

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Corporate Identity Number (CIN) : L67190DL1991PLC045857

Regd. Office : F-33/3, Phase-II, Okhla Industrial Area, New Delhi - 110 020

Tel : 011-26385056; Fax : 011-43500787;

Website : www.avonmorecapital.in; email id : delhi@almondz.com

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED will be held on Thursday the 29th day of September, 2016, at 1.30 P.M. at M. P. C. U. Shah Auditorium, Shree Delhi Gujrati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110 054 to transact the following business :

ORDINARY BUSINESS :

1. To consider and adopt the Audited Balance Sheet as at 31 March, 2016 and the Profit and Loss Account of the Company for the year ended on that date, together with Reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Govind Prasad Agrawal (DIN : 00008429), who retires by rotation at this Annual General Meeting in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To ratify appointment of Auditors of the Company, **M/s H. K. Chhabra & Co.**, Chartered Accountants, to hold office from the conclusion of 24th AGM till the conclusion of 25th AGM and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s H. K. Chhabra & Co., Chartered Accountants (Firm's Registration No. 010917N) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting of the Company to be held in 2017, on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors.”

SPECIAL BUSINESS :

4. To consider, and if thought fit to pass the following Resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Approval for entering into Related Party Transactions by the Company.**

To consider, and if thought fit to pass the following Resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to provisions of Section 188 of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and Securities and Exchange Board of India (LODR) Regulations, 2015, (“Regulations”) , consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to ratify and enter into Related Party Transactions as defined under section 188 of the Companies Act, 2013 with related party as mentioned in explanatory statement annexed to the notice which were executed prior to the applicability of Regulations and are still under execution and other transactions to be entered into by the Company.

“RESOLVED FURTHER THAT the Board of Directors of the company, be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

6. **Re-appointment of Mr. Ashok Kumar Gupta (DIN 02590928), as Managing Director of the Company.**

To consider, and if thought fit, to pass the following resolution as Special Resolution :

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Ashok Kumar Gupta (DIN : 02590928) as Managing Director,

for a period of three years with effect from 31 December, 2016 to 30 December, 2019 (both days inclusive), as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration") under the Companies Act, 2013 on terms and conditions including remuneration as under :

A. Salary

(i) Basic Salary of Rs. 1,15,000/- in the scale of Rs. 1,15,000 - 10,000-1,35,000/- per month

B. Perquisites

- a) House Rent Allowance upto 50% of the Basic Salary.
- b) Special Allowance of Rs. 2000/- per month.
- c) Conveyance Allowance of Rs. 1,600/- per month.
- d) Reimbursement of actual medical expenses to the extent of Rs. 1,250/- per month.
- e) Company's Contribution towards Provident Fund and Superannuation Fund as per the Rules of the Company.
- f) Gratuity as per the Rules of the Company.
- g) Bonus /ex gratia payments as per the Rules of the Company.
- h) Incentive as per Performance Linked Incentive Policy of the Company, if any.

In addition to the above, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of the tenure of Mr. Ashok Kumar Gupta, the Company has no profits or its profits are inadequate under the provisions of Schedule V to the Companies Act, 2013, the Company will pay the salary and perquisites upto the limits as specified above to Mr. Ashok Kumar Gupta as the minimum remuneration as specified in Section II of part II of Schedule V of the Companies Act, 2013 and subject to the Member's Approval, if necessary.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby, authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013, to the extent the Board of Directors may consider appropriate, as may be permitted or authorized in accordance with any provisions under the Companies Act, 2013 or schedule(s) appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or any rules or regulations there under.

RESOLVED FURTHER THAT Directors of the Company be and is hereby, individually authorized, for and on behalf of the Company, to do all the acts, deeds, and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

By Order of the Board of Directors
For **Avonmore Capital & Management Services Limited**

New Delhi
12th August, 2016

Sagar Gupta
Company Secretary
ACS : A42611

NOTES :

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4 to 6 of the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF ON A POLL ONLY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
The instrument appointing the proxy, in writing, should, however, be deposited at the registered office of the company, not less than forty eight hours before the commencement of the meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. The Register of Members and Transfer Books of the Company will be closed from Friday, 23 September, 2016 to Thursday, 29 September, 2016, both days inclusive.
5. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
6. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent namely Beetal Financial & Computer Services Pvt. Ltd. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.

7. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, 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.
8. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
9. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the Meeting. In case of joint holders attending the meeting, only such joint holder who is first in the order of names, will be entitled to vote.
10. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for public inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. upto and inclusive of the date of the Annual General Meeting.
11. The Securities 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 Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
12. The Company is registered with the following depositories for dematerialization of its Equity Shares :
 - i) National Securities Depositories Ltd. (NSDL) at Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013.
 - ii) Central Depository Services (India) Ltd. (CDSL), at Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai - 400001.
The Registration No. granted by NSDL & CDSL is ISIN INE-INE323B01016.
13. **To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA / Depositories.**
14. In compliance with the provisions of section 108 of the Companies Act, 2013 (the Act), read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
15. Members desiring any information/clarification on the Annual Accounts are requested to write to the Company at its Registered Office at least 15 days before the date of Annual General Meeting so that the same may be attended to, well in advance.
16. Additional information, pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, in respect to director seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules made there under.
17. M/s. **C. B. Mishra & Associates**, Practicing Company Secretaries (Membership No. FCS 4006), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
18. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
19. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
20. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
21. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to complianceacms@almondz.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, M/s. **C. B. Mishra & Associates** not later than Wednesday, September 28, 2016 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.
22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.avonmorecapital.in and on the website of CDSL <https://www.evotingindia.co.in> within three days of the passing of the resolutions at the 24th AGM of the Company on September 29, 2016 and communicated to the Bombay Stock Exchange Limited and Delhi Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors
For **Avonmore Capital & Management Services Limited**

New Delhi
12th August, 2016

Sagar Gupta
Company Secretary
ACS : A42611

Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice :

Item No. 4 :

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on 28th May, 2016 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery. None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution. The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

Item No. 5 :

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states 2015 that no company shall enter into transactions with a Related Party as defined under Section 2(76) of the Act and SEBI (LODR) Regulations, except with the consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. Further, pursuant to provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis. SEBI (LODR) Regulations, 2015, also requires that all material related party transactions shall require approval of the shareholders through ordinary resolution. Your Company has some related party transactions which are in existence and likely to continue in the financial year 2016-17 or beyond. Accordingly, on recommendation of Audit Committee, Board of Directors of the Company has in its meeting held on August 12, 2016 approved related party transactions and now seek approval of the shareholders by way of Ordinary Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 to continue or enable the Company to enter into such Related Party Transactions in one or more tranches. The Company enters all Related Party Transactions, including the transactions under consideration in the ordinary course of business and at arm length basis. Members' approval is sought under the relevant provisions of the Act as an abundant caution. Further, the said transactions may qualify as material transactions as per SEBI (LODR) Regulations, 2015. Accordingly, the Members' approval is sought for the same. Information required to be provided under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is as under :

Name of the Related Party	Nature, material terms, monetary value and particulars of the contract or arrangement	Other details	Maximum Amount per annum (Rs. in Crores)
Subsidiaries / Step Down subsidiary / Joint Venture / Associates Incorporated / to be Incorporated, from time to time as per regulatory requirement / strategic business decision / Directors and their relatives. List of existing Subsidiaries is given in Annexure	The Company is Nonbanking Financial Company and enters in several transactions where Securities are sold / purchased at the rates available at FIMDA / exchange / market etc. The Company also pays brokerage and demat charges in respect of aforesaid transactions.	As a part of regular business, the company sales / purchases Securities, Govt, PSU bonds in the secondary market.	1000
Subsidiaries / Step Down subsidiary / Joint Venture / Associates incorporated / to be incorporated, from time to time as per regulatory requirement / strategic business decision. List of existing Subsidiaries is given in Annexure	Investment Loans and advances to subsidiary companies / step down Subsidiary companies / Associates etc., at the rate of interest of prevailing yield of one year, three year, five year or ten year Government Securities closest to the tenor of the loan.	Investment / disinvestment / providing any security(ies) / guarantee(s) in connection with loan(s) and / or any form of debt and / or provide inter corporate loan(s) or a combination thereof, Inter corporate	300
Subsidiaries / Step Down subsidiary / Joint Venture / Associates incorporated / to be incorporated, from time to time as per regulatory requirement / strategic business decision. List of existing Subsidiaries is given in Annexure	Recoveries / payment of expenses	The Company being the main functioning company in the group sometime makes expenses on behalf of group companies and vice versa, which the company recovers / pays on actual basis.	50

Sl. No.	Name of the Director /KMP who is related and nature of their relationship	Name of the Related Party
1.	Ashok Kumar Gupta is common Director /promoter / shareholder	* Almondz Infosystem Private Limited * Avonmore Developers Private Limited * Anemone Holdings Private Limited * Glow Apparels Private Limited * Buildwell Real-Infra Private Limited * Carya Realty Private Limited * Apricot Infosoft Private Limited * Baystone Realty Private Limited * Latitude 23 Communications Limited * Red Solutions Private Limited
2.	Mr. Govind Prasad Agrawal is common Director /promoter / shareholder	* Almondz Insurance Brokers Private Limited * Anemone Holdings Private Limited * Almondz Finanz Limited * Almondz Wealth Advisors Limited * Almondz Global Infra Consultants Limited
3.	Mr. Ajay Kumar is common Director	* Almondz Finanz Limited * Almondz Global Securities Limited

Annexure :

1. Almondz Commodities Private Limited
2. Almondz Finanz Limited
3. Almondz Global Securities Limited
4. Innovative Money Matters Private Limited
5. Almondz Wealth Advisors Limited
6. Skiffle Healthcares Services Limited
7. Almondz Global Infra Consultants Limited
8. Rinku Sobti Fashions Private Limited
9. New Age Blocks Private Limited
10. Yug Infrastructures Private Limited
11. Avonmore Developers Private Limited
12. Anemone Holdings Private Limited
13. Carya Chemicals Private Limited
14. North Square Projects Private Limited
15. Almondz Infosystem Private Limited
16. Almondz Debt Advisors Limited
17. Glow Apparels Private Limited
18. Apricot Infosoft Private Limited
19. Latitude 23 Communications Limited
20. Almondz Insurance Brokers Private Limited
21. Shivsathi Niketan Limited
22. Red Solutions Private Limited
23. Other Associates of the Company

The Board recommends the Resolution at Item No. 5 of the Notice for approval of the shareholders by an Ordinary Resolution. None of the Directors and Key Managerial Personnel of the Company, save and except to the extent of their share holding interest in the respective company, or their respective relatives are concerned or interested in the passing of the Resolution at Item No. 5.

Item No. 6 :

Mr. Ashok Kumar Gupta, aged 51 years, was appointed as Managing Director of the Company with effect from December 31, 2011 to hold office for a term of 5 year i.e. up to December 30, 2016. The said appointment and payment of remuneration was approved by the Shareholders at the Annual General Meeting held in September 2012.

Mr. Ashok Kumar Gupta is a commerce graduate and is also a fellow member of "The Institute of Company Secretaries of India". Mr. Ashok Kumar Gupta is having vast experience in the field of finance, accounts and secretarial matters of the Companies. Keeping in view that Mr. Ashok Kumar Gupta has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Ashok Kumar Gupta as Managing Director.

The Nomination and Remuneration Committee considered the significant contributions made by Mr. Ashok Kumar Gupta, over the last five years as Managing Director and thereby recommended to the Board elevation of Mr. Ashok Kumar Gupta as Managing Director. Based on the recommendation of the Nomination and Remuneration Committee and for the smooth and efficient running of the administrative affairs of the Company, the Board of Directors of the Company passed a resolution in their meeting held on August 12, 2016, subject to the approval of members, approving re-appointment of Mr. Ashok Kumar Gupta as Managing Director of the Company for a further period of 3 years with effect from December 31, 2016 to December 30, 2019.

The re-appointment and payment of remuneration to Mr. Ashok Kumar Gupta are subject to the approval(s) of Members at this Annual General Meeting of the Company by way of Special Resolution, in accordance with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act. Further, in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Ashok Kumar Gupta as the Managing Director of the Company, the remuneration as mentioned in the item no. 6, will be paid to Mr. Ashok Kumar Gupta, as minimum remuneration, subject to such statutory / regulatory approvals as may be necessary.

A statement containing the requisite information in accordance with the requirement of Section II of Part II of Schedule V of the Act is also attached.

None of the Directors and KMP(s) of the Company or their relative except Mr. Ashok Kumar Gupta are in any way, concerned or interested, financial or otherwise, in the special resolution set out at item No. 6 of the notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

By Order of the Board of Directors
For **Avonmore Capital & Management Services Limited**

New Delhi
12th August, 2016

Sagar Gupta
Company Secretary
ACS : A42611

STATEMENT CONTAINING INFORMATION AND DISCLOSURES AS REQUIRED PURSUANT TO SUB PARAGRAPH (IV) OF SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013.

The Company hereby declares that it has not invited any public deposits and there is no default in repayment of any of its debts or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person :

I General Information

Sl. No.	Particulars	Disclosure
1.	Nature of Industry	Finance (including NBFCs)
2.	Date or Expected date of commencement of commercial production	The Company is already in existence and operation.
3.	In case of new companies, expected date of activities as per project approved by the financial institutions appearing in the prospectus	N. A.
4.	Financial Performance based on given indicators (as on 31 March 2016) – Audited	As mentioned in Annexure A
5.	Foreign investments or collaborations, if any	N. A.

II INFORMATION ABOUT THE APPOINTEE

Sl. No.	Particulars	Disclosure
		Mr. Ashok Kumar Gupta
1.	Background Detail	Mr. Ashok Kumar Gupta is a Commerce Graduate and is also a Fellow Member of "The Institute of Company Secretaries of India". Mr. Ashok Kumar Gupta is having vast experience of more than 20 years in the field of finance, accounts and secretarial matters of the Companies
2.	Past Remuneration	Rs. 1,49,600/- p.m.
3.	Recognition or Awards	Considering the performance management of the company subject to shareholders' approval decided to increase the remuneration to Rs 1,52,725/- p.m.
4.	Job Profile and his suitability	Presently, Mr. Ashok Kumar Gupta is managing the affairs of the Company and involved in Business Development. He has greatly contributed in building up and moving the organization towards growth.
5.	Remuneration proposed	As per the Resolution Passed.
6.	Comparative remuneration profile with respect to industry size of the, company, profile of the position and person	Information about remuneration of Managing Directors of financial services companies is not readily available in the public domain. The Remuneration of Mr. Ashok Kumar Gupta is in the consonance with the given criteria taking into consideration the size of the Company, the profile of Mr. Ashok Kumar Gupta, the responsibilities being shouldered by him and the industry benchmarks.
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel	He is not having any other pecuniary relationship with the company or its managerial personnel.

III OTHER INFORMATION

Sl. NO.	Particulars	Disclosure
1.	Reasons of Loss or Inadequate profit	The downslide in the Indian Capital Markets persists to an extent which has a strong influence on the general economic conditions during financial year 2016-17, it is contemplated that there may be a situation of inadequate profits at the end of the current financial year 2016-17.
2.	Steps taken or proposed to be taken for improvement	Efforts are being made to increase operational efficiency, client base & cost control so as to improve the profitability.
3.	Expected increase in productivity and profits in measurable terms	The Board is taking steps to increase the profitability.

IV Disclosures

- The details of remuneration proposed to be paid to the Managing Director are contained in the resolution Item No. 6 of the Notice read with corresponding Explanatory Statement required under Section 102 of the Companies Act, 2013.
- All the necessary disclosures pertaining to the Directors shall be made in the Director's Report for the F.Y. 2015-16.

Particulars	Disclosure
Name of the appointee	Mr. Ashok Kumar Gupta
Names of other Companies in which the appointee holds directorship	* Glow Apparels Private Limited * Anemone Holdings Private Limited * Baystone Realty Private Limited * Buildwell Real-Infra Private Limited * Carya Realty Private Limited * Almondz Infosystem Private Limited * Latitude 23 Communications Limited * Apricot Infosoft Private Limited * Red Solutions Private Limited * Avonmore Developers Private Limited
Name of the Company in which Appointee holds membership of the Committee of the Board	Nil
Shareholding in Almondz Global Infra-Consultant Limited	Nil

(Rs. In Lakh)

Sl. No.	Particulars / Financial Year	2015-16	2014-15	2013-14
1	Gross Revenue	190.00	461.00	64.32
2	EBITDA	139.42	387.92	13.45
3	PBT	150.70	359.33	13.20
4	PAT	142.34	342.0	16.68
5	PAID-UP EQUITY CAPITAL	24.92	24.92	21.92
6	NET WORTH	7088.33	6945.99	5853.66
7	EPS	0.55	1.46	0.12

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE- APPOINTMENT AT THE ANNUAL GENERAL MEETING, PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015.

Name of the Director	Mr. Govind Prasad Agrawal	Mr. Ashok Kumar Gupta
Date of Birth	09.09.1954	25.06.1965
Relationship with Directors	None	None
Expertise in specific functional area	Wide managerial experience in Finance, Law and Administration.	Vast experience of more than 20 years in the field of Finance, Accounts and Secretarial matters of the Companies.
Qualification	B.Com, FCS, LLB	B. Com, FCS
Board Membership of other companies as on March 31, 2016 *	09	09
Chairman / Member of the Committee of the Board of Directors of the Company as on March 31, 2016	1/3	0/1
Chairman / Member of the Committee of Directors of other companies in which he is a director as on March 31, 2016		
a) Audit Committee	1/3	NIL
b) Stakeholders Relationship Committee	0/1	0/1
c) Nomination and Remuneration Committee	1/3	NIL
Number of shares held in the Company as on March 31, 2016 **	50,000 Shares	NIL

Note :

* This does not include position in foreign companies, position as an advisory board member and position in companies under Section 8 of Companies Act 2013 but included private limited companies.

** Includes shares held jointly with immediate family members.

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on September 26, 2016 at 10:00 A.M. and ends on September 28, 2016 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN *	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no is printed on mailing address. * In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. * If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - * Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - * A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - * After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - * The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - * A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The instructions for shareholders voting physically are as under :

1. A Shareholder desirous of exercising vote by physical Ballot Form should complete the Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed envelope on which postage will be paid by the Company which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Ballot Forms will be rejected.
4. Duly completed Ballot Form should reach the Scrutinizer not later than 5.00 pm on September 28, 2016. Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Ballot Form.
6. Shareholders are requested not to send any paper (other than the Resolution/authority as mentioned under instruction above) along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Ballot Form for every folio/client ID irrespective of the number of the joint Members. On receipt of the duplicate Ballot Form, the original will be rejected.
8. A Member may request for a duplicate Ballot Form, if so required or can download the Ballot Form from the Company's website www.avonmorecapital.in and the duly completed Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Ballot Form shall be rejected.

PROXY FORM
AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Corporate Identity Number (CIN) : L67190DL1991PLC045857
Regd. Office : F-33/3, Phase-II, Okhla Industrial Area, New Delhi - 110 020
 Tel : 011-26385056; Fax : 011-43500787;
 Website : www.avonmorecapital.in; email id : delhi@almondz.com

Name of the Member(s) : Address of the Member : E-mail ID : Client ID No. / Regd. Folio No. * : DP ID No. :

* Applicable for investors holding shares in physical form.

I / We being a Member / Members of _____ shares of the above named Company hereby appoint

1. Name _____ Address _____
 E-mail ID _____ Signature _____ or failing him / her
2. Name _____ Address _____
 E-mail ID _____ Signature _____ or failing him / her
3. Name _____ Address _____
 E-mail ID _____ Signature _____ or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 24th Annual General Meeting of the Company, to be held on Thursday, the 29th day of September, 2016 at 1.30 P.M. at M. P. C. U. Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi - 110 054 and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolution	For	Against
1.	Adoption of Annual Financial Reports and Reports of Directors and Auditors of the Company		
2.	Re-appointment of Mr. Govind Prasad Agrawal as Director of the Company		
3.	Re-appointment of M/s H.K. Chhabra & Co., as Statutory Auditors of the Company		
4.	Resolution regarding charging of estimated actual expenses from members for delivery of documents on specific request		
5.	Approval of Members for entering into Related Party Transactions by the Company		
6.	Re-appointment of Mr. Ashok Kumar Gupta, as Managing Director of the Company		

Signed this _____ day of _____ 2016.

Signature of Shareholder _____

Signature of Proxy _____

Affix a Re. 1/- Revenue Stamp
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- NOTE : (i) this form of proxy in order to be effective should be duly completed and deposited at Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
 (ii) Please complete all details including all details of Member(s) in above box before submission

-----TEAR HERE-----

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Corporate Identity Number (CIN) : L67190DL1991PLC045857
Regd. Office : F-33/3, Phase-II, Okhla Industrial Area, New Delhi - 110 020
 Tel : 011-26385056; Fax : 011-43500787;
 Website : www.avonmorecapital.in; email id : delhi@almondz.com

ATTENDANCE SLIP

I hereby record my presence at the 24th ANNUAL GENERAL MEETING of the Company held on Thursday the 29th day of September, 2016 at 1.30 P.M. at M. P. C. U. Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi - 110 054

Name of the Member / Proxy _____
 (in block letters)

Please (√) in the Appropriate Box Member Proxy

* Applicable for investor holding shares in physical form.

CLIENT ID No.	
D P ID No.	

No. of Shares	
Regd. Folio No. *	

(Signature of the Member / Proxy)
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AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Corporate Identity Number (CIN) : L67190DL1991PLC045857

Regd. Office : F-33/3, Phase-II, Okhla Industrial Area, New Delhi - 110 020

Tel : 011-26385056; Fax : 011-43500787;

Website : www.avonmorecapital.in; email id : delhi@almondz.com

BALLOT FORM

1. Name (s) of Shareholder(s) / Beneficial Owner :
including joint-holders, if any

2. Registered Address of the Sole /
First named Shareholder :

3. Registered Folio No. / Client ID No. :

4. No. of Shares held :

5. I / we hereby exercise my / our vote in respect of the Resolution / s to be passed through Ballot for the business stated in the Notice of the Company by sending my / our assent / dissent to the said Resolution / s by placing Tick (✓) mark at the appropriate box below :

S. No.	Resolution Type	Particulars	I / We assent to the Resolution / s	I / We dissent to the Resolution / s
1.	Ordinary Resolution	Resolution for Adoption of Financial Reports and Reports of Directors and Auditors of the Company		
2.	Ordinary Resolution	Resolution for re-appointment of Mr. Govind Prasad Agrawal as Director of the Company		
3.	Ordinary Resolution	Resolution for re-appointment of M/s. H. K. Chhabra & Co., as Statutory Auditors of the Company pursuant to the provisions of Section 139 of the Companies Act, 2013		
4.	Ordinary Resolution	Resolution pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 regarding charge from a member in advance a sum equivalent to the estimated actual expenses of delivery of documents through a particular mode on a specific request from a member		
5.	Ordinary Resolution	Resolution pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 for Approval of Memnbers for entering into Related Party Contracts		
6.	Special Resolution	Resolution pursuant to provisions of Section 196,197 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 for approval of Memnbers for re-appointment and terms of Salary and Perquisites of Mr. Ashok Kumar Gupta as Managing Director of the Company		

Place :

Date :

Signature of the Shareholder / Beneficial Owner