

## Avonmore Capital & Management Services Limited

Corporate Identity Number (CIN) : L67190DL1991PLC045857

Regd. Office : F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020

Tel : 011-43500700; Fax : 011-43500735;

Website : [www.avonmorecapital.in](http://www.avonmorecapital.in); email id : [secretarial@almondz.com](mailto:secretarial@almondz.com)

### NOTICE

Notice is hereby given that the 30<sup>th</sup> (Thirty) Annual General Meeting of the Members of AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED ("the "Company") will be held on Thursday, the 29<sup>th</sup> day of September, 2022, at 01.00 P.M (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

#### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statement (both Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2022 together with Reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Govind Prasad Agrawal (DIN: 00008429), who retires by rotation at this Annual General Meeting in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment, 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."

3. To re-appoint M/s. Mohan Gupta & Company, Chartered Accountants, New Delhi (Firm Registration No. 006519N) as statutory auditors of the Company and to fix their remuneration:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Mohan Gupta & Co., Chartered Accountants, (New Delhi), Registration No. 006519N, be and is hereby re-appointed as the Statutory Auditors of the Company for a term of five (5) years commencing from the conclusion of the 30<sup>th</sup> Annual General Meeting till the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company to be held in the Year 2027 on the remuneration of Rs. 2,15,000 p. a as decided by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution."

#### **SPECIAL BUSINESS:**

4. To approve the revision in managerial remuneration payable to Mr. Ashok Kumar Gupta, Managing Director & KMP of the Company

To consider and if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V to the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), on the recommendation of Nomination and Remuneration Committee, consent of the shareholders, be and is hereby accorded to revise the remuneration of Mr. Ashok Kumar Gupta (DIN: 02590928) Managing Director, w.e.f. 01.04.2022 and on structure and terms and conditions as mentioned below for the remaining period of his tenure i.e. upto 30.12.2026.

#### **Salary**

Basic Salary of Rs. 1,35,000/- per month.

#### **B) Perquisites**

- (a) House Rent Allowance upto @ 40% of the Basic Salary as above.
- (b) Special Allowance of Rs. 2,000/- per month.
- (c) Conveyance Allowance of Rs. 1,600/- per month.
- (d) Medical Allowance of Rs. 1,250/- per month.
- (e) Company's Contribution towards Provident Fund and Superannuation Fund as per the Rules of the Company.
- (f) Gratuity as per the Rules of the Company.
- (g) Bonus/ ex gratia payments as per the Rules of the Company.

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

**RESOLVED FURTHER THAT** this is the upper limit of the salary and Management /Nomination and Remuneration Committee reserves the right to pay less than the amount mentioned in the above structure however in no case the remuneration paid to the Managing Director shall exceed the above limits.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of the tenure of Mr. Ashok Kumar Gupta, the Company has no profits or its profits are inadequate, the Company will pay the salary and perquisites upto the limits as specified above to Mr. Ashok Kumar Gupta as the minimum remuneration.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Managing Director of the Company shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration

of Mr. Ashok Kumar Gupta, Managing Director, including the monetary value thereof, to the extent recommended by the Board of Directors from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

**5. To consider and approve the Related Party Transactions of the Company**

To consider and if thought fit, to pass, with or without modifications, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Company’s Policy on Materiality of Related Party Transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company in respect of the contract(s)/ arrangement(s)/ transaction(s) entered/to be entered into by the Company with the related parties upto the yearly limits for a period of five years commencing from 30<sup>th</sup> AGM to end of 35<sup>th</sup> AGM as mentioned in the explanatory statement forming part of this notice, being ‘Related Party’ within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in connection with the transaction(s) and on the terms mentioned therein.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any Committee of the Board of Directors for Operations or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee be and are hereby authorized to negotiate and finalize the terms and conditions of the above contract(s)/ arrangement(s)/ transaction(s) with related parties within the aforesaid limits and to do all such acts.”

**6. To consider and approve the change of registered office of the Company from the State of NCT of DELHI to State of Maharashtra**

To consider and if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 including any amendment,

re-enactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated and subject to approval of the Central Government (Power delegated to Regional Director) and/ or any authority(ies) as may be required from time to time and subject to such approvals, permissions, consents and sanction as may be required from any regulatory authority and further subject to such conditions and modifications as may prescribed by such regulatory authority while granting such approvals, consents, permissions and sanction and which may be agreed to by the board of directors (hereinafter referred to as “Board”, which shall be deemed to include, unless the context otherwise requires any committee of the board or any person(s) authorized by the Board to exercise powers as conferred by the Board under this resolution), the consent of the members be and is hereby accorded for shifting of registered office of the Company from ‘National Capital Territory of Delhi’ to the ‘State of Maharashtra at Mumbai’ and that Clause-II of the Memorandum of Association of the Company be substituted with the following clause:

“II. The registered office of the Company will be situated in the State of Maharashtra.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized on behalf of the Company to agree to and make and accept such conditions, modifications, variations, alterations or revisions stipulated by any authority(ies), while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things, in absolute discretion or deem necessary and proper in this regard.”

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

**Sonal  
Company Secretary & Compliance Officer**

**Place: New Delhi  
Date: August 12, 2022**

Registered Office:  
F-33/3, Okhla Industrial Area, Phase-II,  
New Delhi – 110020, India  
CIN: L67190DL1991PLC045857  
**Website:** [www.avonmorecapital.in](http://www.avonmorecapital.in)  
**E-mail:** [secretarial@almondz.com](mailto:secretarial@almondz.com)  
Tel.: +91 43 500 700 Fax: +91 43500735

**NOTES:**

1. In view of continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), Government of India, vide its General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 20/ 2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/ 2021 dated December 8, 2021, General Circular No. 2/ 2022 dated May 5, 2022 (collectively "General Circulars") issued by the Ministry of Corporate Affairs (the "MCA") and Securities Exchange Board of India (SEBI) vide its circular no. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 dated May 12, 2020, circular no. SEBI/ HO/ CFD/ CMD 2/ CIR/ P/ 2021/ 11 dated January 15, 2021, and circular no. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated May 13, 2022 (collectively "SEBI Circulars") have permitted companies to conduct General Meetings through Video Conference (VC) or Other Audio Visual Means (OAVM), subject to compliance of various conditions mentioned therein. Accordingly, the 30<sup>th</sup> Annual General Meeting (the "AGM" or the "Meeting") of Avonmore Capital & Management Services Limited (the "Company") will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the "Act") and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
2. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 01:00 P.M.IST.
3. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. HEREOF, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 30<sup>TH</sup> AGM OF THE COMPANY (THE "NOTICE").**  
  
However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [csnps11@gmail.com](mailto:csnps11@gmail.com) with a copy marked to [www.evotingindia.com](http://www.evotingindia.com)
4. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.

5. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
6. An Explanatory statement pursuant to Section 102(1) of the Act, which sets out details relating to Special Businesses at the meeting, is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking appointment/ re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.
7. **Dispatch of Annual Report through E-mail**  
  
In accordance with the MCA Circulars and the said SEBI Circular, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2022, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Beetal Financial Computers Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2022 shall be available on the websites of the Company viz., [www.avonmorecapital.in](http://www.avonmorecapital.in) and of the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., [www.evotingindia.com](http://www.evotingindia.com)
8. **PROCEDURE FOR ATTENDING THE AGM THROUGH VC OR OAVM**  
  
Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by CDSL at <https://www.evotingindia.com> by using their remote e-Voting login credentials and selecting the EVEN for the AGM. **Further details in this regard are annexed separately and form part of this Notice.**
9. **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**  
  
The remote e-Voting period will commence on Monday, September 26, 2022 (10:00 A.M. IST) and will end on Wednesday, September 28, 2022 (5:00 P.M. IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., Thursday, September, 22, 2022, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members /

list of Beneficial Owners as on Thursday, September, 22, 2022 being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. The Board of Directors has appointed M/s. NPS & Associates, Company Secretaries (ACS: A55529 /CP No. 22069) or failing whom, such other practicing company secretary as the Board of Directors of the Company may appoint, as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of at least two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/ person duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website ([www.avonmorecapital.in](http://www.avonmorecapital.in)) and on the e-Voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Thursday, September 29, 2022.

**10. Procedure to raise Questions / seek Clarifications**

- a) As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than 5:00 P.M. (IST) Saturday, September 24, 2022, mentioning their names, folio numbers/demat account numbers, e-mail addresses and mobile numbers at [secretarial@almondz.com](mailto:secretarial@almondz.com) and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.
- b) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Tuesday, September 20, 2022 (9:00 A.M. IST) to Saturday, September 24, 2022 (5:00 P.M. IST) at [secretarial@almondz.com](mailto:secretarial@almondz.com) from their registered e-mail addresses mentioning their names, folio numbers/demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
- c) Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company

from Tuesday, September 20, 2022 (9:00 A.M. IST) to Saturday, September 24, 2022 (5:00 P.M. IST) through e-mail at [secretarial@almondz.com](mailto:secretarial@almondz.com) and the same will be suitably replied by the Company.

**11. Procedure for inspection of documents**

All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at [secretarial@almondz.com](mailto:secretarial@almondz.com) from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers. During the AGM, the 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 Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at CDSL e-Voting system.

**12. Book Closure Period**

The Share Transfer Books and Register of Members of the Company will remain closed from **Friday, September 23, 2022 to Thursday, September 29, 2022** (both days inclusive) (both days inclusive) for the purpose of the AGM.

**13. Nomination Facility**

Members holding shares under a single name in physical mode are advised to make nomination in respect of their shareholding in the Company. Members holding shares in demat mode should file their nomination with their respective Depository Participant(s).

14. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019 can do so only after the shares are dematerialized. However, requests for transfer of shares held in physical mode, as filed in Form SH-4, prior to April 1, 2019 and returned to the investors due to deficiency in the documents, may be re- submitted for transfer even after April 1, 2019 provided it is submitted alongwith the necessary documents including PAN details. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/ MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.

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

**Sonal  
Company Secretary & Compliance Officer**

**Place: New Delhi  
Date: August 12, 2022**



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

This explanatory statement is in terms of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, however, the same is strictly not required as per Section 102 of the Act.

**Item No.3: To re-appoint M/s. Mohan Gupta & Company, Chartered Accountants, New Delhi (Firm Registration No. 006519N) as statutory auditors of the Company and to fix their remuneration**

The Members at the 25<sup>th</sup> Annual General Meeting ("AGM") of the Company held on 28 September, 2017, had approved the appointment of M/s. Mohan Gupta & Co., Chartered Accountants, (New Delhi), Registration No. 006519N, as Statutory Auditors of the Company, to hold office till the conclusion of the 30<sup>th</sup> Annual General Meeting.

The Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 12<sup>th</sup> August, 2022, proposed the re-appointment of M/s. Mohan Gupta & Co., Chartered Accountants, (New Delhi), Registration No. 006519N as Statutory Auditors of the Company for a term of five years commencing from the conclusion of the 30<sup>th</sup> Annual General Meeting till conclusion of the 35<sup>th</sup> Annual General Meeting to be held in the year 2027, along with remuneration plus applicable taxes, out of pocket expenses, etc., incurred in connection with the Audit of ₹ 2,15,000 p.a. as decided by the Board of Directors in consultation with the Auditors.

Considering the evaluation of the past performance, experience and expertise of Deloitte and based on the recommendation of the audit committee, it is proposed to appoint M/s. Mohan Gupta & Co., Chartered Accountants as statutory auditors of the Company for a second term of five consecutive years till the conclusion of the 35<sup>th</sup> AGM of the Company in terms of the aforesaid provisions.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

**Item no.4: To approve the revision in managerial remuneration payable to Mr. Ashok Kumar Gupta, Managing Director & KMP of the Company**

Mr. Ashok Kumar Gupta is a commerce graduate and is also a fellow member of "The Institute of Company Secretaries of India". Mr. Ashok Kumar Gupta is having vast experience in the field of finance, accounts and secretarial matters of the Companies.

Keeping in view that Mr. Ashok Kumar Gupta has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment and also increase remuneration of Mr. Ashok Kumar Gupta as Managing Director. The Nomination and Remuneration Committee considered the significant contributions made by Mr. Ashok Kumar Gupta, as Managing Director and thereby recommended to the Board revision in the remuneration of Mr. Ashok Kumar Gupta as Managing Director. Based on the recommendation of the Nomination and Remuneration Committee and for the smooth

and efficient running of the administrative affairs of the Company, the Board of Directors of the Company passed a resolution in their meeting held on May 30, 2022, subject to the approval of members, approving revision in managerial remuneration of Mr. Ashok Kumar Gupta for the remaining period of his tenure i.e., 30.12.2026 as Managing Director & KMP of the Company.

The revision and payment of remuneration to Mr. Ashok Kumar Gupta are subject to the approval(s) of Members at this Annual General Meeting of the Company by way of Special Resolution, in accordance with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act. Further, in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Ashok Kumar Gupta as the Managing Director of the Company, the remuneration as mentioned in the item no. 4, will be paid to Mr. Ashok Kumar Gupta, as minimum remuneration, subject to such statutory / regulatory approvals as may be necessary. A statement containing the requisite information in accordance with the requirement of Section II of Part II of Schedule V of the Act is also attached.

None of the Directors and KMP(s) of the Company or their relative except Mr. Ashok Kumar Gupta are in any way, concerned or interested, financial or otherwise, in the special resolution set out at item No. 4 of the notice.

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

**Item no. 5: To consider and approve the Related Party Transactions of the Company**

The members are informed pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

*The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business on an arm's length basis.*

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), approval of the shareholders through Ordinary Resolution is required for all 'material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis.

For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The Company is involved in making long term strategic investments, specifically in group companies and Non Banking Finance Activities (Non- Deposit). The Company is acting as primary holding and investment company, focusing on new business opportunities. The Company holds strategic stakes of around 57% in Almondz Global Securities Limited besides stake in other subsidiaries and step down subsidiaries. The Company is essentially an investment company. Its focus is on earning income through dividends interest and profits on investments held.

## AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

As the ultimate holding company, it is inherent and therefore becomes necessary and incumbent and in the ordinary course, to support the Group entities by periodic capital infusions through customary modes as are prevalent in the industry, towards the attainment of their growth and expansion endeavors and optimal use of capital, in the larger beneficial interest of the stakeholders of the Company. Necessarily, from a strategic perspective, it entails inter-alia lending/borrowing, providing corporate guarantees and securities for existing/new credit facility(ies).

The Company may also be required to enter into various contracts or arrangements with the Group entities as may be necessitated from time to time, towards this end. Beside this the company also enters

into small contract as and when require as business compulsion.

The consent of the Members is sought to by way of Ordinary Resolutions to ratify and also accord further approval to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of the Board) for carrying out and/or continuing all existing contracts/ arrangements / agreements / transactions and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) of the following nature with the related parties as mentioned in Annexure appearing hereinafter for a period of five years commencing from 30<sup>th</sup> AGM to end of 35<sup>th</sup> AGM for an amount mentioned hereunder:

Name of the Related Party	Nature, material terms, monetary value and particulars of the contract or arrangement	Other details	Maximum Amount per Annum per related party (in Crores)
Subsidiaries / Step Down subsidiary/ Joint Venture / Associates other than its wholly owned subsidiary/ies List of such existing Related Parties is given in Annexure	Lending / borrowing & interest thereon, providing and receiving corporate guarantees and providing securities for existing/new credit facility (ies) whether availed by the company or it's group companies, other than its wholly owned subsidiary/ies	The Company is a Registered NBFC Company as NON Deposit taking NBFC and is governed by SEBI as well as RBI Rules and Regulations.  The other businesses of the Company within the financial services spectrum are carried on by the various subsidiaries/ step-down subsidiaries/ Associates, which are inter alia respectively engaged in the business of Stock broking, IT Services, Wealth Management, non-banking financial services, etc. The businesses of the entities in the Group are by their very nature cyclical and hence the capital requirements vary from time to time over periods of time. As the parent company, it is inherent and therefore becomes necessary and incumbent and in the ordinary course, to support the Group entities by periodic capital infusions through customary modes as are prevalent in the industry, towards the attainment of their growth and expansion endeavors and optimal use of capital, in the larger beneficial interest of the stakeholders of the Company. Necessarily, from a strategic perspective, it entails inter-alia lending/ borrowing, providing corporate guarantees and securities for existing/new credit facility(ies). The Company may also be required to enter into various contracts or arrangements with the Group entities as may be necessitated from time to time, towards this end.	600
Subsidiaries / Step Down subsidiary/ Joint Venture / Associates incorporated/ to be incorporated, From time to time as per regulatory requirement / strategic business decision. List of existing Subsidiaries is given in Annexure	Recoveries/payment of expenses	Sometime company making expenses on behalf of group companies and vice versa, which the company recovers/ pays on actual basis.	1
Subsidiaries / Step Down subsidiary/ Joint Venture / Associates incorporated/ to be incorporated, From time to time as per regulatory requirement / strategic business decision/Directors and their relatives. List of existing Subsidiaries is given in Annexure	Demat, Brokerage and processing charges.	The Subsidiary Company, Almondz Global Securities Ltd (AGSL) is stock broker and a depository participant and has also license for sale and purchase of securities in the wholesale debt market. The AGSL receives service charge in the form of brokerage, demat and processing charges	1
Subsidiaries / Step Down subsidiary/ Joint Venture / Associates other than its wholly owned subsidiary/ies List of such existing Related Parties is given in Annexure	Securities are sold/ purchased at the rates available at FIMDA/ exchange/market.	The Company regularly sale purchase in securities, bonds etc. through its DP, Almondz Global Securities Limited. This is also a subsidiary company of ACMS.  Further, AGSL is a registered primary dealer and transacts in SLR securities such as government securities, treasury bill and/ or SDL like any other primary dealer. Like any other customer, the Company provide this services to its subsidiary and other related parties.	600

## AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

1. Innovative Money Matters Pvt. Ltd.
2. Rinku Sobti Fashions Pvt. Ltd.
3. Almondz Global Securities Ltd.
4. Almondz Finanz Ltd.
5. Almondz Global Infra Consultant Ltd.
6. North Square Projects Pvt. Ltd.
7. Almondz Financial Services Ltd.
8. Almondz Commodities Pvt Ltd.
9. Red Solutions Private Ltd.
10. Skiffle Healthcare Services Ltd.
11. Almondz Insolvency Resolutions Pvt Ltd
12. Premier Alcobev Pvt Ltd.
13. Directors, KMPs and their relatives,

The above transactions, which are enabling in nature, have been approved by the "Board" (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on August 12, 2022 in terms of the requirements of Regulation 23(4) of the Listing Regulations deeds, matters and things including amendment(s) or modification(s) thereto as may be considered necessary, relevant and expedient to give effect to this Resolution."

The Board recommends the Resolution at Item No. 5 of the Notice for approval by the members of the Company as an ordinary Resolution.

Except the Promoter Directors and their relatives (to the extent of their directorship / shareholding interest in the Company and / or other promoter entities), no other Director or KMP is concerned or interested, financially or otherwise, in passing of this resolution.

**Item no. 6: To consider and approve the change of registered office of the Company from the State of NCT of DELHI to State of Maharashtra**

The Company's Registered Office is presently located at National

Capital Territory (NCT) of Delhi at F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020. The Board of Directors of the Company at their meeting held on 12<sup>th</sup> August, 2022 has proposed to shift the registered office of the Company from the "National Capital Territory of Delhi" to the "State of Maharashtra at Mumbai" to carry on the business of the Company more economically and efficiently and with better operational convenience. Furthermore, majority Financial Institutional Investors (FIIs), Mutual Funds and Financial Investors are based at Mumbai, and therefore, shifting of registered office to Mumbai shall facilitate better coordination and interaction with them.

As per the Board of Directors of the Company the aforesaid shifting of registered office is in best interest of the Company, its shareholders, its creditors and other concerned stakeholders and will not be detrimental to the interest of any public or concerned stakeholders of the Company, in any manner whatsoever.

After the proposal is approved by the Members, a petition is required to be filed under section 13(4) of the Companies Act, 2013 to the Central Government (powers delegated to Regional Director) for approval to their proposed alteration in registered office from 'National Capital Territory of Delhi' to 'State of Maharashtra'.

None of the Directors, other Key Managerial Personnel and their relatives of your company are concerned or interested in the resolution except in relationship to their shareholding.

The Board recommends the resolution to the Members for their consideration and for approval as a special resolution.

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

**Sonal  
Company Secretary & Compliance Officer**

**Place: New Delhi  
Date: August 12, 2022**

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

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

#### I General Information

S. No.	Particulars	Disclosure
1.	Nature of Industry	Finance (including NBFCs)
2.	Date or Expected date of commencement of commercial production	The Company is already in existence and operation
3.	In case of new companies, expected date of activities as per project approved by the financial institutions appearing in the prospectus	N.A.
4.	Financial Performance based on given indicators (as on 31 March 2022) – Audited	As given below
5.	Foreign investments or collaborations, if any	N.A.

## AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

### II INFORMATION ABOUT THE APPOINTEE

S. No.	Particulars	Disclosure
		<b>Mr. Ashok Kumar Gupta</b>
1.	Background Detail	Mr. Ashok Kumar Gupta is a Commerce Graduate and is also a Fellow Member of "The Institute of Company Secretaries of India". Mr. Ashok Kumar Gupta is having vast experience of more than 25 years in the field of finance, accounts and secretarial matters of the Companies
2.	Past Remuneration	Rs. 1,42,500/- pm
3.	Recognition or Awards	N.A.
4.	Job Profile and his suitability	Presently, Mr. Ashok Kumar Gupta is managing the affairs of the Company and involved in Business Development. He has greatly contributed in building up and moving the organization towards growth.
5.	Remuneration proposed	As per the Resolution Passed
6.	Comparative remuneration profile with respect to industry size of the, company, profile of the position and person	The Remuneration of Mr. Ashok Kumar Gupta is in the consonance with the given criteria. Taking into consideration the size of the Company, the profile of Mr. Ashok Kumar Gupta, the responsibilities being Shouldered by him and the industry benchmarks the remuneration proposed to be paid to him commensurate with the remuneration packages paid to similar senior level counterpart(s) in comparable industries.
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel	He is not having any other pecuniary relationship with the company or its managerial personnel.

### III OTHER INFORMATION

S. No.	Particulars	Disclosure
1.	Reasons of Loss or Inadequate profit	Not applicable This disclosure is only an enabling disclosure for payment of aforesaid remuneration in the unlikely scenario of loss / inadequacy of profits. It is pertinent to note that the Company does not foresee any inadequacy of profits in the forthcoming years. Accordingly, the aforesaid remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/ inadequacy of profits due to unavoidable circumstances.
2.	Steps taken or proposed to be taken for improvement	Not applicable
3.	Expected increase in productivity and profits in measurable terms	Not applicable

### IV Disclosures

- The details of remuneration proposed to be paid to the Managing Director are contained in the resolution Item No. 4 of the Notice read with corresponding Explanatory Statement required under Section 102 of the Companies Act, 2013.
- All the necessary disclosures pertaining to the Directors shall be made in the Director's Report for the F.Y. 2021-22.

Particulars	Disclosure
Name of the appointee	Ashok Kumar Gupta
Names of other Companies in which the appointee holds directorship	1. Glow Apparels Private Limited 2. Anemone Holdings Private Limited 3. Almondz Infosystem Private Limited 4. Red Solutions Private Limited 5. Sunlight Software Private Limited. 6. Skiffle Healthcare Services Limited.
Name of the Company in which Appointee holds membership of the Committee of the Board	NIL
Shareholding in Avonmore Capital & Management Services Limited	NIL



(Rs. In Lakhs)

S. No.	Particulars	2021-22	2020-21	2019-20
1.	Gross Revenue	365.05	301.50	236.43
2.	EBITDA	239.74	101.18	85.45
3.	PBT	191.04	57.75	81.40
4.	PAT	137.75	46.73	65.22
5.	Paid-up Equity Share Capital	2492.17	2492.17	2492.17
6.	Net worth	10,306.15	10,166.61	10,118.04
7.	EPS*	0.57	0.19	0.26

\* EPS is presented in Rupees

**Annexure A**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE- APPOINTMENT AT THE ANNUAL GENERAL MEETING, SCHEDULED TO BE HELD ON SEPTEMBER 29, 2022 PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS), REGULATION, 2015**

Name of the Director	Mr. Govind Prasad Agarwal	Mr. Ashok Kumar Gupta
Date of Birth	September 9, 1954	June 25, 1965
Age (in years)	67	57
DIN	00008429	02590928
Qualification	LLB, FCS	B.Com, FCS
Date of first Appointment on the Board	19-03-2007	31-12-2011
Brief Profile/ nature of Expertise in specific functional area	Mr. Govind Prasad Agrawal is Law graduate and fellow member of 'The Institute of Company Secretaries of India'. He has got rich experience of more than 3 decades in the field of Finance, Law and Administration.	Mr. Ashok Kumar Gupta is a Commerce Graduate and is also a Fellow Member of "The Institute of Company Secretaries of India". Mr. Ashok Kumar Gupta is having vast experience of more than 25 years in the field of finance, accounts and secretarial matters of the Companies
Terms of conditions of appointment/ re-appointment	As per resolution mentioned in Item no. 2 of the Notice	As per resolution mentioned in Item no. 4 of the Notice
Details of remuneration sought to be paid and remuneration last drawn.	Mr. Govind Prasad Agrawal 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. 25,000/- for FY 2022-23: Sitting Fees: Rs.1,27,500 /- Last Drawn	As per resolution mentioned in Item no. 4 of the Notice
Relationship with other Directors / 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	5	5
Board Membership of other Companies as on March 31, 2022 (excluding foreign, private and Section 8 Companies)	1. Rama Vision Limited 2. Margo Finance Limited 3. Yantex Exports Limited	NIL
Chairman/ Member of the Committee of the Board of Directors of the Company as on March 31, 2022	1. Member of Audit Committee. 2. Member of Nomination & Remuneration Committee. 3. Member of Corporate Social Responsibility Committee. 4. Chairman of Stakeholders Relationship Committee.	1. Stakeholders' Relationship Committee, Member 2. Committee for Further Issue of Share Capital, Chairman 3. Management Committee, Chairman 4. Corporate Social Responsibility Committee, Member
Chairman/Member of the Committee of Directors of other Companies in which he is a director as on March 31, 2022		
a) Audit Committee	1. Rama Vision Limited 2. Margo Finance Limited	NIL
b) Stakeholders Relationship Committee	1. Rama Vision Limited	NIL
c) Nomination and Remuneration Committee	1. Rama Vision Limited 2. Margo Finance Limited	NIL
Number of shares held in the Company as on March 31, 2022	NIL	NIL

## INSTRUCTIONS FOR ATTENDING AND VOTING IN AGM

- i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.avonmorecapital.in](http://www.avonmorecapital.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

- vii. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, September 26, 2022 (10:00 A.M. IST) and will end on Wednesday, September 28, 2022 (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Thursday, September, 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

## AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New SystemMyeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.  After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**
1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Click on "Shareholders" module.
  3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  4. Next enter the Image Verification as displayed and Click on Login.

5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	<b>For Shareholders Holding Shares In Demat Form Other Than Individual And Physical Form</b>
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"> <li>Shareholders who have not updated their pan with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact company/RTA.</li> </ul>
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"> <li>If both the details are not recorded with the depository or Company, please enter the member id / folio number in the dividend bank details field as mentioned in instruction (V).</li> </ul>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [secretarial@almondz.com](mailto:secretarial@almondz.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.



5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES**

**FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.