

Date: June 07, 2016.

To,
BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub: Submission of Notice of Extra-ordinary General Meeting of the Company

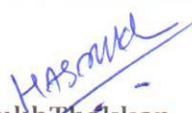
Ref: Amrapali Fincap Limited. (Security Id/Code: AMRAFIN/539265)

In appended to our letter dated June 04, 2016 regarding the outcome of Board Meeting for calling of Extra-ordinary General Meeting of the Company, please find attached herewith the notice convening Extra-ordinary General Meeting no. AFL/EoGM/01/2016-17 of the Members of the Company.

The Meeting will be held on June 30, 2016 at 10:00 a.m. at the registered office of the Company situated at 19 - 20 - 21, 3rd Floor, Narayan Chambers, Behind Patang Hotel, Ashram Road, Ahmedabad - 380 009,

Kindly take the same on your record and oblige us.

For, Amrapali Fincap Limited


Hasmukh Thakkar
Managing Director
DIN: 00071065



Encl: Notice of EoGM

Amrapali Fincap Limited

CIN: U74999GJ2004PLC044988

Regd. Office: 19 - 20 - 21, 3rd Floor, Narayan Chambers, Behind Patang Hotel, Ashram Road, Ahmedabad – 380 009
Phone: +91 79 26575105 / 06 **Fax:** +91 79 26584313 **Email:** investors@amrapali.co.in **Website:** www.amrapali.co.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

(pursuant to Section 101 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

To,

The Member(s),

NOTICE is hereby given that an Extra-ordinary General Meeting No. AFL/EoGM/01/2016-17 of the Members of Amrapali Fincap Limited will be held on Thursday, June 30, 2016 at 10.00 a.m. at the registered office of the Company situated at 19 - 20 - 21, 3rd Floor, Narayan Chambers, Behind Patang Hotel, Ashram Road, Ahmedabad – 380 009, to transact the following Business as a special business:-

SPECIAL BUSINESS:

Item No.1 – Ratification of Contract/agreement entered into by the Company with Related Party:

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

“RESOLVED THAT Section 188 of the Companies Act 2013 read with Companies (Amendments) Act, 2015 and other applicable provisions and Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof), the consent of the members of the Company be and is hereby accorded for ratification of contract/agreement entered into by the Company with Mr. Yashwant Thakkar, being relative of Mr. Chirag Thakkar, Director of the Company, on March 30, 2016 as per details and on terms & conditions as set out under Item no. 1 of the explanatory statement annexed to this Notice.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

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

Date: June 7, 2016
Place: Ahmedabad

**Hasmukh Thakkar
Managing Director
DIN: 00071065**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed and stamped, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/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 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.

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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. Route-map to the venue of the Meeting is provided at the end of the Notice and also hosted on the website of the Company at www.amrapali.co.in.
6. 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.
7. 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 the Registrar and Share Transfer Agent of the Company.
8. Members who are holding physical shares in identical order of names in more than one folio are requested to send to Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon.
9. Members may contact the Registrar and Share Transfer Agent of the Company i.e. Satellite Corporate Services Private Limited at their office at B-302, Sony Apartment, Opp St. Jude High School, 90 Ft Road, Jarimari, Sakinaka, Mumbai-400 072, in case of any change of address or queries relating to their shares.
10. Members whose shareholding is in electronic mode are requested to intimate change of address and updates on bank account details, if any, to the respective depository participants.
11. Members holding shares in physical form and single name are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent.
12. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant and Registrar and Share Transfer Agent to enable us to send you the communications via email.
13. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on June 3, 2016.
14. Electronic copy of the Notice of the Extra-ordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the same is being sent in the permitted mode.
15. Members may note that the Notice of the Extra-ordinary General Meeting will also be available on the Company's website www.amrapali.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investors@amrapali.co.in.
16. In terms of provision of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015, the Company is not required to provide the e-voting facility to shareholders of the Company. Therefore, Members whose names appear on the Register of Members / List of Beneficial owners as on June 24, 2016 (Cut-off Date) will be considered for the purpose of voting, through show of hand.
17. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
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 Extra-ordinary 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 Extra-ordinary General Meeting.
20. All documents proposed for approval, if any, in the above Notice and documents specifically in the Explanatory Statement are open for inspection at the Corporate office of the Company between 10.00 a.m. and 12.00 Noon on all working days (except Saturdays, Sundays and Holidays) up to the date of EoGM.

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Explanatory Statement

(pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

The Board of Directors of the Company, at its meeting held on March 30, 2016 has approved a proposal for entering into related party transactions with Mr. Yashwant Thakkar, relative of Mr. Chirag Thakkar, Director of the Company. Further, the Company has entered into contract/agreement with Mr. Yashwant Thakkar on March 30, 2016 for purchasing the land admeasuring 6981 sq. mtrs. situated at Block/Survey No. 3/B (Account No. 230), Village: Chharodi, Tal: Ghatlodia, Dist: Ahmedabad - 382 170 and land admeasuring 10382 sq. mtrs. situated at Block/Survey No. 1325 (Account No. 1509), Village: Shilaj, Tal: Ghatlodia, Dist: Ahmedabad - 380 058.

The nature of transactions, amount of transactions and other related information as envisaged under Companies (Meeting of Board and its powers) Rules, 2014 are provided hereunder.

Name of Related Party	Name of the Director or Key Managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
Mr. Yashwant Thakkar	Mr. Chirag Thakkar, Director of the Company	Father of Mr. Chirag Thakkar	<p>Nature: Purchase of Land from relative of Director.</p> <p>Material Terms: The sale deed will be entered into within 18 months from the date of getting Title Clearance Certificate. Possession of the land will be granted after payment of full 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.</p> <p>Monetary Value: Company is agreeing to buy the lands at Rs. 23.51 Crore as total consideration out of which the company has already given an advance of Rs. 21.00 Crore.</p>

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Mr. Yashwant Thakkar, being relative of Mr. Chirag Thakkar, Director of the Company is treated as related party within the meaning of section 2(76) of the Companies Act 2013. Section 188 of the Companies Act 2013 read with Companies (Amendments) Act, 2015 and Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of a related party transaction. In brief, a combined reading of all these provisions and other applicable provisions suggest that in certain conditions, approval of Board and Shareholders by way of Special Resolution is required for related party transactions.

In addition to aforesaid regulatory requirement, section 188(3) of the Companies Act, 2013 provides that where any contract or arrangement is entered into by a Director or any other employee, without obtaining the consent of the Board or approval by a special resolution in the general meeting under Section 188(1) of the Companies Act, 2013 and if it is not ratified by the Board or as the case may be, by shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board.

As the Company has already entered into contract/agreement with Mr. Yashwant Thakkar on March 30, 2016, the approval of Members is sought for ratification of contract/agreement executed by the Company. The copy of contract/agreement executed by the Company with Mr. Yashwant Thakkar will be available for inspection of members at the registered office of the Company.

Further, in terms of second proviso to the Section 188(1) of the Companies Act, 2013, no members of the Company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is related party.

Therefore, the Board recommends the Special resolution set forth in Item No. 1 of the Notice for approval of the unrelated shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested in the proposed special resolution except Mr. Chirag Thakkar, for himself and his relatives, is interested in the special resolution as set out in Item No. 1.

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

Date: June 7, 2016
Place: Ahmedabad

**Hasmukh Thakkar
Managing Director
DIN: 00071065**

Amrapali Fincap Limited

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ATTENDANCE SLIP

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

*Applicable for investor holding shares in electronic form.

I/we hereby record my/our presence at the Extra-ordinary General Meeting No. AFL/EoGM/01/2016-17 of the Members of Amrapali Fincap Limited to be held on Thursday, June 30, 2016 at 10.00 a.m. at the registered office of the Company situated at 19 - 20 - 21, 3rd Floor, Narayan Chambers, Behind Patang Hotel, Ashram Road, Ahmedabad – 380 009.

Member's/Proxy's Name in Block Letters

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

Notes:

1. A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.



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PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

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: _____

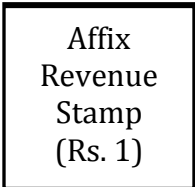
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the and at Extra-ordinary General Meeting No. AFL/EoGM/01/2016-17 of the Members of Amrapali Fincap Limited to be held on Thursday, June 30, 2016 at 10.00 a.m. at the registered office of the Company situated at 19 - 20 - 21, 3rd Floor, Narayan Chambers, Behind Patang Hotel, Ashram Road, Ahmedabad – 380 009 any adjournment thereof in respect of such resolutions as are indicated below:

Resolution under Special Business:

- Ratification of Contract/agreement entered into by the Company with Related Party.

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

Signature of shareholder Signature of Proxy holder(s)



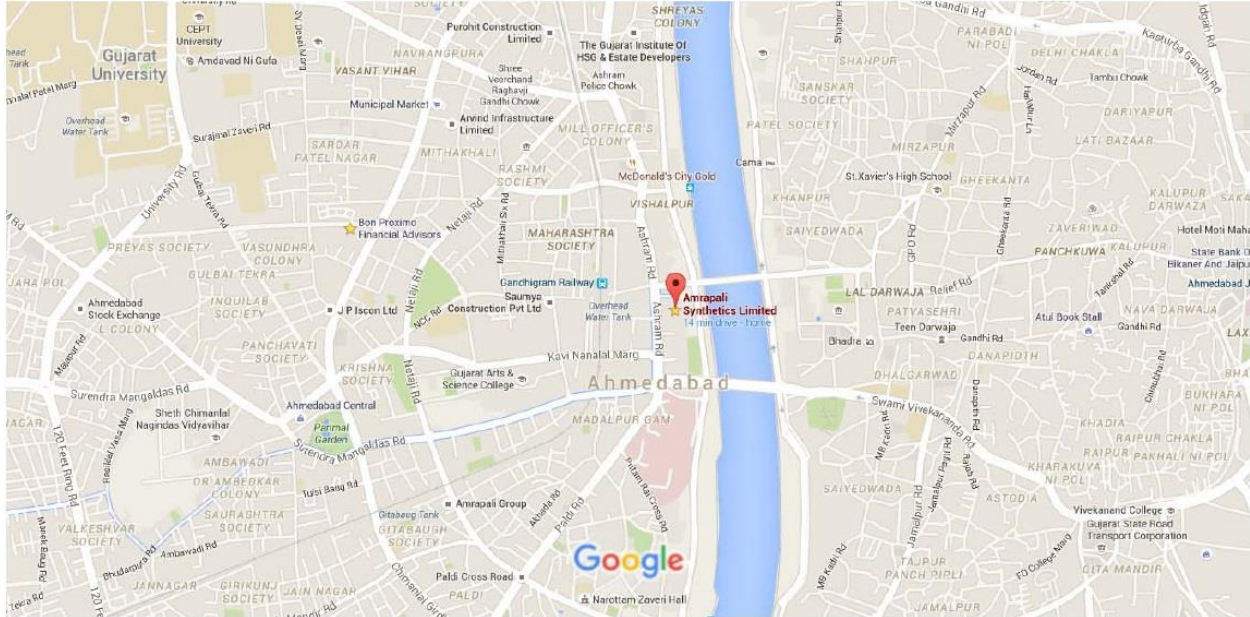
Note: This form of proxy in order to be effective should be duly completed, signed, stamped and be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra-Ordinary General Meeting.

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ROUTE MAP to the venue of Extra-ordinary General Meeting



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