

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Corporate Identity Number (CIN) : L67190DL1991PLC045857

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

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

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

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED will be held on Tuesday the 29th day of September, 2015, at 2.30 P.M. at M. P. C. U. Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110 054 to transact the following business :

ORDINARY BUSINESS :

1. To consider and if thought fit, with or without modification(s), pass the following Resolution as an Ordinary Resolution :

“RESOLVED THAT the Audited Balance Sheet as at 31 March 2015 and the Statement of Profit and Loss of the Company for the year ended on that date, together with Directors’ Report and Auditors’ Report thereon as presented to the meeting, be and are hereby, approved and adopted.”

2. To consider and if thought fit, with or without modification(s), pass the following Resolution as an Ordinary Resolution :

“RESOLVED THAT Mr. Govind Prasad Agrawal, Director of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby, re-appointed as a Director of the Company.”

3. To consider and if thought fit to pass with or without modification(s) the following Resolution as an Ordinary Resolution :

“RESOLVED THAT the Auditors of the Company, M/s H. K. Chhabra & Co., Chartered Accountants, who retire at this Meeting, being eligible and willing to act as Auditors, be and are hereby, re-appointed as the Auditors of the Company to hold office till the conclusion of the Annual General Meeting of the Company to be held in 2020, at a remuneration to be decided by the Board of Directors of the Company.

SPECIAL BUSINESS :

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Ms. Ashu Gupta, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 20, 2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Ms. Ashu Gupta for the office of the Director of the Company, be and is hereby elected and appointed as a Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation.”

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

New Delhi
14th August, 2015

Kunal Madaan
Company Secretary

NOTES :

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 4 of the Notice, is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment / re-appointment as Directors under Item No. 4 of the Notice, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF ON A POLL ONLY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN WRITING, SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.
3. The Register of Members and Transfer Books of the Company will be closed from Wednesday, 23 September 2015 to Tuesday, 29 September 2015, (both days inclusive).
4. 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.
5. 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.
6. 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.
7. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for public inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. upto and inclusive of the date of the Annual General Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
9. The Securities and 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.
10. The Company is registered with the following depositories for dematerialization of its Equity Shares :
 - i) National Securities Depositories Ltd. (NSDL) at Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013
 - ii) Central Depository Services (India) Ltd. (CDSL), at Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai - 400001The Registration No. granted by NSDL & CDSL is ISIN INE-INE323B01016.
11. The Notice of the AGM along with the Annual Report 2014-15 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.
12. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA / Depositories.
13. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, 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.
14. 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.
15. Details of Directors seeking appointment / re-appointment at the Annual General Meeting of the Company are provided in Annexure A of this Notice. The information or details pertaining to these Directors, to be provided in terms of Clause 49 of Listing Agreements, are furnished in the Statement on Corporate Governance in this Annual Report.
16. 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.
17. 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.
18. 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.

19. 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.
20. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to complianceacms@avonmorecapital.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, **C. B. Mishra & Associates** not later than Monday, September 28, 2015 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.
21. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.avonmorecapital.in and on the website of CDSL <https://www.evotingindia.co.in> within three days of the passing of the resolutions at the 23rd AGM of the Company on September 29, 2015 and communicated to the Bombay Stock Exchange Limited and Delhi Stock Exchange of India Limited, where the shares of the Company are listed.

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

New Delhi
14th August, 2015

Kunal Madaan
Company Secretary

Explanatory Statement **(Pursuant to Provisions of 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 No. 4 of the accompanying Notice.

Item No. 4 :

Ms. Ashu Gupta was appointed as an Additional Director w.e.f. 20.03.2015 pursuant to Section 161 of the Companies Act, 2013. She holds office till conclusion of this Annual General Meeting. Ms. Ashu Gupta is a commerce graduate from Delhi University, Bachelor of Law (L.L.B.) from Delhi University and became Company Secretary from the Institute of Company Secretaries of India (ICSI) in 1995. She has immense knowledge and experience of over 18 years in almost every facet of Corporate Secretarial, Legal Advisory and consulting profession. She is well exposed in handling corporate legal matters and dealing with various regulatory authorities like Registrar of Companies (ROC), Regional Director (RD), Company Law Board (CLB), Ministry of Corporate Affairs, Securities & Exchange Board of India (SEBI), Stock Exchanges, Reserve Bank of India (RBI) etc.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Ashu Gupta for the office of Director of the Company. Keeping in view the experience and expertise of Ms. Ashu Gupta, the Board considers it desirable that the Company should receive the benefit of her valuable experience and advice and accordingly recommends the resolution for approval by the members.

Except Ms. Ashu Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

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

New Delhi
14th August, 2015

Kunal Madaan
Company Secretary

**Details of Directors seeking appointment / re-appointment at the Annual General Meeting
(Pursuant to Clause 49 of listing agreement)**

Name of the Director	Govind Prasad Agrawal	Ashu Gupta [®]
Date of Birth	09 September, 1954	23 December, 1969
Relationship with Directors	None	None
Expertise in specific functional area	Wide managerial experience in finance, law and administration	Immense Knowledge in Corporarate, Secretarial, Legal Advisory and Consulting Profession
Qualification	B.Com, FCS, LL.B	B.Com, FCS, LL.B
Board Membership of other companies as on March 31, 2015 [*]	10	NIL
Chairman / Member of the Committee of the Board of Directors as on March 31, 2015	3	NIL
Chairman / Member of the Committee OF Directors of other companies in which he / she is a director as on March 31, 2015		
a) Audit Committee	2	NIL
b) Stakeholders Relationship Committee	1	NIL
c) Nomination and Remuneration Committee	2	NIL
Number of shares held in the Company as on March 31, 2015 ^{**}	64895	NIL

Note :

^{*} This does not include position in foreign companies, position as an advisory board member and position in companies under Section 25 of the Companies Act, 1956 (corresponding to companies under Section 8 of Companies Act 2013) but included private limited companies.

^{**} Includes shares held jointly with immediate family members.

[®] Ms. Ashu Gupta has been appointed Additional Director w.e.f. 20.03.2015.

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on September 26, 2015 at 10:00 a.m. and ends on September 28, 2015 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **cut-off date i.e. September 22, 2015** (e-voting & remote e-voting) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below :

For Members holding shares in Demat & 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Detail Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If 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.
- (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 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.
 - (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the **cut-off date i.e. September 23, 2015** (e-voting & remote e-voting) may follow the same instructions as mentioned above for e-Voting.
 - (ii) 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 stamp 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 28, 2015. 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 Forms well before the last date providing sufficient time for the postal transit.
5. In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Ballot Form.
6. Shareholders are requested not to send any paper (other than the Resolution/authority as mentioned under instruction above) along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Ballot Form for every folio/client ID irrespective of the number of the joint Members. On receipt of the duplicate Ballot Form, the original will be rejected.
8. A Member may request for a duplicate Ballot Form, if so required or can download the Ballot Form from the Company's website www.avonmorecapital.in and the duly completed Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Ballot Form shall be rejected.

PROXY FORM
AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Corporate Identity Number (CIN) : L67190DL1991PLC045857

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

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

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

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

* Applicable for investors holding shares in physical form.

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

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

as my /our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Tuesday, the 29th day of September, 2015 at 2.30 P.M. at M. P. C. U. Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi-110 054 and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolution	For	Against
1.	Adoption of Annual Financial Reports and Reports of Directors and Auditors of the Company		
2.	Re-appointment of Mr. Govind Prasad Agrawal as Director of the Company		
3.	Re-appointment of M/s H.K. Chhabra & Co., as Statutory Auditors of the Company		
4.	Appointment of Ms. Ashu Gupta, as a Non-Executive Director of the Company		

Signed this _____ day of _____ 2015.

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

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

ATTENDANCE SLIP

I hereby record my presence at the 23rd ANNUAL GENERAL MEETING of the Company held on Tuesday the 29th day of September, 2015 at 2.30 P.M. at M. P. C. U. Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi - 110 054

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

Please (✓) in the Appropriate Box ☐ Member ☐ Proxy

CLIENT ID No. _____

No. of Shares _____

D P I D No. _____

Regd. Folio No. * _____

(Signature of the Member / Proxy)

* Applicable for investor holding shares in physical form.

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

BALLOT FORM

1. Name (s) of Shareholder(s) / Beneficial Owner :
including joint-holders, if any
2. Registered Address of the Sole / :
First named Shareholder
3. Registered Folio No. / Client ID No. :
4. No. of Shares held :
5. I / we hereby exercise my / our vote in respect of the Resolution / s to be passed through Ballot for the business stated in the Notice of the Company by sending my / our assent / dissent to the said Resolution / s by placing Tick (✓) mark at the appropriate box below :

S. No.	Resolution Type	Particulars	I / We assent to the Resolution / s	I / We dissent to the Resolution / s
1.	Ordinary Resolution	Resolution for Adoption of Financial Reports and Reports of Directors and Auditors of the Company		
2.	Ordinary Resolution	Resolution for re-appointment of Mr. Govind Prasad Agrawal as Director of the Company		
3.	Ordinary Resolution	Resolution for re-appointment of M/s. H. K. Chhabra & Co., as Statutory Auditors of the Company pursuant to the provisions of Section 139 of the Companies Act, 2013		
4.	Ordinary Resolution	Resolution for Appointment of Ms. Ashu Gupta as a Non-Executive Director of the Company pursuant to the provisions of Sections 152 and 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013		

Place :

Date :

Signature of the Shareholder / Beneficial Owner

TEAR HERE

VENUE MAP FOR ANNUAL GENERAL MEETING, MPCU SHAH AUDITORIUM

