

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 27th Annual General Meeting of the Members of **AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED** will be held on **Friday, the 27th day of September, 2019, 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 Statements of the Company for the financial year ended March 31, 2019 together with Reports of Board of Directors and the Auditors thereon, and in this regard, pass the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements as at 31 March 2019 of the Company together with Directors’ Report and Auditors’ Report thereon as presented to the meeting, be and are hereby, approved and adopted.”
2. To appoint a Director in place of Ms. Ashu Gupta (DIN: 00007836), 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, Ms. Ashu Gupta (DIN: 00007836), 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. **Re-appointment of Mr. Ajay Kumar as a Non-Executive Independent Director of the Company for second term of five consecutive years**
To consider and if thought fit, to pass the following Resolution as Special Resolution:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) Mr. Ajay Kumar (DIN: 01954049), who was appointed as an Independent Director of the Company at the 22nd Annual General Meeting of the Company and holds office upto 28th September, 2019 and who meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations and has submitted a declaration to that effect and eligible for the re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f. 29th September, 2019 to 28th September, 2024.”
4. **Re-appointment of Mr. Shyam Sunder Lal Gupta as a Non Executive Independent Director of the Company for second term of five consecutive years**
To consider and if thought fit, to pass the following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) Mr. Shyam Sunder Lal Gupta (DIN: 00044635), who was appointed as an Independent Director of the Company at the 22nd Annual General Meeting of the Company and holds office upto 28th September, 2019 and who meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations and who is above the 75 years and has submitted a declaration to that effect and eligible for the re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f. 29th September, 2019 to 28th September, 2024.”

5. **Appointment of Mr. Bhupinder Singh as a Non-Executive Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Bhupinder Singh (DIN: 00062754) who is above 75 years and has submitted a declaration that he meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations and who is eligible for the appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five consecutive years w.e.f. 27th September, 2019 to 26th September, 2024.”

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

Shilpa Bhatia
Company Secretary &
Compliance Officer

Date: August 21, 2019
Place: New Delhi

Registered Office:
F-33/3, Okhla Industrial Area, Phase-II,
New Delhi – 110 020, India
CIN: L67190DL1991PLC045857
Website: www.avonmorecapital.in
E-mail: secretarial@almondz.com
Tel.: +91 43500700 Fax: +91 43500787

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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, 2019 to September 27, 2019, 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, Ms. Ashu Gupta, Director, retire by rotation at the Meeting and being eligible, offer herself for re-appointment.
7. Ms. Ashu Gupta is interested in the Ordinary Resolution set out at Item No. 2, of the Notice with regard to her re-appointment.
8. 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-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 2018-19 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 2018-19 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 27th 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.

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19. The Company is registered with the following depositories for dematerialization of its Equity Shares:
- National Securities Depositories Ltd. (NSDL) at Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013
 - Central Depository Services (India) Ltd. (CDSL), at Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, 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 Thursday, September 26, 2019 (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 27th AGM of the Company on September 27th, 2019 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**

Date: August 21, 2019
Place: New Delhi

Shilpa Bhatia
Company Secretary & Compliance Officer

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 4 of the accompanying Notice:

Item No. 3:

At the Annual General Meeting (AGM) held on September 29, 2014 Mr. Ajay Kumar (DIN: 01954049) was appointed as an Independent Director of the Company for a first term of 5 consecutive years i.e. upto 28th September, 2019.

Mr. Ajay Kumar is 1976 batch Indian Administrative Services Officer (IAS). He has vast and varied experience in Administration, Urban Development, Real Estate Development, Housing, Poverty, Public Health, Comparative Politics, International Relations & Law. He held the offices of Principal Secretary, Rural Engineering Organization & Vice Chairman, Bihar Rural Roads Development agency; Principal Secretary, Science and Technology, Govt. of Bihar; Principal Secretary Building & Housing cum Chairman Bihar State Housing Board (BSHB); Secretary Urban Development & Housing Department, Govt. of Bihar.

Mr. Ajay Kumar is associated with the Company from the year 2013 as an Independent Director. He attends Board and Committee meetings of the Company, participates in various discussions and provides his valuable suggestions to the Board. His rich knowledge, skills, wide experience, contributions have immensely benefited the Company.

Considering all the aforesaid factors and on the basis of report of performance evaluation of Mr. Ajay Kumar, the Nomination and Remuneration Committee recommended to the Board that his continued association will immensely benefit the Company. Pursuant to the recommendation of Nomination and Remuneration Committee and report of performance evaluation and in order to reap benefits of his rich and varied experience, the Board at its meeting held on 21st August, 2019 approved and recommended the re-appointment of Mr. Ajay Kumar, as a Non-Executive Independent Director of the Company for a second term of five consecutive years with effect from 29th September, 2019 to 28th September, 2024 not liable to retire by rotation.

Mr. Ajay Kumar has given consent for the said re-appointment and he is not disqualified from being re-appointed as a director of the Company under Section 164 of the Companies Act, 2013 ("the Act"). Further, the Company has received declaration of independence from Mr. Ajay Kumar confirming that he meets the criteria of independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Board after assessing veracity of the same is of the opinion that he fulfills the conditions for appointment as an Independent Director as specified in the Act, and rules made thereunder and the Listing Regulations and he is independent of the management. Further, Mr. Ajay Kumar is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The details of Mr. Ajay Kumar required under Regulation 36(2) of the Listing Regulations and Secretarial Standard - 2 are provided in Annexure to the Notice. The draft letter of re-appointment of Mr. Ajay Kumar setting out the terms and conditions of the said re-appointment is available for inspection at the Registered Office of the Company on all days except Saturdays, between 11.00 a.m. to 1.00 p.m. upto the date of the AGM and also at the AGM. Further, the letter of appointment is also available on website of the Company.

Pursuant to the provisions of Section 149(10) of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company.

The Board of Directors recommends the resolution as set out in Item No. 3 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ajay Kumar and his relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 4:

At the Annual General Meeting (AGM) held on September 29, 2014 Mr. Shyam Sunder Lal Gupta (DIN: 00044635) was appointed as an Independent Director of the Company for a first term of 5 consecutive years i.e. upto 28th September, 2019.

Further, pursuant to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, at the Annual General Meeting held on 27th September, 2019, members of the Company approved continuation of term of Shyam Sunder Lal Gupta upto 28th September, 2019.

Mr. Shyam Sunder Lal Gupta is M.Com, LL.B, MBA & CAIIB and Advocate at Supreme Court of India and the Delhi High Court. 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. Mr. Shyam Sunder Lal Gupta was also associated with M/s Orr. Dinam & Co., a renowned firm of Solicitors and Advocates, as the head of their Delhi office.

Mr. Shyam Sunder Lal Gupta is associated with the Company from past 11 years as an Independent Director. Mr. Shyam Sunder Lal Gupta, aged 85 years, is fit and capable of discharging his duties as an Independent Director of the Company. He attends Board and Committee meetings of the Company, participates in various discussions and provides his valuable suggestions to the Board. His rich knowledge, skills, wide experience, contributions have immensely benefited the Company.

Considering all the aforesaid factors and on the basis of report of performance evaluation of Mr. Shyam Sunder Lal Gupta, the Nomination and Remuneration Committee recommended to the Board that his continued association will immensely benefit the Company. Pursuant to the recommendation of Nomination and Remuneration Committee and report of performance evaluation and in order to reap benefits of his rich and varied experience, the Board at its meeting held on 21st August, 2019 approved and recommended the re-appointment of Mr. Shyam Sunder Lal Gupta, as a Non-Executive Independent Director of the Company for a second term of five consecutive years with effect from 29th September, 2019 to 28th September, 2024 not liable to retire by rotation.

Mr. Shyam Sunder Lal Gupta has given consent for the said re-appointment and he is not disqualified from being re-appointed as a director of the Company under Section 164 of the Companies Act, 2013 ("the Act"). Further, the Company has received declaration of independence from Mr. Shyam Sunder Lal Gupta confirming that he meets the criteria of independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Board after assessing veracity of the same is of the opinion that he fulfills the conditions for appointment as an Independent Director

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as specified in the Act, and rules made thereunder and the Listing Regulations and he is independent of the management. Further, Mr. Shyam Sunder Lal Gupta is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The details of Mr. Shyam Sunder Lal Gupta required under Regulation 36(2) of the Listing Regulations and Secretarial Standard - 2 are provided in Annexure to the Notice. The draft letter of re-appointment of Mr. Shyam Sunder Lal Gupta setting out the terms and conditions of the said re-appointment is available for inspection at the Registered Office of the Company on all days except Saturdays, between 11.00 a.m. to 1.00 P.M upto the date of the AGM and also at the AGM. Further, the letter of appointment is also available on website of the Company.

Pursuant to the provisions of Section 149(10) of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company. As per Regulation 17(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1st April, 2019, no listed company shall appoint

or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless the same is approved by members of the Company by way of

Special Resolution.

The Board of Directors recommends the resolution at Item No. 4 of the Notice for the approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Shyam Sunder Lal Gupta and his relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 5:

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and as per the recommendation of Nomination and Remuneration Committee the Board of Directors at their meeting held on 21st August, 2019 approved and recommended the appointment of Mr. Bhupinder Singh (DIN: 00062754) as a Non-Executive Independent Director for a first term of five consecutive years w.e.f 27th September, 2019 to 26th September, 2024.

Mr. Bhupinder Singh is a commerce graduate from Delhi University, MBA, CA (Inter), Fellow British Institute of Management (UK) and Fellow Institute of Directors (UK). He is eminently experienced in well known public and private sector organization in various capacities around 55 years. He was CMD of State Trading Corporation (STC) and was Consultant to Ministry of Commerce and Member Task Force, Ministry of Heavy Industry.

The brief profile and other details of Mr. Bhupinder Singh required as per Regulation 36(2) of the Listing Regulations and Secretarial Standard - 2 are provided in Annexure to this Notice.

The Company has received declaration of independence from Mr. Bhupinder Singh confirming that he meets the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In the opinion of the Board, Mr. Bhupinder Singh fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations and he is independent of the management. Further, Mr. Bhupinder Singh is not disqualified to act as Director of the Company. He has also given a declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The letter of appointment of Mr. Bhupinder Singh setting out the terms and conditions of the said appointment is available for inspection at the Registered Office of the Company on all days except Saturdays, between 11.00 a.m. to 1.00 p.m. upto the date of the AGM and also at the AGM. Further, the letter of appointment is also available on website of the Company.

Further, Mr. Bhupinder Singh is above the age of 75 years. Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on May 09, 2018, prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.

Considering rich knowledge, skills, varied experience of Mr. Bhupinder Singh, the Board is of the opinion that his appointment on the Board will immensely benefit the Company and it is desirable to avail services of Mr. Bhupinder Singh as an Independent Director.

The Board of Directors recommends the resolution as set out in Item No. 5 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Bhupinder Singh and his relatives are concerned or interested, financially or otherwise, in the said resolution.

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

Shilpa Bhatia
Company Secretary &
Compliance Officer

Date: August 21, 2019
Place: New Delhi

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Annexure A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE- APPOINTMENT AT THE ANNUAL GENERAL MEETING, SCHEDULED TO BE HELD ON SEPTEMBER 27, 2019 PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS), REGULATION, 2015

Name of the Director	Mr. Ajay Kumar	Mr. Shyam Sunder Lal Gupta	Mr. Bhupinder Singh	Ms. Ashu Gupta
Date of Birth	30-01-1951	28-09-1933	10-07-1939	23-12-1969
Age (in years)	68	85	80	49
DIN	01954049	00044635	00062754	00007836
Qualification	IAS	M.Com, LL.B, MBA & CAIIB	B.COM, MBA, CA (Inter), Fellow British Institute of Management (UK) and Fellow Institute of Directors (UK).	B.Com, FCS, LLB
Date of first Appointment on the Board	12-11-2013	30-07-2008	27-09-2019	20-03-2015
Brief Profile/ nature of Expertise in specific functional area	He has vast and varied experience in Administration, Urban Development, Real Estate Development, Housing, Poverty, Public Health, Comparative Politics, International Relations & Law.	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 had handled the work of Supreme Court, High Courts, MRTCP Commission, CLB, Arbitrators etc	He is eminently experienced in well known public and private sector organization in various capacities around 55 years. He was CMD of State Trading Corporation (STC) and was Consultant to Ministry of Commerce and Member Task Force, Ministry of Heavy Industry.	She has Immense knowledge and experience of over 2 decades in almost every facet of Corporate Secretarial, Legal Advisory and Consulting Profession
Terms of conditions of appointment/ re-appointment	As per resolution mentioned in Item no. 3 of the Notice	As per resolution mentioned in Item no. 4 of the Notice	As per resolution mentioned in Item no. 5 of the Notice	As per resolution mentioned in Item no. 2 of the Notice
Details of remuneration sought to be paid and remuneration last drawn.	Mr. Ajay Kumar shall be entitled for sitting fees as may be approved by the Board from time to time. At present, sitting fees for attending each Board/ Audit Committee/ Other Committee meeting is Rs. 15,000/-, Rs.7,500/- and 3000 respectively. For FY 2018-19: Sitting Fees: Rs. 44,500/-	Mr. Shyam Sunder Lal Gupta shall be entitled for sitting fees as may be approved by the Board from time to time. At present, sitting fees for attending each Board/ Audit Committee/ Other Committee meeting is Rs. 15,000/-, Rs.7,500/- and 3000 respectively. For FY 2018-19: Sitting Fees: Rs.93,500/-	Mr. Bhupinder Singh shall be entitled for sitting fees as may be approved by the Board from time to time. For FY 2018-19: Sitting Fees: NA	Mrs. Ashu Gupta shall be entitled for sitting fees as may be approved by the Board from time to time. At present, sitting fees for attending each Board meeting is Rs. 15,000/- For FY 2018-19: Sitting Fees: Rs.55,000/-
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	Not related to any Director / Key Managerial Personnel
Number of Board Meetings attended during the year	2	4	Not Applicable*	4
Board Membership of other Companies as on March 31, 2019 (excluding foreign, private and Section 8 Companies)	1. Almondz Global Securities Limited 2. Almondz Finanz Limited	Rama Vision Limited Instapower Limited	1.Panacea Biotec Limited 2.Emmsons International Limited	NIL

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Chairman/ Member of the Committee of the Board of Directors of the Company as on March 31, 2019	Chairman of Audit Committee & Nomination & Remuneration Committee	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	NIL	NIL
Chairman/Member of the Committee of Directors of other companies in which he is a director as on March 31, 2019				
a) Audit Committee	Almondz Global Securities Limited-Chairman Almondz Finanz Limited-Member	Rama Vision Limited- Chairman	NIL	NIL
b)Stakeholders Relationship Committee	Almondz Global Securities Limited-Chairman	Rama Vision Limited- Chairman	Emmsons International Limited-Chairman	NIL
c)Nomination and Remuneration Committee	Almondz Global Securities Limited-Chairman Almondz Finanz Limited-Chairman	Rama Vision Limited- Member	NIL	NIL
Number of shares held in the Company as on March 31, 2019	NIL	NIL	NIL	NIL

* Mr. Bhupinder Singh shall appoint as an Independent Director w.e.f 27th September, 2019.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 24, 2019 at 10:00 A.M and ends on September 26, 2019 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, 2019 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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).

- (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 :

1. 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.
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 26, 2019. 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: 011-43500700; 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 _____
 Email 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 27th Annual General Meeting of the Company, to be held on Friday, the 27th day of September, 2019 at 12:00 Noon at M.P.C.U. Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi-110054 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 Mrs. Ashu Gupta as a Director liable to retire by rotation		
3.	Re-appointment of Mr. Ajay Kumar (DIN: 01954049), as a Non-Executive Independent Director of the Company for second term of five consecutive years.		
4.	Re-appointment of Mr. Shyam Sunder Lal Gupta (DIN: 00044635), as a Non-Executive Independent Director of the Company for second term of five consecutive years.		
5.	Appointment of Mr. Bhupinder Singh (DIN: 00062740), as a Non-Executive Independent Director of the Company		

Signed this _____ day of _____ 2019.

Signature of Shareholder _____

Signature of Proxy _____

Affix a Re.1/- Revenue Stamp

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 27th Annual General Meeting of the Company held on Friday, the 27th day of September, 2019 at 12:00 Noon at M. P. C. U. Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110054

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

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 Ms. Ashu Gupta as a Director liable to retire by rotation		
3.	Special Resolution	Re-appointment of Mr. Ajay Kumar (DIN: 01954049), as a Non-Executive Independent Director of the Company for second term of five consecutive years.		
4.	Special Resolution	Re-appointment of Mr. Shyam Sunder Lal Gupta (DIN: 00044635), as a Non-Executive Independent Director of the Company for second term of five consecutive years.		
5.	Special Resolution	Appointment of Mr. Bhupinder Singh (DIN: 00062740), as a Non-Executive Independent Director of the Company		

Place :

Date :

Signature of the Shareholder / Beneficial Owner

VENUE ROUTE MAP FOR ANNUAL GENERAL MEETING, MPCU SHAH AUDITORIUM



