



**PROCEEDING OF THE 11<sup>TH</sup> ANNUAL GENERAL MEETING OF AMRAPALI FINCAP LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 19, 20, 21 NARAYAN CHAMBERS, 3RD FLOOR, BEHIND PATANG HOTEL, ASHRAM ROAD, AHMEDABAD ON WEDNESDAY, 30<sup>TH</sup> DAY OF SEPTEMBER, 2015 AT 11.00 A.M.**

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**Sitting on the dais:**

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|------------------------|-------------------------|
| 1. Mr. Hasmukh Thakkar | Managing Director       |
| 2. Mr. Chirag Thakkar  | Director                |
| 3. Mr. Ganapat Rawal   | Director                |
| 4. Mr. Saurabh Shah    | Director                |
| 5. Mr. Tushar Donda    | Company Secretary       |
| 6. Mr. Rahul Adesara   | Chief Financial Officer |

**Invitee:**

- |                    |                     |
|--------------------|---------------------|
| 7. Mr. Dhiren Shah | (Statutory Auditor) |
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**Members' attendance:**

Total 8 members attended the meeting in persons.

Mr. Hasmukh Thakkar, Managing Director of the Company, took the chair and welcomed the members to the 11<sup>th</sup> Annual General Meeting of the Company.

After ascertaining that the requisite quorum for the meeting was present and the meeting is validly constituted, the Chairman called the meeting to an order.

The Register of Director's Shareholding, Register of Contracts and Register of Members were available during the meeting for inspection of the members.

Thereafter, Mr. Hasmukh Thakkar, Managing Director of the Company gave highlights on Company's working and its future prospects.

Thereafter he requested Mr. Tushar Donda, Company Secretary of the Company to read the Notice convening 11<sup>th</sup> Annual General Meeting of the Company and Mr. Tushar Donda has read the same. With the permission of members present at the meeting, the Notice convening the 11<sup>th</sup> Annual General Meeting of the Company, as circulated to the Shareholders of the Company was taken as read.

The Chairman informed that there are no qualifications, observations or comments on the financial transactions or matters in the Auditor's report to the members, which have any adverse effect on the functioning of the Company. Further, with the permission of members present at the meeting, the Auditors' Report, as circulated to the Shareholders of the Company was taken as read.

The Chairman further informed that the resolutions prescribed in the notice convening the 11<sup>th</sup> Annual General Meeting will be passed through show of hands by the members present at the meeting.

Thereafter he invited the Shareholders raise their question about the performance of the Company. Shareholders asked few questions on the performance of the Company, possibility of future development of the business, competitiveness of company in Indian market and future prospects of company engaged in the business of Finance.

All the questions were responded to the satisfaction of the Shareholders by Mr. Hasmukh Thakkar, Managing Director of the Company.

Then after businesses as mentioned in the notice covering 11<sup>th</sup> Annual General Meeting were put to votes. The Resolutions for the Ordinary/Special businesses as set out in Item no. 1 to 5 of the notice of 11<sup>th</sup> Annual General Meeting, duly approved by the members with requisite majority are recorded hereunder as part of the Minutes of 11<sup>th</sup> Annual General Meeting held on September 30, 2015 at 11.00 a.m. at the registered office of the Company.

#### **Ordinary Businesses:**

##### **Item no. 1 – Consideration and adoption of financial statements of account of the Company for the financial year ended on March 31, 2015.**

Proposed by: Mr. Alkesh Patel  
Seconded by: Mr. SunnyThakkar

**“RESOLVED THAT** the financial statement of account for the financial year ended on March 31, 2015, as circulated to the Shareholders along with Auditors’ report and Directors’ Report, be and the same are hereby approved and adopted.”

On being put to vote, the motion was passed with requisite Majority as an Ordinary Resolution by show of hands.

##### **Item no. 2 – Re-appointment of Mr. Hasmukh Thakkar, Managing Director of the Company who retired by rotation and being eligible, offered himself for re-appointment.**

Proposed by: Mr. Chirag Thakkar  
Seconded by: Mr. Nimit Shah

**“RESOLVED THAT** Mr. Hasmukh Thakkar, Managing Director of the Company (holding DIN:00071065) who retired by rotation at this Annual General Meeting of the Company, being eligible, offered himself for re-appointment, be and is hereby re-appointed as Managing Director of the Company liable to retire by rotation.”

On being put to vote, the motion was passed with requisite Majority as an Ordinary Resolution by show of hands.

##### **Item no. 3 – Appointment of M/s. Dhiren Shah & Co., Chartered Accountants, Ahmedabad as Auditors and fixing their remuneration.**

Proposed by: Mr. Shailesh Jhaveri  
Seconded by: Mr. Saumil Bhavnagri

**“RESOLVED THAT** pursuant to provisions of Section 139 and other applicable provisions of the Companies Act 2013, and the Rules framed there under, M/s. Dhiren Shah & Co., Chartered Accountants, Ahmedabad [FRN: 114633W] be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of 11th Annual General Meeting till the conclusion of 13th Annual General Meeting (subject to ratification of appointment at next Annual General Meeting) at a remuneration as may be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit.”

On being put to vote, the motion was passed with requisite Majority as an Ordinary Resolution by show of hands.

#### **Special Businesses:**

#### **Item no. 4 –Appointment of Mr. Saurabh Shah (DIN: 06583142) as an Independent Director of the Company.**

Proposed by: Mr. Chirag Thakkar  
Seconded by: Ms. Harsha Jhaveri

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. Saurabh Shah (DIN: 06583142), a Non Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to March 31, 2020.”

On being put to vote, the motion was passed with requisite Majority as an Ordinary Resolution by show of hands.

#### **Item no. 5 –Appointment of Mr. Ganpat Rawal (DIN: 00190484) as an Independent Director of the Company.**

Proposed by: Ms. Dharti Thakkar  
Seconded by: Mr. Nimit Shah

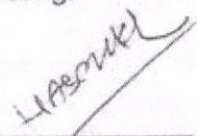
**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. Ganpat Rawal (DIN: 00190484), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for

independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to March 31, 2020."

On being put to vote, the motion was passed with requisite Majority as an Ordinary Resolution by show of hands.

The Chairman concluded the meeting with vote of thanks to all the Shareholders for their co-operation and sparing their valuable time for attending the meeting.

Date: 09 / 10 / 2015  
Place: Ahmedabad.

  
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Hasmykh Thakkar  
Chairman