

Notice

Notice is hereby given that the 23rd (Twenty Third) Annual General Meeting of the Members of Amrapali Capital And Finance Services Limited ("The Company") will be held at the Registered Office of the Company situated at Shop No. 3, Ground Floor, Ashoka Complex, B/H. Woodland Hotel, Naroli Cross Road Silvassa – 396 230 on Saturday, September 30, 2017 at 11:00 A.M. to transact the following businesses:

Ordinary Businesses:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Bhumi Patel (DIN 07473437), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. To Re-appointment 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 **Ordinary 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 who shall hold office from the conclusion of this 23rd Annual General Meeting till the conclusion of the 27th Annual General Meeting to be held in the calendar year 2021, subject to ratification of appointment at every subsequent Annual General Meeting to be held after 23rd Annual General Meeting 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. Change in the designation of Mr. Alkesh Patel (DIN 00189943) to Non - Executive 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 Section 149, 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), Mr. Alkesh Patel (DIN 00189943), who is acting as an Independent Director of the Company since March 23, 2015 and in respect of whom the Company has received the written consent from him to change his designation, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

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

Registered Office

Shop No. 3, Ground Floor,
Ashoka Complex, B/H. Woodland Hotel,
Naroli Cross Road, Silvassa-396230

Place: Ahmedabad

Date: September 04, 2017

By order of the Board of Directors
For, **Amrapali Capital and Finance Services Limited**

Chirag Thakkar
Managing Director
DIN 01993020

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 and 4 of the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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

The instrument appointing the proxy, 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 are requested to bring their Attendance slip/proxy form duly filled and signed 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 in advance a duly certified copy of the board resolution/power of attorney 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 Thursday, September 21, 2017 to Saturday, September 30, 2017 (both days inclusive) and same will be re-opened from Sunday, October 1, 2017 onwards.
7. The route map showing directions to reach the venue of the 23rd 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 2016-17 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 2016-17 will also be available on the Company's website viz. www.amrapali.com.
17. 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 2016-17. 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 fund established under Section 125 of the Companies Act, 2013.
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 and 4 of the Notice are provided hereunder;

Particulars	Ms. Bhumi Patel	Mr. Alkesh Patel
Date of Birth	June 4, 1988	January 7, 1960
Date of Appointment at current designation and term	March 18, 2016	September 15, 2015
Educational Qualifications	M.Com	Commerce Graduate
Expertise in specific functional areas - Job profile and suitability	She is having knowledge and experience of more than 3 years in the field of accounting and finance.	Mr. Alkesh Patel is having 38 years wide experience in the field of legal and government department. He is having wide and depth knowledge of the rules, regulations and buy-laws of stock exchanges and various government departments.
Directorships held in other public companies*	1. Amrapali Fincap Limited	-
Memberships / Chairmanships of committees of public companies**	Member – 2	-
Inter-se Relationship with other Directors.	No Relation	No Relation

*Excluding foreign companies and Section 8 companies

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

Annexure to Notice
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("The Act")

Item No. 3

The Members of the Company, in their last Annual General Meeting, has appointed M/s. Doshi Maru & Associates, Chartered Accountants, Jamnagar (FRN: 0112187W) as Statutory Auditor of the Company for a period from the conclusion of last annual general meeting till the conclusion of ensuing annual general meeting. Therefore, their tenure of office expires at the ensuing annual general meeting.

The company have received consent from statutory Auditors M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) to act as statutory auditors of the company along with the eligibility certificate. The Audit Committee has also recommended their appointment. The Board of Directors considered the matter and recommends the passing of the Ordinary Resolution appointing M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) as statutory auditors from the conclusion of this 23rd Annual General Meeting till the Conclusion of 27th Annual General Meeting to be held in the year 2021.

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

Item No. 4

Mr. Alkesh Patel is acting as an Independent Director of the Company. Further, as per the Provision of Section 149 of the Company, the Company shall have optimum combination of the Executive and Non-Executive Directors on the Board.

The Board of Directors of the Company has received consent from Mr. Alkesh Patel, the present Director of the Company to change his designation to Non-Executive Director of the Company.

The Board has considered the consent of Mr. Alkesh Patel and recommended change of his designation from Independent to Non-Executive Director of the Company.

Mr. Alkesh Patel is having 38 years wide experience in the field of legal and government department. He is having wide and depth knowledge of the rules, regulations and buy-laws of stock exchanges and various government departments.

Save and except Mr. Alkesh Patel and his relatives to the extent their shareholding in the Company, none of the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out.

Registered Office

Shop No. 3, Ground Floor,
Ashoka Complex, B/H. Woodland Hotel,
Naroli Cross Road, Silvassa-396230

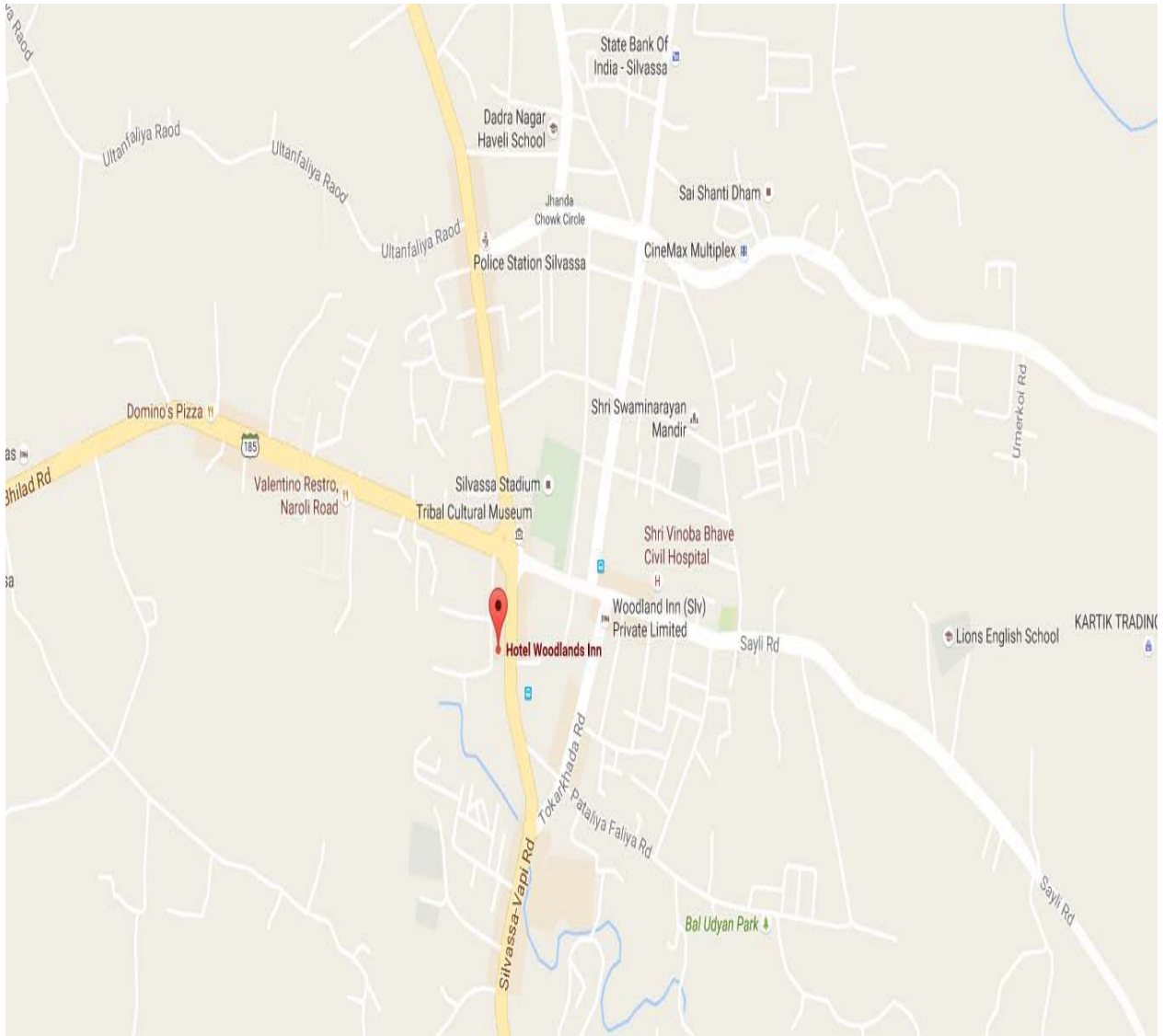
Place: Ahmedabad

Date: September 04, 2017

By order of the Board
For, **Amrapali Capital and Finance Services Limited**

Chirag Thakkar
Managing Director
DIN 01993020

Route map to the venue of Annual General Meeting



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 Capital and Finance Services Limited (CIN: L65910DN1994PLC000362)

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. 2.		
Address of The First Holder			
Email Id			
PAN		Telephone No(s)	
Specimen Signature(s)	1. 2.		
Attestation By Bank Under Their Stamp Name of the officer Authorization Code Number 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:

Signature of sole/ First Holder

Note:

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 Capital and Finance Services Limited

CIN: L65910DN1994PLC000362

Regd. Off: Shop No. 3, Ground Floor, Ashoka Complex, B/H. Woodland Hotel, Naroli Cross Road Silvassa – 396 230
Corp. 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:** acfsl@amrapali.com **Web:** www.amrapali.com

ATTENDANCE SLIP

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

I/we hereby record my/our presence at the twenty-third Annual General Meeting of Amrapali Capital and Finance Services Limited held on Saturday, September 30, 2017 at 11:00 a.m. at the registered office of the Company situated at Shop No. 3, Ground Floor, Ashoka Complex, B/H. Woodland Hotel, Naroli Cross Road Silvassa – 396 230.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

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

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

PROXY FORM

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

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

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

- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the twenty-third Annual General Meeting of Amrapali Capital and Finance Services Limited to be held on Saturday, September 30, 2017 at 11:00 a.m. at the registered office of the Company situated at Shop No. 3, Ground Floor, Ashoka Complex, B/H. Woodland Hotel, Naroli Cross Road Silvassa – 396 230 and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary businesses				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon			
2.	To appoint a Director in place of Mrs. Bhumi Patel (DIN 07473437), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment			
3.	To Re-appointment Statutory Auditor and to fix their remuneration			
Special Businesses				
4.	Change in the designation of Mr. Alkesh Patel (DIN 00189943) to Non - Executive Director of the Company			

Signed this.....day of.....2017

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 29, 2017 at 11:00 a.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.