

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Corporate Identity Number (CIN): L67190DL1991PLC045857

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

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

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, Avonmore Capital & Management Services Ltd. (the "Company") is seeking the consent of its members for Adoption of new set of Articles of Association of the Company through postal ballot / electronic voting (e-voting).

Accordingly, the Draft Resolution and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the aforesaid resolution setting out the material fact concerning item and the reason thereof is annexed hereto with the Postal Ballot Form for your consideration. The Board of Directors of the Company has appointed Mr. C. B. Mishra, Company Secretary in Practice, New Delhi (Membership No. F4006 & Certificate of Practice No. 7254), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self addressed postage prepaid envelope, so as to reach the Scrutinizer not later than close of working hours on Wednesday, the 13th July, 2017 (17:30 Hrs.) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted.

Members may note that as required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and SEBI (LODR) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to the Members of the Company. Accordingly, the Company is also providing e-voting facility as an alternate, which would enable Members to cast votes electronically, instead of returning Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes and Instructions to this Notice.

Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of this Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the e-voting facility are given separately.

The Scrutinizer will submit his final report as soon as possible after completion of scrutiny to the Managing Director of the Company. The Managing Director or in his absence, the Company Secretary shall announce the result of the Postal Ballot on 14th July 2017, at 17:30 hours at the Registered Office of the Company. The result would be declared at the Registered Office of the Company and intimated to Stock Exchanges where the Company's Securities are listed and displayed along with the Scrutinizer's report on the Company's website www.avonmorecapital.in.

RESOLUTIONS

1. To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution by means of postal ballot and evoting:

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded to the adoption of new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

New Delhi
29th May, 2017

Sagar Gupta
Company Secretary

NOTES:

1. The statement pursuant to Section 102 (1) of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 2 June 2017. The Postal Ballot Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid self addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 2 June, 2017 will be considered for the purpose of voting / e-voting.
4. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to **complianceacms@almondz.com**. The Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
7. In compliance with Section 108,110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by CDSL. The instructions for electronic voting are annexed to this Notice.
8. A Member cannot exercise his / her vote through proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on Thursday, 13 July 2017 (17.30 Hrs.). The postage of such envelope will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of working hours on Thursday, 13 July 2017 (17.30 Hrs.), it will be considered that no reply from the Member has been received.
10. The Scrutinizer will submit his report to the Managing Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced on Friday, 14 July 2017, at the Registered Office of the Company at F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020. The result would be declared at the Registered Office of the Company and intimated to Stock Exchanges where the Company's Securities are listed and displayed along with the Scrutinizer's report on the Company's website www.avonmorecapital.in.
11. The date of declaration of result i.e. Friday, 14 July 2017, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Thursday, 13th July 2017.

1. EXPLANATORY STATEMENT

AS REQUIRED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The existing Articles of Association ("AoA") of the Company as currently in force are based on the Companies Act, 1956. Not only do several regulations in the existing AoA contain references to the specific Sections of the Companies Act, 1956, but some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

With the coming into force of the Companies Act, 2013 several regulations of the existing AoA of the Company require numerous alteration or deletions. It is therefore considered expedient to adopt a comprehensive new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in substitution of and to the exclusion of the existing AoA, instead of amending it by alteration/incorporation of provisions of 2013 Act. The substitution of the existing AoA with the new AoA is proposed to align the AoA of the Company with the provisions of the Companies Act, 2013.

The proposed draft of new Articles of Association is available on the Company's website at www.avonmorecapital.in for perusal by the shareholders.

Pursuant to the provisions of Section 14 of the Act, approval of the shareholders of the company by special resolution is required for the adoption of the New AOA to replace the existing AOA.

Accordingly, your Directors recommend passing of this Resolution as a Special Resolution as set out in item No. 1 of the Notice submitted to this meeting.

None of the Directors, Key Managerial Personnel (KMP) of the Company and their relatives is in any way concerned or interested in the above referred Resolution.

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

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Corporate Identity Number (CIN): L67190DL1991PLC045857

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

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

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POSTAL 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. / DP ID No.	
4.	No. of Shares held	

I / we hereby exercise my / our vote in respect of the Resolution / s to be passed through Postal 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.	Special Resolution	Resolution for adopting new set of Articles of Association under Section 14 of Companies Act, 2013		

Place :

Date :

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

NOTES AND INSTRUCTIONS:

- Voting period commences on and from June 12, 2017 and ends on July 13, 2017.
 - The result of the voting on the Resolutions will be declared at the Registered Office of the Company at F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020, on July 14, 2017 at 17.30 Hrs.
 - The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
 - 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 Postal 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 Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
 - Duly completed Postal Ballot Form should reach the Scrutinizer not later than 17.30 Hrs. on July 13, 2017. Postal 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 Postal 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 Postal Ballot Form should be accompanied by a certified copy of Board Resolution / authority and preferably with attested specimen signature(s) of the duly
- Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to:**
The Company Secretary,
Avonmore Capital & Management Services Limited,
F-33/3, Okhla Industrial Area, Phase-II, New Delhi - 110 020
- (A) PHYSICAL POSTAL BALLOT FORM**
- A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal 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 Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.

authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.

6. Shareholders are requested not to send any paper (other than the Resolution / authority as mentioned under instruction above) along with the Postal 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 Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.avonmorecapital.in) and the duly completed Postal 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. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

(B) The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 12th June, 2017 at 10:00 A.M. and ends on 13th July, 2017 at 17:30 Hrs. 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 02nd June, 2017 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. Sequence Number 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. E.g. 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)	<p>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.</p> <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 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.