various risk management practices and process. The framework and assessment remains dynamic and aligns with the continuing requirements and demands of the market. The Company has also implemented surveillance mechanism to deal with various trades related risks and adopted a surveillance policy in line with the regulatory requirements.

### Internal Financial Control Systems and their adequacy:

The Company has an internal management framework which is commensurate with the size and scale of the Company. The Management of the Company evaluates the adequacy of all internal controls and processes, and ensures strict adherence to clearly laid down processes and procedures as well as to the prescribed regulatory and legal framework. The Company has further strengthened its internal audit function by investing in domain specialists to increase effectiveness of controls. The Audit Committee of the Board of Directors reviews the internal audit reports and the adequacy and effectiveness of internal controls.

Dhiren Shah & Co., Chartered Accountants, the statutory auditors of the Company has audited the financial statements included in this annual report and has issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act, 2013).

### **Financial Performance and Review of Operations**

During the year under review, Company has earned total income of Rs. 1885.85 Lakh as against the total income of Rs. 1195.38 Lakh of previous year. The total income of the company was increase by 57.76% over previous year. During the year, the income from trading in Share was increased by almost 2 and half time than that of previous year. Further, during the year, the company has purchased more stock in trade which was lying in the books of account of the Company at the end of year. On the other hand, there was almost 98% reduction in the finance cost and increase in the other operational expenses by 19.26%.

Due to aforesaid reasons, the net profit before tax of the Company stood at Rs. 30.29 Lakh for the financial year 2015-16 as against loss before tax of Rs. 0.62 Lakh for the previous year making the Net profit Net profit of Rs. 19.97 Lakh for the financial year 2015-16 as against the Net loss of Rs. 0.63 Lakh for the previous year.

### **Human Resources**

One of the key pillars of the Company's business is its people. The Company's HR policies and practices are built on Amrapali Group core values of Integrity, Passion, Speed, Commitment and Seamlessness. The Company's focus is on recruitment of good talent and retention of the talent pool. The Company is hopeful and confident of achieving the same to be able to deliver results and value for our shareholders. As on March 31, 2016, the total employees on the Company's rolls stood at 8.

### **Cautionary Note**

Statements in this Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual results may be different from those expressed or implied since the Company's operations are affected by many external and internal factors, which are beyond the control of the management. Hence the Company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

# **Independent Auditor's Report**

To

The Members of

**Amrapali Fincap Limited**

## **Report on the Financial Statements:**

We have audited the accompanying Financial Statements of Amrapali Fincap Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016 the Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2016, and a summary of significant accounting policies and other explanatory information for the year ended as on March 31, 2016.

## **Management's Responsibility for the Financial Statements:**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (" the Act" ) with respect to the preparation and presentation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are responsible and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditors' Responsibility:**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by company's directors as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## **Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India; of the state of affairs of the company as at March 31, 2016 and its profit and its cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books



- c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) on the basis of written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**" and
- g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position except the proceedings before the Hon'ble settlement commission has got abated as per Section 245HA of the I.T. Act, 1961 in pursuance of Settlement Commission order u/s 245D(4) of the Act dated May 31, 2016 and pending search case assessments pending u/s 153A of the I.T. Act, 1961 for A.Y. 2007-08 to 2012-13 and regular assessment u/s 143(3) of the I.T. Act, 1961 for A.Y. 2013-14 and A.Y. 2014-15.
  - ii. The Company did not have any long-term contract including derivative contracts for which there were any material foreseeable losses; hence the company need not make any provision.
  - iii. There were no amounts which were required to be transferred to the investor education and protection fund by the Company.

For, **Dhiren Shah & Co.**  
**Chartered Accountants**  
**FRN: 114633W**

**Dhiren Shah**  
**Partner**  
**Mem. No. : 035824**

**Place:** Ahmedabad  
**Date:** June 30, 2016

### **Annexure-A to the Auditor's Report**

The Annexure referred to in Independent Auditors' Report to the members of the company on the standalone financial statements for the year ended March 31, 2016, we report that:

- i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
(b) The company has a regular programme of physical verification of its fixed assets by which fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.  
(c) The company does not have any immovable property. Hence paragraph 3(i)(c) of the Order is not applicable.
- ii) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year no material discrepancies were noted in the same.
- iii) The Company has granted unsecured loan to one company and one party covered in the register maintained under Section 189 of the Companies Act, 2013.
  - (a) The terms and conditions of granting any loan prima facie not prejudicial to the company's interest.
  - (b) The repayment principle and interest is regular whenever stipulated.
  - (c) The amount of overdue is unascertainable due to no stipulation of repayment schedule.
- iv) The company has granted loan to one party Amrapali Finance Proprietor Yashwant Thakkar who is a relative of a director which is in contravention of provision of section 185 of the Companies Act 2013. The company has complied with the provisions of section 186 of the Companies Act 2013.
- v) The Company has not accepted any deposit from the public.
- vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Hence paragraph 3(vi) of the order is not applicable to the company.
- vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales-tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities.  
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material dues were in arrears as at March 31, 2016 for a period of more than six months from the date they become payable.  
(b) According to the information and explanations given to us, there are no dues of Income tax, sales-tax, duty of excise, duty of customs, service tax and value added tax which have not been deposited with the appropriate on account of any dispute.
- viii) The company does not taken any loan or borrowed any amount from bank or financial institution. The company has also not raised fund by issue of debentures, hence paragraph 3(viii) of the Order is not applicable to the company.
- ix) According to the information and explanations given to us, Company has raised the sum by way of Initial Public Offer and afterwards obtained the approval from the member through postal ballot for vary and/or revise the utilisation of the proceeds from the Initial Public Offer of equity shares made in pursuance of the prospectus dated July 14, 2015.
- x) According to the information and explanation given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- xiv) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, hence paragraph 3(xiv) of the Order is not applicable to the company.
- xv) According to the information and explanation given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the paragraph 3(xv) of the order is not applicable.
- xvi) The company's major business activity is of trading in shares & securities in future and option segment and gross turnover of trading in future and option segment is of Rs. 5339.22 crores. The company has also carried out the business of trading in commodity and gross turnover of trading in commodity is of Rs. 65.87 crores. The company has also carried out financing activities for which the Company has filed an application before Reserve Bank of India for granting registration under Section 45-IA of the Reserve Bank of India Act, 1934 on May 13, 2016. The registration is awaited.

For, **Dhiren Shah & Co.**  
**Chartered Accountants**  
**FRN: 114633W**

**Dhiren Shah**  
**Partner**

**Mem. No. : 035824**

**Place:** Ahmedabad  
**Date:** June 30, 2016

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### **Annexure B to the independent Auditor's Report**

#### **Report on the Internal Financial Controls under Clause (i) of Section 143(3) of the Act**

We have audited the internal financial controls over financial reporting of Amrapali Fincap Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for

external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, **Dhiren Shah & Co.**  
**Chartered Accountants**  
**FRN: 114633W**

**Dhiren Shah**  
**Partner**  
**Mem. No. : 035824**

**Place:** Ahmedabad  
**Date:** June 30, 2016

**Amrapali Fincap Limited**  
CIN: U74999GJ2004PLC044988

Regd off: 19, 20, 21, Narayan Chamber, B/h Patang Hotel, Ashram Road, Ahmedabad - 380 009

**Balance Sheet as on March 31, 2016**

| Particulars                                      | Note      | As at<br>March 31, 2016<br>(Rupees) | As at<br>March 31, 2015<br>(Rupees) |
|--|-----------|-------------------------------------|-------------------------------------|
| <b>EQUITY AND LIABILITIES</b>                    |           |                                     |                                     |
| <b>Shareholder's Funds</b>                       |           |                                     |                                     |
| Share Capital                                    | <b>1</b>  | 134,400,000                         | 99,000,000                          |
| Reserves and Surplus                             | <b>2</b>  | 1,291,599,408                       | 902,598,391                         |
| <b>Share Application Money Pending Allotment</b> |           |                                     |                                     |
| <b>Current Liabilities</b>                       |           |                                     |                                     |
| Short-term borrowings                            |           | -                                   | -                                   |
| Deferred Tax Liabilities                         |           | -                                   | 1,404                               |
| Trade payables                                   | <b>3</b>  | 532,000                             | -                                   |
| Other current liabilities                        | <b>4</b>  | 1,140,957                           | 2,042,515                           |
| Short-term provisions                            |           | -                                   | -                                   |
| <b>TOTAL</b>                                     |           | <b>1,427,672,365</b>                | <b>1,003,642,310</b>                |
| <b>ASSETS</b>                                    |           |                                     |                                     |
| <b>Non-current assets</b>                        |           |                                     |                                     |
| <b>Fixed assets</b>                              |           |                                     |                                     |
| Tangible assets                                  | <b>5</b>  | 211,193,725                         | 1,423,840                           |
| Non-current investments                          | <b>6</b>  | 27,480,430                          | 27,480,430                          |
| Long-term loans and advances                     | <b>7</b>  | 238,856,700                         | 515,947,859                         |
| Other Non-Current Assets                         | <b>8</b>  | 520,727,009                         | -                                   |
| <b>Current assets</b>                            |           |                                     |                                     |
| Inventories                                      | <b>9</b>  | 150,000,000                         | -                                   |
| Trade Receivables                                | <b>10</b> | 101,000                             | 1,091,533                           |
| Cash and bank balances                           | <b>11</b> | 3,181,400                           | 774,526                             |
| Deferred Tax Asset                               | <b>12</b> | 5,195                               | -                                   |
| Short-term loans and advances                    | <b>13</b> | 264,626,905                         | 450,224,122                         |
| Other Current Assets                             | <b>14</b> | 11,500,000                          | 6,700,000                           |
| <b>TOTAL</b>                                     |           | <b>1,427,672,365</b>                | <b>1,003,642,310</b>                |
| <b>Significant Accounting Policies</b>           | <b>22</b> |                                     |                                     |
| <b>For, Dhiren Shah &amp; Co.</b>                |           | <b>For, Amrapali Fincap Limited</b> |                                     |
| <b>Chartered Accountants</b>                     |           |                                     |                                     |
| <b>Firm Registration No. 114633W</b>             |           |                                     |                                     |
|  |           | <b>Hasmukh A. Thakkar</b>           | <b>Chirag Y. Thakkar</b>            |
|  |           | <b>Director</b>                     | <b>Director</b>                     |
|  |           | <b>DIN: 00071065</b>                | <b>DIN: 01993020</b>                |
| <b>Dhiren Shah</b>                               |           |                                     |                                     |
| <b>Partner</b>                                   |           |                                     |                                     |
| <b>Mem. No. 035824</b>                           |           | <b>Tushar Donda</b>                 | <b>Prakashchandra Shah</b>          |
|  |           | <b>Company Secretary</b>            | <b>Chief Financial Officer</b>      |
| <b>Place: Ahmedabad</b>                          |           | <b>Place: Ahmedabad</b>             |                                     |
| <b>Date : May 23, 2016</b>                       |           | <b>Date : May 23, 2016</b>          |                                     |

**Amrapali Fincap Limited**  
CIN: U74999GJ2004PLC044988

Regd off: 19, 20, 21, Narayan Chamber, B/h Patang Hotel, Ashram Road, Ahmedabad - 380 009

**Statement of Profit and Loss for the year ended 31st March, 2016**

| Particulars  | Note         | For the year ended<br>March 31, 2016<br>(Rupees) | For the year ended<br>March 31, 2015<br>(Rupees) |
|--|--------------|--|--|
| Revenue from operations  | <b>15</b>    | 124,046,703                                      | 24,901,597                                       |
| Other Income   | <b>16</b>    | 64,539,019                                       | 94,636,759                                       |
| <b>Total Revenue</b>   |              | <b>188,585,721</b>                               | <b>119,538,356</b>                               |
| <b>Expenses:</b>   |              |  |  |
| Cost of Raw Material Consumed  |              |  |  |
| Purchases of stock in trade  | <b>17</b>    | 260,964,884                                      | 30,460,500                                       |
| (Increase)/Decrease in Inventory   | <b>18</b>    | (150,000,000)                                    | -  |
| Employee benefit expense   | <b>19</b>    | 1,806,630  | 1,540,057  |
| Financial costs  | <b>20</b>    | 516,925  | 26,949,475                                       |
| Depreciation and amortization expense  | <b>5</b>     | 230,115  | 246,253  |
| Other expenses   | <b>21</b>    | 72,038,096                                       | 60,404,066                                       |
| <b>Total Expenses</b>  |              | <b>185,556,649</b>                               | <b>119,600,351</b>                               |
| <b>Profit before exceptional and extraordinary items and tax</b>                 |              | <b>3,029,072</b>                                 | <b>(61,995)</b>                                  |
| Less: Exceptional Items  |              | -  | -  |
| <b>Profit before extraordinary items</b>   |              | <b>3,029,072</b>                                 | <b>(61,995)</b>                                  |
| Less: Extraordinary Items  |              | -  | -  |
| <b>Profit before tax</b>   |              | <b>3,029,072</b>                                 | <b>(61,995)</b>                                  |
| Tax expense:   |              |  |  |
| - Current tax  |              | 1,039,000  | -  |
| - Deferred tax Liability   |              | -  | 1,404  |
| - Deferred tax Asset   |              | 6,598  | -  |
| <b>Profit for the year from continuing operations</b>                            | <b>A</b>     | <b>1,996,670</b>                                 | <b>(63,399)</b>                                  |
| <b>Profit before tax from discontinuing operations</b>                           |              | -  | -  |
| Less: Tax expense of discounting operations                                      |              | -  | -  |
| <b>Profit from Discontinuing operations</b>                                      | <b>B</b>     | -  | -  |
| <b>Profit for the year</b>   | <b>(A+B)</b> | <b>1,996,670</b>                                 | <b>(63,399)</b>                                  |
| <b>Earning per equity share of Rs. 10 each</b>                                   |              |  |  |
| (1) Basic  |              | 0.15   | (0.01)   |
| (2) Diluted  |              | 0.15   | (0.01)   |
| <b>Significant Accounting Policies</b>   | <b>22</b>    |  |  |
| For, Dhiren Shah & Co.<br>Chartered Accountants<br>Firm Registration No. 114633W |              | For, Amrapali Fincap Limited                     |  |
| Dhiren Shah<br>Partner<br>Mem. No. 035824  |              | Hasmukh A. Thakkar<br>Director<br>DIN: 00071065  | Chirag Y. Thakkar<br>Director<br>DIN: 01993020   |
| Place: Ahmedabad<br>Date : May 23, 2016  |              | Tushar Donda<br>Company Secretary                | Prakashchandra Shah<br>Chief Financial Officer   |
|  |              | Place: Ahmedabad<br>Date : May 23, 2016          |  |

**Amrapali Fincap Limited**

CIN: U74999GJ2004PLC044988

Regd off: 19, 20, 21, Narayan Chamber, B/h Patang Hotel, Ashram Road, Ahmedabad - 380 009

**Cash Flow Statement for the year ended March 31, 2016**

| Particulars  | As on March 31, 2016 |                      | As on March 31, 2015 |                     |
|--|----------------------|----------------------|----------------------|---------------------|
|  | Rs.                  | Rs.                  | Rs.                  | Rs.                 |
| <b>A. Cash flow from operating activities</b>                          |                      |                      |                      |                     |
| Net Profit / (Loss) before extraordinary items and tax                 |                      | <b>3,029,072</b>     |                      | <b>(61,995)</b>     |
| <i>Adjustments for:</i>  |                      |                      |                      |                     |
| Depreciation and amortisation  | 230,115              |                      | 246,253              |                     |
| Interest Income  | (61,808,926)         |                      | (94,636,759)         |                     |
| Finance costs  | 516,925              |                      | 26,949,307           |                     |
| Provision for Income Tax   |                      |                      |                      |                     |
| Profit offered to Hon'ble Settlement Commission                        | -                    |                      | 7,508,097            |                     |
| Share In Income Of Aarya Grand Hotels & Resorts Pvt Ltd                | (2,722,264)          |                      |                      |                     |
|  |                      | <b>(63,784,151)</b>  |                      | <b>(59,933,102)</b> |
| Operating profit / (loss) before working capital changes               |                      |                      |                      |                     |
| <b>Changes in working capital:</b>                                     |                      |                      |                      |                     |
| <i>Adjustments for (increase) / decrease in operating assets:</i>      |                      |                      |                      |                     |
| Inventories  | (150,000,000)        |                      | -                    |                     |
| Trade Receivables  | 990,533              |                      | (1,091,533)          |                     |
| Other Current Assets   | (4,800,000)          |                      | (6,700,000)          |                     |
| Long-term loans and advances   | 277,091,158          |                      | (413,488,771)        |                     |
| Short-term loans and advances  | 185,597,217          |                      | 735,798,525          |                     |
| <i>Adjustments for increase / (decrease) in operating liabilities:</i> |                      |                      |                      |                     |
| Trade payables   | 532,000              |                      | (20,955)             |                     |
| Other current liabilities  | (1,940,558)          |                      | (102,418)            |                     |
| Short Term Borrowings  | -                    |                      | (321,190,397)        |                     |
| Short Term Provisions  | -                    |                      | (1,215,551)          |                     |
| Long Term Provisions   | -                    |                      | -                    |                     |
|  |                      | <b>307,470,350</b>   |                      | <b>(8,011,100)</b>  |
| Cash flow from extraordinary items                                     |                      | -                    |                      |                     |
| Net income tax (paid) / refunds (incl. wealth tax paid):               |                      | -                    |                      |                     |
| <b>Net cash flow from / (used in) operating activities (A)</b>         |                      | <b>246,715,272</b>   |                      | <b>(68,006,197)</b> |
| <b>B. Cash flow from investing activities</b>                          |                      |                      |                      |                     |
| Capital expenditure on fixed assets, including capital advances        | (210,000,000)        |                      |                      |                     |
| Interest received  |                      |                      |                      |                     |
| - Others   | 61,808,926           |                      | 94,636,759           |                     |
| Investment in Joint Venture  | (520,727,009)        |                      |                      |                     |
| Income From Joint Venture  | 2,722,264            |                      |                      |                     |
| Non-Current Investment   | -                    |                      |                      |                     |
|  |                      | <b>(666,195,819)</b> |                      | <b>94,636,759</b>   |
| <b>C. Cash flow from financing activities</b>                          |                      |                      |                      |                     |
| Increase in Share Capital including Security Premium                   | 35,400,000           |                      |                      |                     |
| Security Premium   | 387,004,347          |                      |                      |                     |
| Finance cost   | (516,925)            |                      | (26,949,307)         |                     |
| <b>Net cash flow from / (used in) financing activities (C)</b>         |                      | <b>421887422</b>     |                      | <b>(26,949,307)</b> |
| <b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>  |                      | <b>2,406,875</b>     |                      | <b>(318,745)</b>    |
| Cash and cash equivalents at the beginning of the year                 |                      | 774,526              |                      | 1,093,271           |
| <b>Cash and cash equivalents at the end of the year *</b>              |                      | <b>3,181,400</b>     |                      | <b>774,526</b>      |
| <b>* Comprises:</b>  |                      |                      |                      |                     |
| (a) Cash on hand   |                      | 625,198              |                      | 733,140             |
| (b) Balances with banks  |                      |                      |                      |                     |
| (i) In current accounts  |                      | 13,602               |                      | 41,386              |
| (ii) In deposit accounts   |                      | 2,542,600            |                      | -                   |
|  |                      | <b>3,181,400</b>     |                      | <b>774,526</b>      |

Note : The above cash flow statement has been prepared under the "Indirect Method" as set out in the accounting standard - 3 on cash flow statements notified under the companies (Accounting Standards) Rules, 2006 (as amended).

In terms of our report attached of even date.

**For, Dhiren Shah & Co.**  
Chartered Accountants  
Firm Registration No. 114633W

**Dhiren Shan**  
Partner  
Mem. No. 035824

**Place:** Ahmedabad  
**Date :** May 23, 2016

For, **Amrapali Fincap Limited** For, **Amrapali Fincap Limited**

**Hasmukh A. Thakkar**  
Director  
DIN: 00071065

**Tushar Donda**  
Company Secretary

**Place:** Ahmedabad  
**Date :** May 23, 2016

**Chirag Y. Thakkar**  
Director  
DIN: 01993020

**Prakashchandra Shah**  
Chief Financial Officer

**Place:** Ahmedabad  
**Date :** May 23, 2016

**Amrapali Fincap Limited**  
**Notes to Accounts**

**Note 1: Share Capital**

| Particulars  | As at March 31, 2016 (Rupees) | As at March 31, 2015 (Rupees) |
|--|-------------------------------|-------------------------------|
| <b>Authorised:</b>   |                               |                               |
| 1,40,00,000 equity shares of Rs. 10 each with Voting Rights                | 140,000,000                   | 100,000,000                   |
| <b>Total</b>   | <b>140,000,000</b>            | <b>100,000,000</b>            |
| <b>Issued, Subscribed and Paid-up:</b>                                     |                               |                               |
| 1,34,40,000 equity shares of Rs. 10 each Fully paid-up with Voting Rights. | 134,400,000                   | 99,000,000                    |
| <b>Total</b>   | <b>134,400,000</b>            | <b>99,000,000</b>             |

**a) Share Capital Reconciliation**

| Particulars                             | Opening Balance   | Fresh Issue       | Bonus/ Esop/ Conversion/ Buyback | Closing Balance    |
|---|-------------------|-------------------|----------------------------------|--------------------|
| <b>Equity Shares With Voting Rights</b> |                   |                   |                                  |                    |
| Year Ended On 31 March, 2016            |                   |                   |                                  |                    |
| - Number Of Shares                      | 9,900,000         | 3,540,000         | -                                | 13,440,000         |
| - Amount (Rs.)                          | <b>99,000,000</b> | <b>35,400,000</b> | -                                | <b>134,400,000</b> |
| Year Ended On 31 March, 2015            |                   |                   |                                  |                    |
| - Number Of Shares                      | 9,900,000         | -                 | -                                | 9,900,000          |
| - Amount (Rs.)                          | <b>99,000,000</b> | -                 | -                                | <b>99,000,000</b>  |

**b) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

| Particulars                     | As at March 31, 2016 |               | As at March 31, 2015 |               |
|---------------------------------|----------------------|---------------|----------------------|---------------|
|                                 | No. of Shares        | Percentage    | No. of Shares        | Percentage    |
| Amrapali Industries Limited     | 993,695              | 7.39%         | 993,695              | 10.04%        |
| Chirag Thakkar                  | 1,706,242            | 12.70%        | 1,656,242            | 16.73%        |
| Prabhav Industries Limited      | 850,000              | 6.32%         | 855,000              | 8.64%         |
| Yantra Natural Resources Ltd.   | 1,405,000            | 10.45%        | 1,410,000            | 14.24%        |
| Aadhar Ventures India Limited   | 965,000              | 7.18%         | 965,000              | 9.75%         |
| Sanguine Media Limited          | 1,005,000            | 7.48%         | 1,010,000            | 10.20%        |
| Speciality Papers Limited       | -                    | -             | 802,000              | 8.10%         |
| Orange Mist Production Pvt Ltd  | 820,000              | 6.10%         | -                    | -             |
| Sunayana Investment Co. Limited | 765,000              | 5.69%         | -                    | -             |
| <b>TOTAL</b>                    | <b>8,509,937</b>     | <b>63.31%</b> | <b>7,691,937</b>     | <b>77.70%</b> |

b) The Company has not allotted shares as fully paid up, by way of bonus shares or without payment being received in cash during 5 years immediately preceeding March 31, 2016.

**Note 2: Reserves and Surplus**

| Particulars  | As at March 31, 2016 (Rupees) | As at March 31, 2015 (Rupees) |
|--|-------------------------------|-------------------------------|
| <b>Securities Premium Account</b>  |                               |                               |
| Balance as at the beginning of the period  | 890,100,000                   | 890,100,000                   |
| Add: Addition during the period  | 389,400,000                   | -                             |
| Less: Amounts utilized during the period   | -                             | -                             |
| - Public Issue Expenses  | (2,395,653)                   | -                             |
| <b>Balance as at the end of the period (A)</b>                                     | <b>1,277,104,347</b>          | <b>890,100,000</b>            |
| <b>Surplus in Statement of Profit and Loss</b>                                     |                               |                               |
| Balance at beginning of the period   | 12,498,391                    | 5,053,693                     |
| Add: Net Additional Income offered to Hon'ble Settlement Commission (Net of Taxes) | -                             | 7,508,097                     |
| Add: Profit for the period   | 1,996,670                     | (63,399)                      |
| <b>Balance as at the end of the period (B)</b>                                     | <b>14,495,061</b>             | <b>12,498,391</b>             |
| <b>Total (A)+(B)</b>   | <b>1,291,599,408</b>          | <b>902,598,391</b>            |

**Note 3: Trade Payables**

| Particulars  | As at March 31, 2016 (Rupees) | As at March 31, 2015 (Rupees) |
|--|-------------------------------|-------------------------------|
| <b>Total outstanding dues of micro enterprises and small enterprises</b> |                               |                               |
| Others   | 532,000                       | -                             |
| <b>Total</b>   | <b>532,000</b>                | <b>-</b>                      |

**Note 4: Other current liabilities**

| Particulars                                     | As at March 31, 2016 (Rupees) | As at March 31, 2015 (Rupees) |
|---|-------------------------------|-------------------------------|
| Statutory Dues including Tax Deducted at Source | 101,957                       | 2,042,515                     |
| Provision for Taxation                          | 1,039,000                     | -                             |
| <b>Total</b>                                    | <b>1,140,957</b>              | <b>2,042,515</b>              |



**Amrapali Fincap Limited**  
**Notes to Accounts**

**Note 5: Tangible Assets**

| Particulars                            | Gross Block          |                           |                           | Depreciation         |                     |                |             | Net Block            |                      |                      |
|--|----------------------|---------------------------|---------------------------|----------------------|---------------------|----------------|-------------|----------------------|----------------------|----------------------|
|  | As at April 01, 2015 | Additions during the year | Deletions during the year | As at March 31, 2016 | Upto March 31, 2015 | For the Period | On Deletion | As at March 31, 2016 | As at March 31, 2016 | As at March 31, 2015 |
| <b><u>Tangible Assets</u></b>          |                      |                           |                           |                      |                     |                |             |                      |                      |                      |
| Furniture                              | 258,886              | -                         | -                         | 258,886              | 119,956             | 30,917         | -           | 150,873              | 108,013              | 138,930              |
| Computer                               | 277,100              | -                         | -                         | 277,100              | 275,419             | 1,681          | -           | 277,100              | (0)                  | 1,681                |
| Mobile                                 | 11,800               | -                         | -                         | 11,800               | 6,565               | 925            | -           | 7,489                | 4,311                | 5,235                |
| Vehicle                                | 2,390,502            | -                         | -                         | 2,390,502            | 1,112,508           | 196,593        | -           | 1,309,101            | 1,081,401            | 1,277,994            |
|  |                      |                           |                           |                      |                     |                |             |                      |                      |                      |
| <b><u>Capital Work-in-progress</u></b> |                      |                           |                           |                      |                     |                |             |                      |                      |                      |
| Advance for Capital Assets             |                      | 210,000,000               | -                         | 210,000,000          | -                   | -              | -           | -                    | 210,000,000          | -                    |
|  |                      |                           |                           |                      |                     |                |             |                      |                      |                      |
| <b>Total</b>                           | <b>2,938,288</b>     | <b>-</b>                  | <b>-</b>                  | <b>2,938,288</b>     | <b>1,514,447</b>    | <b>230,115</b> | <b>-</b>    | <b>1,744,563</b>     | <b>211,193,725</b>   | <b>1,423,841</b>     |
| <b>Previous year</b>                   | <b>2,938,288</b>     | <b>-</b>                  | <b>-</b>                  | <b>2,938,288</b>     | <b>1,268,195</b>    | <b>246,253</b> | <b>-</b>    | <b>1,514,448</b>     | <b>1,423,840</b>     |                      |

**Amrapali Fincap Limited**  
**Notes to Accounts**

**Note 6 : Non-current Investments**

| Particulars   | As at March 31, 2016 (Rupees) |          |                   | As at March 31, 2015 (Rupees) |          |                   |
|---|-------------------------------|----------|-------------------|-------------------------------|----------|-------------------|
|   | Quoted                        | Unquoted | Total             | Quoted                        | Unquoted | Total             |
| <b>1) Investment in Equity instruments</b>  |                               |          |                   |                               |          |                   |
| a) 1869162 Shares of Amardeep Ind. Ltd.<br>(1869162 Equity Shares having face Value<br>Of Re. 1 Each Fuly Paid Up)              | 16,178,353                    | -        | 16,178,353        | 16,178,353                    | -        | 16,178,353        |
| b) 4725000 Shares of Amraworld Agrico Ltd.<br>(4725000 Equity Shares havinf Face Value<br>Of Re. 1 Each Fuly Paid Up)           | 2,598,750                     | -        | 2,598,750         | 2,598,750                     | -        | 2,598,750         |
| c) 1702591 Shares of Amrapali Ind. Ltd.<br>(1702591 Equity Shares having Face Value<br>Of Re. 5 Each Fuly Paid Up)              | 5,693,327                     | -        | 5,693,327         | 5,693,327                     | -        | 5,693,327         |
| d) 50000 Shares of Amrapali Cap. & Fin.<br>Services Ltd.<br>(50000 Equity Shares having Face Value Rs.<br>10 Each Fuly Paid Up) | 3,010,000                     | -        | 3,010,000         | 3,010,000                     | -        | 3,010,000         |
| <b>Total</b>  | <b>27480430</b>               |          | <b>27,480,430</b> | <b>27480430</b>               |          | <b>27,480,430</b> |
| <b>Total Non-Current Investments</b>  |                               |          | <b>27,480,430</b> |                               |          | <b>27,480,430</b> |
| Aggregate amount of total Investments   |                               |          | 27,480,430        |                               |          | 27,480,430        |
| Total market value of listed & quoted Investments   |                               |          | 20,387,072        |                               |          | 31,234,636        |
| Aggregate amount of Unquoted Investments  |                               |          | -                 |                               |          | -                 |

**Amrapali Fincap Limited**  
**Notes to Accounts**

**Note-7 Long-term loans & Advances**

| Particulars                          | As at March 31, 2016<br>(Rupees) | As at March 31, 2015<br>(Rupees) |
|--------------------------------------|----------------------------------|----------------------------------|
| <b>Unsecured Considered Good</b>     |                                  |                                  |
| Security Deposits                    | 214,360                          | 214,360                          |
| <b>Other Loans &amp; Advances</b>    |                                  |                                  |
| Balances with Government Authorities | 20,421,459                       | 15,853,979                       |
| Other Loans & Advances               | 212,661,278                      | 494,495,020                      |
| Ashwamegh Aaishrya Non Trading       | 5,559,603                        | 5,384,500                        |
| <b>Total</b>                         | <b>238,856,700</b>               | <b>515,947,859</b>               |

**Note-8 Other Non-Current Assets**

| Particulars  | As at March 31, 2016<br>(Rupees) | As at March 31, 2015<br>(Rupees) |
|--|----------------------------------|----------------------------------|
| Joint Venture with Aarya Grand Hotels & Resorts Pvt Ltd* | 520,727,009                      | -                                |
| <b>Total</b>   | <b>520,727,009</b>               | <b>-</b>                         |

\*The funds have been provided as joint venture agreement with Aarya Grand Hotels & Resorts Pvt Ltd.

**Note-9 Inventories**

| Particulars                               | As at March 31, 2015<br>(Rupees) | As at March 31, 2015<br>(Rupees) |
|---|----------------------------------|----------------------------------|
| Stock-Next Orbit Ventures Fund - ( Unit ) | 150,000,000                      | -                                |
| <b>Total</b>                              | <b>150,000,000</b>               | <b>-</b>                         |

**Note-10 Trade Receivables**

| Particulars  | As at March 31, 2016<br>(Rupees) | As at March 31, 2015<br>(Rupees) |
|--|----------------------------------|----------------------------------|
| <b>Unsecured Considered Good</b>   |                                  |                                  |
| Outstanding for a period exceeding six months from the date they are due for payment | 100,000                          | 100,000                          |
| Others   | 1,000                            | 991,533                          |
| <b>Total</b>   | <b>101,000</b>                   | <b>1,091,533</b>                 |

**Note-11 Cash & Bank Balances**

| Particulars  | As at March 31, 2016<br>(Rupees) | As at March 31, 2015<br>(Rupees) |
|--|----------------------------------|----------------------------------|
| <b>Cash &amp; Cash Equivalents</b>                                   |                                  |                                  |
| Cash on hand   | 625,198                          | 633,140                          |
| Bank Balances  | 13,602                           | 41,386                           |
| <b>Other Bank Balances</b>   |                                  |                                  |
| Deposits with maturity of more than 3 months but less than 12 months | 2,542,600                        | 100,000                          |
| <b>Total</b>   | <b>3,181,400</b>                 | <b>774,526</b>                   |

**Note - 12 Deferred Tax Asset**

| Particulars   | As at March 31, 2016<br>(Rupees) | As at March 31, 2015<br>(Rupees) |
|---|----------------------------------|----------------------------------|
| Opening Balance Of Deferred Tax Liability             | -                                | -                                |
| <b>Add : Deferred Tax Income For The Year</b>         | <b>6,599</b>                     | <b>-</b>                         |
| <b>Less : Adjusted Against Deferred Tax Liability</b> | <b>(1,404)</b>                   | <b>-</b>                         |
| <b>Total</b>  | <b>5,195</b>                     | <b>-</b>                         |

**Note-13 Short Term Loans & Advances**

| <b>Particulars</b>                  | <b>As at March 31, 2016<br/>(Rupees)</b> | <b>As at March 31, 2015<br/>(Rupees)</b> |
|-------------------------------------|--|--|
| <b>Unsecured considered good</b>    |  |  |
| Loans & Advances to Related Parties | 163,070,848                              | -  |
| Loans and advances to employees     | 67,000                                   | 72,000                                   |
| <b>Other Loans &amp; Advances</b>   |  |  |
| Prepaid Expense                     | 28,504                                   | -  |
| Others                              | 101,460,553                              | 450,152,122                              |
| <b>Total</b>                        | <b>264,626,905</b>                       | <b>450,224,122</b>                       |

**Note-14 Other Current Assets**

| <b>Particulars</b>                       | <b>As at March 31, 2016<br/>(Rupees)</b> | <b>As at March 31, 2015<br/>(Rupees)</b> |
|--|--|--|
| Amrapali Cap.And Fin.Ser.Ltd. Margin A/C | 11,500,000                               | 6,700,000                                |
| <b>Total</b>                             | <b>11,500,000</b>                        | <b>6,700,000</b>                         |

**Amrapali Fincap Limited**  
**Notes to Accounts**

**Note 15: Revenue from operations**

| Particulars          | For the year Ended as on March 31, 2016<br>(Rupees) | For the year Ended as on March 31, 2015<br>(Rupees) |
|----------------------|---|---|
| Commodity Trading    | 697,961   | (14,514,610)  |
| Mutual Fund Interest | 842,805   | 3,042,438   |
| Sale of Shares       | 122,505,937   | 36,373,769  |
| <b>Total</b>         | <b>124,046,703</b>                                  | <b>24,901,597</b>                                   |

**Note 16: Other income**

| Particulars   | For the year Ended as on March 31, 2016<br>(Rupees) | For the year Ended as on March 31, 2015<br>(Rupees) |
|---|---|---|
| Interest Income   | 60,285,160  | 94,627,412  |
| Receivable Bank Interest                                  | 20,544  | 7,042   |
| Bank Interest Received                                    | 1,379,228   | 2,305   |
| I.T.Refund Interest                                       | 58,584  | -   |
| Liabilities written back to the extent no longer required | 7,829   | -   |
| Share In Income Of Aarya Grand Hotels & Resorts Pvt Ltd   | 2,722,264   | -   |
| Receivable Interest                                       | 65,410  | -   |
| <b>Total</b>  | <b>64,539,019</b>                                   | <b>94,636,759</b>                                   |

**Note 17: Purchase of Stock In Trade**

| Particulars  | For the year Ended as on March 31, 2016<br>(Rupees) | For the year Ended as on March 31, 2015<br>(Rupees) |
|--|---|---|
| Purchase of Shares                                     | 110,964,884   | 30,460,500  |
| Purchase of Mutual Fund Units-Next Orbit Ventures Fund | 150,000,000   | -   |
| <b>Total</b>   | <b>260,964,884</b>                                  | <b>30,460,500</b>                                   |

**Note 18: (Increase)/Decrease in Inventory**

| Particulars                                   | For the year Ended as on March 31, 2016<br>(Rupees) | For the year Ended as on March 31, 2015<br>(Rupees) |
|---|---|---|
| Less : Opening Inventory                      | -   | -   |
| Add: Purchase of Mutual Units during the year | 150,000,000   | -   |
| Less: Consumption during the year             | -   | -   |
| Closing Stock-in-trade                        | 150,000,000   | -   |
| <b>Total</b>                                  | <b>(150,000,000)</b>                                | <b>-</b>  |

**Note 19: Employee benefits expense**

| Particulars      | For the year Ended as on March 31, 2016<br>(Rupees) | For the year Ended as on March 31, 2015<br>(Rupees) |
|------------------|---|---|
| Salary and wages | 1,674,680   | 1,427,057   |
| Bonus Expense    | 131,950   | 113,000   |
| <b>Total</b>     | <b>1,806,630</b>                                    | <b>1,540,057</b>                                    |

**Note 20: Finance Costs**

| Particulars             | For the year Ended as on March 31, 2016<br>(Rupees) | For the year Ended as on March 31, 2015<br>(Rupees) |
|-------------------------|---|---|
| <b>INTEREST EXPENSE</b> |   |   |
| Interest                | 173,055   | 26,905,143  |
| Bank Interest paid      | 343,870   | 168   |
| Finance Charges         | -   | 44,164  |
| <b>Total</b>            | <b>516,925</b>                                      | <b>26,949,475</b>                                   |

**Amrapali Fincap Limited**  
**Notes to Accounts**  
**Note 21: Other expenses**

| <b>Particulars</b>                | <b>For the year Ended as<br/>on March 31, 2016<br/>(Rupees)</b> | <b>For the year Ended as<br/>on March 31, 2015<br/>(Rupees)</b> |
|-----------------------------------|---|---|
| Advertisement & Publicity Expense | 38,670  | -   |
| Audit & Consultation Fees         | 502,500   | -   |
| Annual Fees ( AMC )               | 35,657  | 93,366  |
| Bank Charges                      | 26,019  | 8,485   |
| Underwriting Commission           | 200,000   | -   |
| Brokerage Expense                 | 113,673   | -   |
| CDSL Charges                      | 50,753  | -   |
| Custodial Fees                    | 25,688  | -   |
| Loss on Future & Option           | 67,157,964  | 53,641,368  |
| Professional Fees                 | 110,000   | 57,500  |
| NSDL Charges                      | 45,600  | -   |
| Miscellaneous Expense             | -   | 27,451  |
| Insurance Expense                 | 13,627  | 33,878  |
| Vehicle Repairing                 | 57,025  | 68,564  |
| Stationery & Printing Expense     | 19,904  | 4,000   |
| Rent Expense                      | 156,000   | 156,000   |
| Website & Brand Development Fees  | 30,000  | -   |
| Travelling Expense                | 9,300   | -   |
| Demat Charges                     | 7,980   | 852   |
| Securities Transaction Tax        | 2,652,385   | 1,782,278   |
| Commodity Transaction Tax         | 32,969  | 2,590,498   |
| Office Expense                    | 3,230   | 8,156   |
| Stamp Duty Charges                | 5,277   | 8,895   |
| Repairs & Maintenance Expense     | -   | 11,424  |
| CREDAI Registration Fees          | 75,000  | -   |
| Rates & Taxes                     | 54,483  | 1,611,352   |
| Director's Remuneration           | 300,000   | 300,000   |
| Income Tax for 2014-15            | 314,392   | -   |
| <b>Total</b>                      | <b>72,038,096</b>   | <b>60,404,066</b>   |

**NOTE NO. : "22"**

**Significant Accounting Policies and Financial Statements:**

**(I). COMPANY'S OVERVIEW :**

The company was incorporated on November 4, 2004 in the name of Amrapali Fincap Private Limited ('The Company') vide Certificate of Incorporation No. U65999GJ2004PTC044988 under the Companies Act, 1956. The company has changed its name from "Amrapali Fincap Private Limited" to "Amrapali Fincap Limited" by converting the company from private limited to public limited company and the same has been registered with Registrar of Companies as on May 6, 2015 with under Companies Act, 2013.

Further, during the F.Y. 2015-16, the company has come up with Initial Public Issue of 35,40,000 equity shares of Rs. 10/- each at premium of Rs. 110/- per Equity share amounting to total Rs. 42,48,00,000/-. The issue was open during July 20, 2015 to July 22, 2015 and complied with all the requirements as per chapter XB of SEBI (ICDR) Regulation, 2009. After this the company has made the application to BSE for listing of securities on BSE SME portal and the same has been approved by the BSE. Therefore, the company listed on the BSE SME portal from August 5, 2015.

The Company is engaged in the business of trading in Shares, Commodity, Future & options and Financing activities. The company has carried out financing activities out of its own surplus funds.

**(II). Significant Accounting Policies:**

**1. Basis of Preparation of Financial Statements:**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 133 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Revised Schedule III to the Companies Act, 2013.

**2. Inventories:**

Inventories are valued at lower of cost or net realizable value.

**3. Depreciation :**

Depreciation on fixed assets is provided on Straight balance Method based on the useful life of the assets as prescribed under Schedule II to the Companies Act, 2013. On additions/deletions, pro rata depreciation has been provided.

**4. Revenue Recognition :**

Revenue is recognized based on the nature of activity, when consideration can be reasonably measured and there exists reasonable certainty of its recovery.

**5. Fixed Assets :**

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation. All costs relating to the acquisition and installation of fixed assets are capitalized.

**6. Investments:**

Investments are valued and shown at cost.

**7. Borrowing Costs:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Statement of Profit and Loss account.

**8. Related Party Transactions:**

Disclosure of transactions with Related Parties ,as required by Accounting Standard 18-" Related Party Disclosures" as specified in the Companies (Accounting Standard) Rules 2006 (as amended) has been shown as under. Related parties as defined under clause 3 of the Accounting Standard 18 have been identified on the basis of representation made by the management and information available with the company.

**(A) List of related party and their nature of relationship:**

| Sr. No. | Nature of Relationship   | Name of the Parties   |
|---------|--------------------------|---|
| 1.      | Key Managerial personnel | 1. Mr. Has Mukh A. Thakkar<br>2. Mr. Ganpat M. Rawal<br>3. Mr. Chirag Y. Thakkar<br>4. Mr. Saurabh B. Shah<br>5. Mrs. Bhumi Patel |

**(B) Transactions with Related Parties:**

| Sr. No. | Name of Related Parties                | Nature of Relation             | Nature of Transaction with related parties | Volume of Transaction Amount (Rs.) |          | Balance at the end of the Year |         |
|---------|--|--------------------------------|--|------------------------------------|----------|--------------------------------|---------|
|         |  |                                |  | 2015-16                            | 2014-15  | 2015-16                        | 2014-15 |
| 1.      | Hasmukh Thakkar                        | Key Managerial Personnel (KMP) | Managerial Remuneration                    | 3,00,000                           | 3,00,000 | -                              | -       |
| 2.      | Yashwant Thakkar                       | Associate Concern              | Advance Given for Land                     | 21,00,00,000                       | -        | 21,00,00,000                   | -       |
| 3.      | Amrapali Finance                       | Associate Concern              | Loan Given                                 | 1697730928                         | -        | 16,30,70,848                   |         |
|         |  |                                | Loan Repaid                                | 1534607800                         |          |                                | -       |
|         |  |                                | Interest paid                              | 52,280                             |          |                                | -       |
| 4.      | Amrapali Capital & Finance Ltd         | Associate Concern              | Margin Money                               | 1,15,00,000                        | -        | -                              | -       |
| 5.      | Amrapali Capital & Finance Ltd         | Associate Concern              | Office Rent Paid                           | 1,56,000                           | -        | 6,000                          | -       |
| 6.      | Aarya Grand Hotels & Resorts Pvt. Ltd. | Associate Concern              | Share Income from Joint Venture            | 27,22,264                          | -        | -                              | -       |
| 7.      | Sunny Thakkar                          | Relative of KMP                | Interest Received                          | 38,040                             | -        | -                              | -       |

**9. Earnings Per Share:**

The Company reports basic and diluted earnings per share (EPS) in accordance with the Accounting Standard 20 prescribed under The Companies (Accounting Standards) Rules, 2006 (as amended). The Basic EPS has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares outstanding during the accounting year. The Diluted EPS has been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding at the end of the year.

| Particulars                        | F.Y. 2015-16 | F.Y. 2014-15 |
|------------------------------------|--------------|--------------|
| Net profit after tax               | 19,96,670    | (63399)      |
| Weighted Avg. No. of Equity Shares | 1,34,40,000  | 99,00,000    |
| Basic Earnings per shares          | 0.15         | -0.01        |
| Diluted Earnings per shares        | 0.15         | -0.01        |

**10. Provisions:**

The company recognizes provision when there is a present obligation of the enterprise arising from past events, the settlement of which is expected to result in an outflow from the enterprise of resources embodying economic benefits which can be measured only by using substantial degree experience of similar transactions.

**(III). GENERAL NOTES:**

As regards the other Accounting Standards, they are statutorily applicable to our Company i.e. Amrapali Fincap Limited but as there are no transactions inviting those Accounting Standards, no specific disclosures on the same are made.

**(IV). OTHER NOTES FORMING PART OF THE ACCOUNTS:**

1. Previous year figures have been regrouped and / or rearranged where ever necessary.
2. The Company has carefully considered the impact of Accounting Standard -28 pertaining to Impairment loss. As the recoverable amount of assets is higher than the W.D.V. of its Fixed Assets and hence no provision is made for impairment of Assets.
3. The balances of unsecured loan, trade payables, loans & advances and trade receivables are subject to confirmation by respective parties.



4. In the opinion of the Board of Directors, provisions for depreciation and all liabilities are adequate and not in excess of the amount reasonably necessary.
5. Wherever external evidence in the form of cash memos / bills / supporting are not available, the internal vouchers have been prepared, authorized and approved.
6. The company's major business activity is of trading in shares & securities in future and option segment and gross turnover of trading in future and option segment is of Rs. 5339.22 crores. The company has also carried out the business of trading in commodity and gross turnover of trading in commodity is of Rs. 65.87 crores.
7. The company is having its own funds which were temporarily given on a current account transaction under the principle of commercial expediency for the business purpose.  
However, the company has already filed an application before the RBI for granting the registration to the company as a Non-Banking Finance Company vide application dated May 13, 2016.

***Signature to Notes forming parts of Accounts "1" to "22"***

**For, Dhiren Shah & Co.,  
Chartered Accountants  
Firm Reg. No. 114633W**

**For, and on behalf of Board of Directors,  
Amrapali Fincap Limited**

**Dhiren shah  
(Partner)  
Memb. No. 035824**

**Hasmukh Thakkar  
Managing Director  
DIN 00071065**

**Chirag Thakkar  
Director  
DIN 01993020**

**Tushar Donda  
Company Secretary**

**Prakashchandra Shah  
Chief Financial Officer**

**Place:** Ahmedabad  
**Date:** May 23, 2016

**Place:** Ahmedabad  
**Date:** May 23, 2016

To,

**Satellite Corporate Services Private Limited**

B-302, Sony Apartment, Opp. St. Jude High School,  
90 ft. Road, Off Andheri Kurla Road, Jarimari,  
Sakinaka, Mumbai - 400 072

Dear Sir/Ma'am,

**Sub: Updation of Shareholder Information**

**Ref: Amrapali Fincap Limited (CIN: L74999GJ2004PLC044988)**

I/we request you to record the following information against my/our folio no.;

|  |          |                   |  |
|--|----------|-------------------|--|
| Folio Number   |          | No of Shares Held |  |
| Name of the Shareholder  | 1.<br>2. |                   |  |
| Address of The First Holder  |          |                   |  |
| Email Id   |          |                   |  |
| PAN  |          | Telephone No(s)   |  |
| Specimen Signature(s)  | 1. 2.    |                   |  |
| <b>Attestation By Bank Under Their Stamp</b><br>Name of the officer<br>Authorization Code Number<br>Contact Number |          |                   |  |

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete/incorrect information, I/we would not hold the Company /RTA responsible. I/We understand that the above details shall be maintained till I/we hold the securities under above folio number. Pursuant to Section 101 of the Companies Act, 2013 read with Rule made thereunder, I also give consent to the company to send the Notices, Annual Reports etc. through electronically.

**Place:**

**Date:**

**Note:**

\_\_\_\_\_  
**Signature of sole/ First Holder**

1. Shareholders who hold the shares in demat mode are requested to update the details with their Depository Participant.
2. Members who hold shares in physical mode are requested to send this form duly filled and signed with their signature which shall be duly attested by their banker under their name, authorization code number, contact number and Account number with the bank.
3. Attach following documents along with form;
  - a) Attested copy of the PAN card.
  - b) Attested copy of Aadhar Card/Passport/ration Card/Driving Licence/Voter Id (any one) (If PAN card is not obtained)
  - c) Attested copy of latest utility Bill (Telephone/Electricity/Gas) (any one) (if the address is changed)
  - d) In case of death of any holder kindly send attested copy of the death certificate.

**Amrapali Fincap Limited**

**CIN:** L74999GJ2004PLC044988

**Regd. Off:** 19, 20, 21 3rd Floor, Narayan Chambers, Behind Patang Hotel, Ellisbridge, Ashram Road, Ahmedabad – 380 009

**Phone:** +91-79- 2657 5105/06 **Fax:** +91-79-2657 9169 **E-mail:** investors@amrapali.com **Web:** www.amrapali.co.in

**ATTENDANCE SLIP**

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

I/we hereby record my/our presence at the 12<sup>th</sup> Annual General Meeting of Amrapali Fincap Limited held on Friday, September 30, 2016 at 04:00 p.m. at the registered office of the Company situated at 19, 20, 21 3rd Floor, Narayan Chambers, Behind Patang Hotel, Ellisbridge, Ashram Road, Ahmedabad – 380 009.

**Member's/Proxy's Name in Block Letters**

**Member's/Proxy's Signature**

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

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

**PROXY FORM**

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>th</sup> Annual General Meeting and/or any adjournment thereof of Amrapali Fincap Limited to be held on Friday, September 30, 2016 at 04:00 p.m. at the registered office of the Company situated at 19, 20, 21 3rd Floor, Narayan Chambers, Behind Patang Hotel, Ellisbridge, Ashram Road, Ahmedabad – 380 009 and/or any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.             | Resolution   | Vote (Optional see Note 2)<br>(Please mention no. of shares) |         |         |
|----------------------------|--|--|---------|---------|
|                            |  | For  | Against | Abstain |
| <b>Ordinary businesses</b> |  |  |         |         |
| 1.                         | Adoption of financial statements   |  |         |         |
| 2.                         | Appointment of Mr. Chirag Thakkar as a director liable to retire by rotation   |  |         |         |
| 3.                         | Appointment of Statutory Auditors and fix their remuneration   |  |         |         |
| <b>Special Businesses</b>  |  |  |         |         |
| 4.                         | Appointment cum regularization of appointment of Ms. Bhumi Patel (DIN 07473437) as a Non-Executive Director, designated as Women Director. |  |         |         |
| 5.                         | Appointment of Mr. Devendra Shah (DIN 03310400) as an Additional (Non – Executive Independent) Director of the Company                     |  |         |         |
| 6.                         | Authority to the Board of Directors to borrow monies   |  |         |         |
| 7.                         | Authority for Creation of Charge / Mortgage on Property of the Company   |  |         |         |
| 8.                         | To make investment in excess of limit prescribed under Section 186 of the Companies Act, 2013  |  |         |         |

Signed this.....day of.....2016

\_\_\_\_\_  
**Signature of shareholder**

\_\_\_\_\_  
**Signature of Proxy holder(s)**

Affix  
Revenue  
Stamp of not  
less than  
Rs. 1

**Note:**

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 28, 2016 at 04:00 p.m.)
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.