

**Date: March 29, 2016**

To,  
BSE Limited  
P. J. Tower, Dalal Street,  
Fort, Mumbai - 400 001

Dear Sir/Ma'am,

**Subject: Voting Result of the Postal Ballot pursuant to Regulation 44 (3) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Reference: Amrapali Fincap Limited (Scrip Id: AMRAFIN Scrip Code: 539265)**

With reference to captioned subject, I please to disclose the Voting Result of the Resolution carried out by our Company through Postal Ballot Notice dated February 26, 2016. We are attaching the following documents relating to the outcome of the Postal Ballot including the Voting result in terms of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

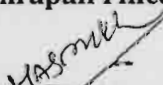
1. Declaration of Voting Result.
2. Scrutinizer Report.
3. Voting results in the format specified by SEBI vide its circular No. CIR/CFD/CMD/8/2015 dated November 4, 2015.

We request you to take the same on record.

Thanking You

Yours Faithfully

**For, Amrapali Fincap Limited**

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

**Place: Ahmedabad**

**RESULT OF THE POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, IN RESPECT OF ITEM OF BUSINESS MENTIONED IN THE POSTAL BALLOT NOTICE DATED FEBRUARY 26, 2016 OF AMRAPALI FINCAP LIMITED**


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I, the undersigned, the Managing Director of the company, hereby declare that in respect of Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the companies (Management and Administration) Rules 2014, for passing the following item of business, the results as per the Scrutinizer Report dated March 29, 2016 of the Scrutinizer appointed by the Board of Directors of the Company, are as under:

Description of business	Votes cast in favor of the Resolution		Votes cast against the Resolution	
	No. of Votes	Percentage	No. of Votes	Percentage
<b>Special Resolution:</b> Variation in terms of Contracts or objects in Prospectus dated July 14, 2015	2168159	100.00	0	0.00

In view of the above, the aforesaid Special Resolution has been declared as carried/passed with requisite majority. A copy of the Report of the Scrutinizer submitted pursuant to Rule 22(9) is attached.

**For, Amrapali Fincap Limited**

  
**Hasmukh Thakkar**  
Managing Director  
DIN: 00071065

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

**CS Anand S. Lavingia**  
(ACS, LL.B (Spl.), B.Com)  
**Practicing Company Secretary**

To,  
The Board of Directors  
Anrapali Fincap Limited  
Ahmedabad.

Dear Sir,

**Subject: Scrutinizer Report on Voting Results of Postal Ballot process carried out by the Company.**

I, Anand Lavingia, Practicing Company Secretary, has been appointed as a Scrutinizer of Anrapali Fincap Limited ("the Company"), pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of scrutinizing the Postal Ballot Process carried out by the Company in a fair and transparent manner on the below mentioned resolution, as mentioned in the Notice of Postal Ballot dated February 26, 2016.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the listing agreement, relating to Postal Ballot process on the resolution contained in the aforesaid notice of Postal Ballot. My responsibility as a scrutinizer is to ensure and scrutinize the voting done through postal ballot process in a fair and transparent manner and to make a report of the votes cast "in favour" or "against" the resolution, based on of physical voting through postal ballot process.

Following resolution was carried out by the Company through Postal Ballot:

- 1. *Special Resolution Variation in terms of Contracts or objects in Prospectus dated July 11 2015.*

Hereby report as under;

1. On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on February 19, 2016 (Cut-off Date), the Company completed dispatch of the Notice of Postal Ballot:
  - A. by email to Members who had registered their email-ids with the Company on or before February 27, 2016 and
  - B. By Courier to Members in physical form on or before February 27, 2016.
- 2 The Company has also placed the Notice of Postal Ballot on the Web site of the Company and submitted the copy of the same to the stock exchange.

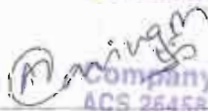
515-416 4<sup>th</sup> Floor, Pashupam Complex, Opp. Seema Hall, Anand  
Satellite, Ahmedabad - 380 061.  
O/Fax: 079-40051703, M: 94270 49481

**Anand Lavingia**  
*(Signature)*  
**Company Secretary**  
ACS 26458d, COP 11410

**CS Anand S. Lavingia**  
(ACS, LL.B (Spl.), B.Com)  
**Practicing Company Secretary**

3. The Company has given the news paper advertisement for date and time of commencement and end of remote e-voting in;
  - A. The Western Times (Vernacular Language - Gujarati) &
  - B. The Western Times (English Language).
4. The Shareholders holding Shares as on the "Cut off" date, i.e. February 19, 2016 were entitled to vote through postal ballot process on the resolution mentioned in the Notice of Postal Ballot.
5. In terms of the aforesaid Notice, the voting through Postal Ballot was opened on February 28, 2016 (09.00 A.M.) and ended on March 28, 2016 (05:00 P.M.). Members were required to cast their votes by conveying their assent or Dissent, as the case may be, in respect of the Special Resolution through Postal Ballot.
6. Further, in terms of Companies (Management and Administration) Amendment Rules, 2015, the Company does not require to provide the facility of voting through electronic means and therefore, no e-voting facility was provided by the Company.
7. I have received the postal ballot forms from the shareholders during the period starting from February 28, 2016 till March 28, 2016 (05:00 P.M.) All the postal ballot forms up to March 28, 2016 (5.00 P.M.), being last date fixed by the Company for receipt of the postal ballot forms, were considered for my scrutiny.
8. On scrutiny, I report that 19 shareholders exercised their vote through postal ballot forms out of which 2 (two) postal ballot form were rejected due to signature differed and 3 (Three) are excluded from voting being interested party to the resolution.
9. There were no defaced or mutilated postal ballot papers.
10. The particulars of all Postal Ballot Forms received from Members have been entered in a separate Register maintained for the purpose, as required under Rule 22 (10) of the Companies (Management and Administration) Rules, 2014.
11. The summary of votes cast through the postal ballot is attached as an Annexure I.
12. The Register, all other papers and relevant records relating to postal ballot process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid postal ballot and thereafter the same will be handed over to the Company Secretary of the Company.
13. The result of the voting by members through postal ballots process in respect of the above mentioned resolution may accordingly be declared by the Chairman or any other Director, as decided by the Board of Director of the Company and who has also countersigned this report.

**Anand Lavingia**

  
**Company Secretary**  
ACS 26458 - COP 11410

15/16 4<sup>th</sup> Floor, Pushpam Complex, Opp. Seema Hall, Anand Nagar Road,  
Satellite, Ahmedabad - 380 051.

O/Fax: 079-40051702, M: 94270 49481



**CS Anand S. Lavingia**  
(ACS, M., B (Spl.), F. Com)  
**Practicing Company Secretary**

**Result of the Postal ballot:**

As per Rule 22(7) of the Companies (Management and Administration) Rules, 2014, if a resolution is assented by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed at a General Meeting in that behalf.

Since the conditions prescribed under Section 114 (2) of the Companies Act, 2013, for a Special Resolution has been met; the resolution is considered to have been approved as Special Resolution, by the Shareholders of the Company.

You requested to take note of the above and oblige.

**Anand Lavingia**

Place: Ahmedabad  
Date : March 29, 2016

Signature :

  
Company Secretary  
ACS 26458 COP 11410

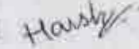
Name of Company Secretary : Anand Lavingia  
C.P.No. : 11410

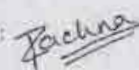
**Declaration**

We, the undersigned witnesseth that The postal ballot papers were opened in our presence:


**Witness 1:**  
Harsh Shah  
A-11 Nilay Apartments,  
B/n Navrang School,  
Naranpura,  
Ahmedabad - 380013

**Witness 2:**  
Rachna Doshi  
B-5 Siddhi Flats,  
Nava Vilas Gruh Road,  
Opera, Paldi,  
Ahmedabad - 380007

Sign: 

Sign: 

Countersigned by  
For Annapad Finance Limited

  
Hasmukh Thakkar  
Managing Director  
DIN: 00071065



**CS Anand S. Lavingia**  
 [ACS, (M.A.) (Spl.), B.Com.]  
**Practicing Company Secretary**

Annexure I

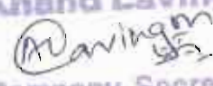
**Report of Scrutinizer**

*[Pursuant to Section 110 of the Companies Act, 2013 and rule 22 of the Companies  
 (Management and Administration) Rules, 2014]*

**Resolution 1 - Variation in terms of Contracts or objects in Prospectus dated July 14, 2015: -  
 SPECIAL RESOLUTION.**

Sr. No.	Particulars	No. of Members voted	No. of Votes cast by them	Percentage
1.	Total Voting received	19	5070100	--
2.	Less:			
	a) Votes excluded from counting the voting result due to interested parties	3	2700741	--
	b) Invalid Votes due to signature differed	2	201200	--
4.	Total Valid Votes received	14	2168159	--
5.	Votes in favor of resolution	14	2168159	100.00
6.	Votes against the resolution	0	0	0.00

Place: Ahmedabad  
 Date: March 29, 2016

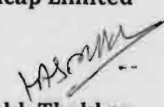
Signature:   
**Company Secretary**  
 ACS 26458 COP 11410  
 Name of Company Secretary: Anand Lavingia  
 C.P.No.: 11410

**VOTING RESULTS OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

<b>Date of the AGM/EGM</b>					Postal Ballot: - Voting was opened on February 28, 2016 and ended on March 28, 2016			
<b>Total number of shareholders on record date</b>					131 Shareholders			
<b>Total number of shareholders present in the meeting either in person or proxy:</b>					None of shareholders were present as no meeting was conducted. However, the number of shareholders who cast their votes through postal ballot are as under;			
<b>Promoter and Promoter Group</b>					3			
<b>Public</b>					16			
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>					Not applicable as None of the shareholders attended the meeting through video conferencing as no meeting was conducted and no such facility of video conferencing was applicable and hence was not provided.			
<b>Agenda Item 1:</b>					Variation in terms of Contracts or objects in Prospectus dated July 14, 2015			
<b>Resolution Required</b>					Special Resolution			
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>					Yes (Promoter and Promoter group, being interested in the resolution, 2770741 votes have been excluded from the counting the voting result.)			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favor	No. of Votes - against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(Total of (2))]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot	2700741	2700741	100	2700741*	0	100*	0.00
Public-Institutions	Postal Ballot	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	Postal Ballot	10739259	2168159	20.19	2168159	0	100.00	0.00
<b>Total</b>		<b>13440000</b>	<b>2168159</b>	<b>----</b>	<b>2168159</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

\* Promoter and Promoter group, being interested in the resolution, 2770741 votes and percentage thereof have been excluded from the counting the voting result.

For, Amrapali Fincap Limited

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

Place: Ahmedabad  
 Date: March 29, 2016

CIN: U74999GJ2004PTC044988

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 T. : +91 79 26581329-30 F : +91 79 26584313 E : info@amrapali.co.in W : www.amrapali.co.in