

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 : 011-43500700; Fax : 011-43500787;

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

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of **AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED** will be held on **Thursday, the 27th day of September, 2018, at 12.00 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 Financial Statement of the Company for the financial year ended March 31, 2018 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 herself for re-appointment, and in this regard, pass the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Govind Prasad Agrawal (DIN: 00008429), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. **Approval for continuation of current term of Mr. Shyam Sunder Lal Gupta, Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Mr. Shyam Sunder Lal Gupta (DIN: 00044635) Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on September 29, 2019 notwithstanding that he has attained the age of 84 years.”

4. **Approval for continuation of current term of Mr. Chand Krishna Tikku, Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Mr. Chand Krishna Tikku (DIN: 00479477) Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on September 29, 2019 notwithstanding that he has attained the age of 88 years.”

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

To consider and if thought fit, to pass, with or without modification(s), 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 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 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.”

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

New Delhi
August 13, 2018

Sagar Gupta
Company Secretary & Compliance Officer

Registered Office:

F-33/3, Okhla Industrial Area, Phase-II,
New Delhi – 110 020, India
CIN: L67190DL1991PLC045857
Website: www.avonmore capital.in
E-mail: secretarial@almondz.com
Tel.: +91 43 500 700 Fax: 011- 43500787

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) 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. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to

- the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. The Register of Members and Transfer Books of the Company will be closed from September 21, 2018 to September 27, 2018, 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. In terms of Section 152 of the Act, Mr. Govind Prasad Agarwal, Director, retire by rotation at the Meeting and being eligible, offer himself for re-appointment.
 7. Mr. Govind Prasad Agarwal is interested in the Ordinary Resolutions set out at Item No. 2, of the Notice with regard to his re-appointment.
 8. Additional information, pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect to director seeking appointment / re-appointment at the AGM, is furnished as annexure-A 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.
 9. 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.
 10. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Beetal Financial & Computer Services Pvt. Ltd., for consolidation into a single folio.
 11. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.**
 12. 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. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
 13. 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 2017-18 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 2017-18 will also be available on the Company's website viz. www.avonmorecapital.in.
 14. 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.
 15. 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.
 16. All documents referred to in the accompanying Notice 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.
 17. At the 25th Annual General Meeting of the Company held on September 28, 2017, the members approved appointment of , M/s Mohan Gupta & Company, Chartered Accountants (Firm Registration No. 006519N) as Statutory Auditors of the Company in place of retiring auditors M/s H. K. Chhabra & Co., to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 30th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting held during their tenure of appointment, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.
Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 26th Annual General Meeting.
 18. 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.
 19. 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 Marathon Futorex, A-wing, 25th Floor, NM Joshi Marg, Lower Parel (E), Mumbai - 400013
 The Registration No. granted by NSDL & CDSL is ISIN INE-INE323B01016.
 20. **To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.**
 21. 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.
 22. 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.
 23. 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.

24. 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.
25. 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.
26. 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.
27. 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 26, 2018 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.
28. 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.com> within three days of the passing of the resolutions at the 26th AGM of the Company to be held on September 27th, 2018 and communicated to the Bombay Stock Exchange Limited, where the shares of the Company are listed.

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

New Delhi **Sagar Gupta**
August 13, 2018 **Company Secretary & Compliance Officer**

Registered Office:

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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. 3 to 5 of the accompanying Notice:

Item No. 3:

SEBI has amended the SEBI (LODR), Regulations, 2015 vide circular dated May 9, 2018 which requires that no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. Shyam Sunder Lal Gupta, 84 years, was appointed as Non-Executive Independent Director of the Company for a period of 5 years in terms of Companies Act, 2013 with effect from September 29, 2014, in the 22nd Annual General Meeting of the Company held on September 29, 2014. Mr. Shyam Sunder Lal Gupta is M.Com, LL.B, MBA & CAIIB and Advocate. He was associated for over 3 decades with the Industrial Finance Corporation of India as Legal Adviser & Head of the Legal Department and Chief General Manager. He was also associated with M/s Orr. Dinam & Co., a renowned firm of Solicitors and Advocates, as the head of their Delhi office.

The Board believes that his experience and vision will contribute to the growth of the Company and also in steering the Company with best Corporate Governance practices. Though Mr. Shyam Sunder Lal Gupta can hold office under the erstwhile resolution, but Board of Directors has placed this Special Resolution before the shareholders by way of abundant caution for adoption.

No Director, Key Managerial Personnel or their relatives except Mr. Shyam Sunder Lal Gupta to whom the resolution relates, is interested or concerned in the resolution.

Your Directors commend the resolution for approval of the members.

Item No. 4:

SEBI has amended the SEBI (LODR), Regulations, 2015 vide circular dated May 9, 2018 which requires that no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. Chand Krishna Tikku, 88 years, was appointed as Non-Executive Independent Director of the Company for a period of 5 years in terms of Companies Act, 2013 with effect from September 29, 2014, in the 22nd Annual General Meeting of the Company held on September 29, 2014. Mr. Tikku is former Chairman of Central Board of Direct Taxes, and is having a vast experience in the fields of Taxation, Accounting & Corporate Governance.

The Board believes that his experience and vision will contribute to the growth of the Company and also in steering the Company with best Corporate Governance practices. Though Mr. Chand Krishna Tikku can hold office under the erstwhile resolution, but Board of Directors has placed this Special Resolution before the shareholders by way of abundant caution for adoption.

No Director, Key Managerial Personnel or their relatives except Mr. Chand Krishna Tikku to whom the resolution relates, is interested or concerned in the resolution.

Your Directors commend the resolution 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 that no company shall enter into transactions with a Related Party as defined under Section 2(76) of the Act and SEBI (LODR) Regulations, 2015 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, as amended, 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 2018-19 or beyond. Accordingly, on recommendation of Audit Committee, Board of Directors of the Company has in its meeting held on August 13, 2018 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, as amended, 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 contractor arrangement	Other details	Maximum Amount per annum (Rs. in crores)
Subsidiaries/Step Down subsidiary/ Joint Venture/Associates Incorporated/to beIncorporated, From time to time as per regulatory requirement/strategic business decision /Directors and their relatives. List of existing Subsidiaries is given below	Receipt or payment for the services rendered or received	The Company being engaged in the service sector has floated other Companies, subsidiaries and associates to take up other services sector. The Company receives and renders services as and when needed and accordingly make or receive payment/charges for the same. The transactions are done the prevailing market rates	25

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	<ul style="list-style-type: none"> • Almondz Infosystem Private Limited • Avonmore Developers Private Limited • Anemone Holdings Private Limited • Apricot Infosoft Private Limited • Buildwell Real-Infra Private Limited • Baystone Realty Private Limited • Carya Realty Private Limited • Glow Apparels Private Limited • Latitude 23 Communications Limited • Red Solutions Private Limited
2.	Mr. Govind Prasad Agrawal is common Director/ promoter/ shareholder	<ul style="list-style-type: none"> • Anemone Holdings Private Limited • Almondz Finanz Limited • Almondz Wealth Advisors Limited
3.	Mr. Ajay Kumar is common Director	<ul style="list-style-type: none"> • 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. Willis Towers Watson India Insurance Brokers Private Limited (Almondz Insurance Brokers Private Limited)
21. Shivsathi Niketan Limited
22. Red Solutions Private Limited.

The Board recommends the Resolution at Item No. 5 of the Notice for approval of the shareholders by an Ordinary Resolutions.

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.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE- APPOINTMENT AT THE ANNUAL GENERAL MEETING, SCHEDULED TO BE HELD ON SEPTEMBER 27, 2018 PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015]

Name of the Director	Mr. Shyam Sunder Lal Gupta	Mr. Chand Krishna Tikku	Mr. Govind Prasad Agrawal
Date of Birth	September 28, 1933	April 23, 1930	September 09, 1954
Age (in years)	84	88	63
DIN	00044635	00479477	00008429
Date of first Appointment on the Board	September 24, 2008	September 24, 2008	March 19, 2007
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Expertise in specific functional area	Wide managerial skill in Law and administration	Vast experience in the fields of Taxation, Accounting & Corporate Governance.	He has got rich experience of over 3 decades in the field of Finance, Law and Administration.
Qualification	M.Com, LL.B, MBA & CAIIB	M.A (Economics)	B.Com, FCS, LLB
Board Membership of other Listed Companies as on March 31, 2018*	Rama Vision Limited	NIL	Rama Vision Limited Margo Finance Limited
Chairman/ Member of the Committee of the Board of Directors of the Company as on March 31, 2018	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	Member of Audit Committee and Chairman of Stakeholders Relationship Committee
Chairman/Member of the Committee of Directors of other companies in which he is a director as on March 31, 2018			
a) Audit Committee	Rama Vision Limited	NIL	1. Almondz Finanz Limited 2. Rama Vision Limited 3. Margo Finance Limited
b) Stakeholders Relationship Committee	Rama Vision Limited	NIL	1. Rama Vision Limited
c) Nomination and Remuneration Committee	Rama Vision Limited	NIL	1. Almondz Finanz Limited 2. Rama Vision Limited 3. Margo Finance Limited
Number of shares held in the Company as on March 31, 2018**	NIL	NIL	1361

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 24, 2018 at 10:00 A.M and ends on September 26, 2018 at 5:00 PM. 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 20, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. • 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. <ul style="list-style-type: none"> 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 (iv).
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) **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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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.

- (xx) 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:

- A Shareholder desirous of exercising vote by physical Ballot 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 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.
- 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.
- 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.
- Duly completed Ballot Form should reach the Scrutinizer not later than 5.00 pm on September 26, 2018. 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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: 011-43500700; Fax: 011-43500787
 Website: www.avonmorecapital.in; email id: secretarial@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 26th Annual General Meeting of the Company, to be held on Thursday, the 27th day of September, 2018 at 12.00 Noon 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 Financial Statements and other Reports of the Company		
2.	Appointment of Mr. Govind Prasad Agrawal as a Director liable to retire by rotation		
3.	Approval to Mr. Shyam Sunder Lal Gupta to continue under the current tenure of independent director beyond the age of 75 years.		
4.	Approval to Mr. Chand Krishna Tikku to continue under the current tenure of independent director beyond the age of 75 years.		
5.	Approval for entering into Related Party Transactions		

Signed this day of 2018.

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: 011-43500700; Fax: 011-43500787
 Website: www.avonmorecapital.in; email id: secretarial@almondz.com

ATTENDANCE SLIP

I hereby record my presence at the 26th ANNUAL GENERAL MEETING of the Company held on Thursday, the 27th day of September, 2018 at 12.00 Noon 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

CLIENT ID No.	No. of Shares
DP ID No.	Regd. Folio No.*

(Signature of the Member / Proxy)
--

* Applicable for investor holding shares in physical form.

TEAR HERE

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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: 011-43500700; Fax: 011-43500787

Website: www.avonmorecapital.in; email id: secretarial@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 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	Adoption of Financial Statements and other Reports of the Company		
2.	Ordinary Resolution	Appointment of Mr. Govind Prasad Agrawal as a Director liable to retire by rotation		
3.	Special Resolution	Approval to Mr. Shyam Sunder Lal Gupta to continue under the current tenure of independent director beyond the age of 75 years.		
4.	Special Resolution	Approval to Mr. Chand Krishna Tikku to continue under the current tenure of independent director beyond the age of 75 years.		
5.	Ordinary Resolution	Approval for entering into Related Party Transactions		

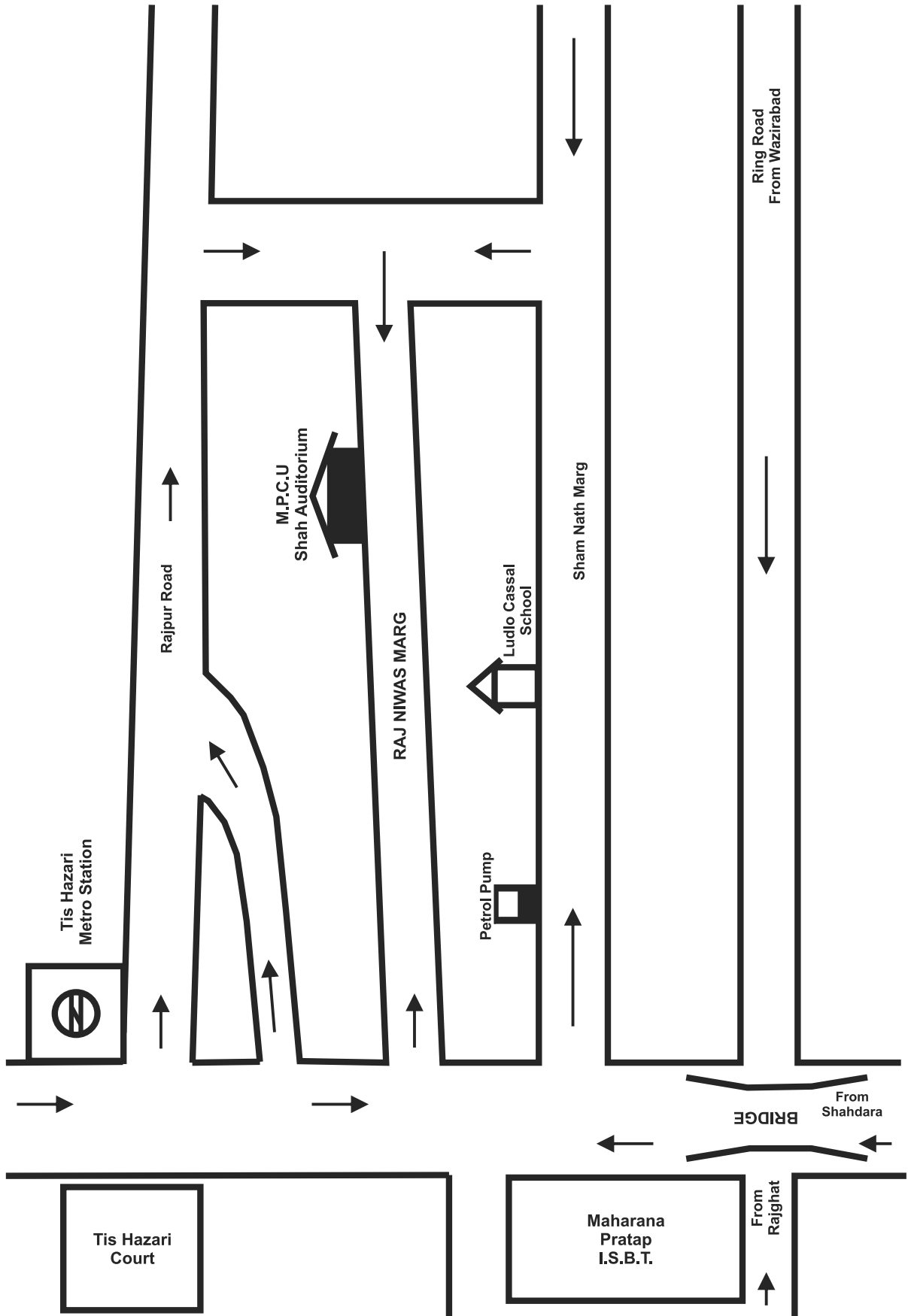
Place :

Date :

.....
Signature of the Shareholder / Beneficial Owner

Blank

VENUE ROUTE MAP FOR ANNUAL GENERAL MEETING, MPCU SHAH AUDITORIUM



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