

Corporate Information

Board of Directors	<p>Mr. Govind Prasad Agrawal - Non-Executive Chairman</p> <p>Mr. Ashok Kumar Gupta - Managing Director</p> <p>Ms. Ashu Gupta - Non-Executive Director</p> <p>Mr. Ajay Kumar - Non-Executive & Independent Director</p> <p>Mr. Chand Krishna Tikku - Non-Executive & Independent Director</p> <p>Mr. Shyam Sunder Lal Gupta - Non-Executive & Independent Director</p>
Auditors	<p>M/s H. K. Chhabra & Co., Chartered Accountants 49, DDA, SFS, Pocket-2, Sector-9 Dwarka, New Delhi-110 077</p>
Company Secretary & Compliance Officer	<p>Mr. Sagar Gupta</p>
Bankers	<p>HDFC Bank Ltd. AXIS Bank Ltd. Punjab National Bank</p>
Registrar & Share	<p>Beetal Financial & Computer Services Pvt. Ltd. "Beetal House" 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi - 110 062 Phones: 011-29961281, 29961282, Fax: 011-29961280/84 E-mail: beetalrta@gmail.com, Website: www.beetalfinancial.com</p>
Registered Office	<p>F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110 020</p>

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Directors' Report

To the Members,

The Board of Directors of your Company have pleasure in presenting the 25th Annual Report of Avonmore Capital & Management Services Limited alongwith the Audited Standalone and Consolidated Statements of Accounts and the Auditor's Report for the year ended 31st March, 2017.

FINANCIAL SUMMARY / HIGHLIGHTS

The standalone and consolidated financial highlights of your Company are as follows:

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	Year ended 31.03.2017	Year ended 31.03.2016	Year ended 31.03.2017	Year ended 31.03.2016
Gross Income	692.96	190.00	6129.09	5,497.04
Profit before Interest, Depreciation & Tax	628.27	139.42	1,071.67	711.28
Less / (Add): Prior Period Items expenses / (income)	-	-	3.48	(11.23)
Less: Interest	6.76	18.75	386.26	425.74
Less: Provision/(Reversal of Depreciation)	0.22	0.10	153.11	192.12
Less: Provisions Taxes	0.66	8.37	8.93	95.91
Net Profit after Tax	620.63	142.34	519.89	8.74
Add: Profit/(loss) of Associates	-	-	84.98	13.60
Less: Minorities share of profit	-	-	17.24	4.05
Net surplus carried to reserves and surplus	-	-	587.63	18.29

STANDALONE & CONSOLIDATED FINANCIALS

Total revenues for the year ended March 31, 2017 amounted to Rs 692.96 Lakh as compared to Rs. 190.00 Lakh in the previous year. As per the Consolidated Accounts, the total revenues are Rs. 6129.09 Lakh, as against the previous year's revenue of Rs. 5497.04 Lakh. Net Profit for the financial year 2016-17 is amounted to Rs. 620.63 Lakh as against Rs. 142.34 Lakh in the last year. As per the Consolidated Accounts, the net profit for the financial year 2016-17 is Rs. 519.89 Lakh as against the profit of Rs. 8.74 Lakh in the previous financial year.

DIVIDEND

The Board of Directors does not recommend any dividend on the Equity Shares of the Company for the current financial year due to conservation of Profits for the future aspects.

RESERVES

Our Company has in accordance with the provisions of Section 45-IC of the Reserve Bank of India (RBI) Act, 1934, created a Reserve Fund and during the year under review the Company has transferred an amount of Rs. 124.12 Lakh out of the profits of the year to the said Reserve Fund.

The Company proposes the total amount of Rs. 496.50 Lakh available for appropriation to be retained in the profit and loss account.

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015 and Section 129(3) of the Companies Act, 2013, your Company has prepared Consolidated Financial Statements as per the Accounting Standards applicable to the Consolidated Financial Statements issued by the Institute of Chartered Accountants of India. Audited Consolidated Financial Statements along with the Auditors' Report are annexed with this Report. The said Financial Statements are also available on the website of the Company www.avonmorecapital.in.

CASH FLOW STATEMENT

In conformity with the provisions of SEBI (LODR) Regulations, 2015 the Cash Flow Statement for the year ended 31 March, 2017 is annexed hereto.

INFORMATION ON MATERIAL CHANGES AND COMMITMENTS

*Almondz Insurance Brokers Private Limited ceased to be subsidiary of Avonmore Capital & Management Services Limited w.e.f. 06.07.2017.

There are no other material changes or commitments affecting the financial position of the Company which have occurred between March 31, 2017 and August 28, 2017, being the date of this report.

RBI GUIDELINES

The Company is registered with the Reserve Bank of India as a NBFC within the provisions of the NBFC (Reserve Bank of India) Directions, 1998. The Company continues to comply with all the requirements prescribed by the Reserve Bank of India as applicable to it.

SHARE CAPITAL

During the year under review, the Company has not issued shares or increased its Share Capital.

PUBLIC DEPOSITS

Your Company had neither accepted any Public Deposits during the year nor does the Company have any plan to accept any deposits from the public.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

As on March 31, 2017, your Company has the following entities as its subsidiaries and Associates:

- a. Almondz Infosystem Private Limited.
- b. Almondz Global Securities Limited.

- c. Latitude 23 Communications Limited.
- d. Red Solutions Private Limited.
- e. Apricot Infosoft Pvt Limited
- f. Avonmore Developers Pvt. Limited.
- g. Anemone Holdings Pvt. Limited.
- h. Glow Apparels Pvt. Limited.
- i. Almondz Insurance Brokers Private Limited.*
- j. Shivsathi Niketan Limited.
- k. Yug Infrastructures Private Limited. (Associates)
- l. Carya Chemicals & Fertilizers Private Limited. (Associates).

*Almondz Insurance Brokers Private Limited ceased to be subsidiary of Avonmore Capital & Management Services Limited w.e.f. 06.07.2017.

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a Company's Subsidiary or Subsidiaries, Associate Company or Companies in the prescribed format AOC-1 which form part of the Annual Report as **Annexure-I**.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

- In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Ms. Ashu Gupta is liable to retire by rotation at the ensuing Annual General Meeting of your Company and being eligible have offered herself for her appointment. Your Board recommends her re-appointment.
- Pursuant to sub-section (6) of Section 149 of the Companies Act, 2013, a declaration by Independent Director(s), that they meet the criteria of Independence as provided in Section 149 (6) of the Companies Act, 2013 is received and taken on record.
An Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

Key Managerial Personnel

- Mr. Ashok Kumar Gupta: Managing Director.
- Mr. Sagar Gupta: Company Secretary and Compliance Officer, with effect from May 02, 2016.
- Ms. Shruti Aggarwal ceased to be Chief Financial Officer of the Company, with effect from June 01, 2016.
- Mr. Swapan Guha: Chief Financial Officer, w.e.f. November 12, 2016.

MEETINGS OF THE BOARD

During the year 5 (Five) meetings of the Board of Directors were held i.e. 28th May, 2016, 12th August, 2016, 26th October, 2016, 12th November, 2016, and 14th February, 2017. For further details, please refer report on Corporate Governance forming part of Annual Report.

AUDIT COMMITTEE

The Audit Committee comprises of three Independent Directors and one Non-Executive Director viz., Mr. Ajay Kumar (Chairman), Mr. Govind Prasad Agrawal, Mr. Shyam Sunder Lal Gupta and Mr. Chand Krishan Tikku as other members.

All the recommendations made by the Audit Committee were accepted by the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

LISTING

The Company is listed with Bombay Stock Exchange Ltd.

The shares of the Company were listed on Delhi Stock Exchange Ltd. (DSE), DSE House, 3/1, Asaf Ali Road, New Delhi 110 002. However, SEBI vide its order No.WTM/PS/45/MRD/DSA/NOV/2014 dated 19 November 2014 withdrew the recognition granted to the said stock exchange.

AUDITORS AND AUDITORS' REPORT

STATUTORY AUDITORS

M/s H. K. Chhabra & Co., Chartered Accountants, (New Delhi), (Firm Registration No. 010917N) is holding the office of Statutory Auditors of our Company for more than 15 years. In terms of their appointment made at the 23rd AGM held on 29 September 2015, they are holding office of the auditors up to the conclusion of the 25th AGM and hence, would retire at the conclusion of the forthcoming 25th AGM. As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor's firm has completed two terms of five consecutive years. Accordingly, as per the said requirements of the Act, M/s. Mohan Gupta & Company, Chartered Accountants are proposed to be appointed as auditors for a period of 5 years, commencing from the conclusion of 25th AGM till the conclusion of the 30th AGM, subject to ratification by members every year, as may be applicable. M/s. Mohan Gupta & Company, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Further, the report of the Statutory Auditors alongwith notes to Schedules for the year ended 31st March, 2017 is enclosed to this report. The Auditors' Report is self-explanatory and therefore do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

SECRETARIAL AUDITORS

The Board had appointed **M/s C. B. Mishra & Associates**, Company Secretaries in Wholetime Practice, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2016-17.

The Secretarial Audit report in the prescribed Form No MR-3, is annexed as **Annexure-II**.

There are no qualifications, reservations or adverse remarks or disclaimers made by **M/s C. B. Mishra & Associates**, Practicing Company Secretaries in their audit report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 134(3) (m) of the Companies Act, 2013, and the rules made there under relating to conservation of energy, technology absorption do not apply to your company as it is not a manufacturing Company.

However, your Company has been increasingly using information technology in its operations and promotes conservation of resources. There was no foreign exchange inflow or Outflow during the year under review.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure -III**.

In terms of the provisions of Section 197 (12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee have drawn remuneration in excess of the limits set out in the said rules.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Company has also implemented several best Corporate Governance practices as prevalent in the industry. The report on Corporate Governance as stipulated under the SEBI (LODR) Regulation, 2015 forms an integral part of this Report. The requisite certificate from the Practicing Chartered Accountant confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

GROUP COMING WITHIN THE DEFINITION OF GROUPS DEFINED IN THE MONOPOLIES AND RESTRICTIVE TRADE PRACTICES ACT, 1969

(54 of 1969)

The following persons constitute the Group coming within the definition of group as defined in the Monopolies and Restrictive Practices Act, 1969 (54 of 1969):

Mr. Navjeet Singh Sobti
Ms. Gurpreet N S Sobti
Innovative Money Matters Pvt. Ltd.
Almondz Global Securities Ltd.
Rakam Infrastructures Pvt. Ltd.

Or any other Company, firm or trust promoted or controlled by the above. The above disclosure has been made; inter alia, for the purpose of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were

required to be transferred to Investor Education and Protection Fund (IEPF).

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

EXTRACTS OF ANNUAL RETURN

An extracts of Annual Return as prescribed under Section 92 (3) of the Companies Act, 2013 ('the Act') and rule 12 (1) of the Companies (Management and Administration) Rules, 2014, in the prescribed Form No. MGT-9 is attached as **Annexure-IV**.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year under review, were in ordinary course of business and on arm's length basis.

During the year 2016-17, pursuant to Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all RPTs were placed before Audit Committee for its prior/ omnibus approval. The Policy on RPTs as approved by Board was uploaded on the Company's website.

During the year, the Company has not entered into any transactions with Related Parties which are not on an arm's Length Basis and which require disclosure in this report in terms of the provisions of Section 188(1) of the Act. Details of Material Contracts and arrangements or transactions with related party on an arm's length basis with respect to transactions covered under Section 188(1) of the Act in the prescribed Form No. AOC-2 is attached in **Annexure - V**. Further details of Related Party transactions as required to be disclosed by Accounting Standard-18 on "Related Party Disclosures" specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, are given in the Notes to the Financial Statements.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

A Risk Management Policy for the Company has been adopted by the Board. The Company manages risk through a detailed Risk Management Policy framework which lays down guidelines in identifying, assessing and managing risks that the businesses are exposed to. Risk is managed by the Board/Risk Management Committee of the Board through appropriate structures that are in place at your Company, including suitable reporting mechanisms.

POLICY ON INSIDER TRADING

Your Company formulated and implemented a Code of Conduct for Prevention of Insider Trading (Code) in accordance with the guidelines specified under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. The Company has adopted code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in terms of new Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Board of Directors appointed the Company Secretary, as the Compliance Officer under the said Code responsible for complying with the procedures, monitoring adherence to the Code for the preservation of price sensitive information, pre-clearance of trade, monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board of Directors. The Code of Conduct is available on your Company's website www.avonmorecapital.in.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has not developed and implemented any Corporate Social Responsibility initiative under the provisions of Section 135 of the Companies Act, 2013, read with Rule 9 of Companies (Corporate

Social Responsibility Policy) Rules, 2014, as the said provisions are not applicable during the period under the report.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of guarantees and/or security in connection with loans to other Bodies Corporate or persons as covered under the provisions of Section 186 of the Act are given in the Standalone Financial Statements.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review, there are no significant or material orders passed by any regulator, court or tribunal impacting the going concern status and Company's operations in future.

EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 01.12.2015, the Board has carried out an annual performance evaluation of its own performance, the individual Director's performance including Chairman and Independent Directors as well as an evaluation of the working of all Board Committees.

The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report. In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Independent Directors held a meeting on May 29, 2017, and:

- Reviewed the performance of non-independent directors and the Board as a whole.
- Reviewed the performance of the Chairperson of the Company.
- Assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board, which is necessary for the Board to effectively and reasonably perform their duties.

Necessary implementations of their suggestions have been initiated.

HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015 Company has established a Vigil Mechanism for its Directors and employees to report their genuine concerns or grievances, actual or suspected fraud or violation of the Codes of Conduct or policy. The said mechanism encompasses the Whistle Blower Policy and provides for adequate safeguards against victimization of persons who use such mechanism. It also provides direct access to the Chairman of the Audit Committee. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.avonmorecapital.in under whistle blower Policy link.

INTERNAL CONTROL SYSTEMS

ACMS's internal control systems are designed to ensure operational efficiency, accuracy and promptness in financial reporting and compliance with Laws and Regulations. The internal control system

is supported by an internal audit process for reviewing the adequacy and efficiency of the internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the management and are reviewed by the Audit Committee of the Board, which also reviews the adequacy and effectiveness of the internal controls. ACMS's internal control system is commensurate with its size, nature and operations.

NOMINATION AND REMUNERATION POLICY

In accordance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors have adopted a Policy on Directors appointment and remuneration, including the criteria for determining qualification, positive attributes, independence of a Director and other matters. The Remuneration policy for Directors, Key Managerial Personnel and all other employees is aligned to the philosophy on the commitment of fostering a culture of leadership with trust. The Remuneration policy aims to ensure that the level and composition of the remuneration of Directors, Key Managerial Personnel and all other employees is reasonable and sufficient to attract, retain and motivate them to successfully run the Company.

INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2014

Your Company has a policy and framework for employees to report sexual harassment cases at workplace and the process ensures complete anonymity and confidentiality of information. Adequate workshops and awareness programmes against sexual harassment are conducted across the organization.

The Company did not receive any complaints to report in the Board's Report.

DISCLOSURE

As per the SEBI (LODR) Regulations, corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report. Details of the familiarization programme of the Independent Directors are available on the website of the Company (www.avonmorecapital.in). Policy for determining material subsidiaries of the Company is available on the website of the Company (www.avonmorecapital.in). Policy on dealing with related party transactions is available on the website of the Company (www.avonmorecapital.in). The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including Directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the SEBI (LODR) Regulations, 2015.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from shareholders, bankers, regulatory bodies and other business constituents during the year under review. Your Directors also wish to place on record their appreciation for the commitment displayed by all the employees for their commitment, commendable efforts, team work and professionalism, in the performance of the Company during the year.

**For and on behalf of the Board of Directors
For Avonmore Capital & Management Services Limited**

<p style="text-align: right;">Ashok Kumar Gupta Managing Director New Delhi 28th August, 2017</p>	<p style="text-align: right;">Govind Prasad Agrawal Director DIN: 00008429</p>
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Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financials statement of Subsidiaries / Associates Companies/ / joint ventures
Part A: "Subsidiaries"
(Amount in Indian Rupees)

S. No.	1	2	3	4	5	6	7	8
Name of the subsidiary	Almondz Infosystem Private Limited	Latitude 23 Communication Limited	Red Solutions Private Limited	Almondz Global Securities Limited	Avonmore Developers Private Limited	Glow Apparels Private Limited	Apricot Infosoft Private Limited	Anemone Holdings Private Limited
Date since when Subsidiary was acquired	31.12.2012	31.03.2014	17.07.2015	01.04.2015	23.07.2014	23.02.2015	10.06.2014	21.02.2015
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period
Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company
Share capital	5,00,000	18,49,000	9,95,00,000	15,53,09,802	8,50,00,000	2,77,50,000	3,00,00,000	1,00,000
Reserve & surplus	6,049	(15,71,672)	(16,12,272)	1,07,59,14,492	(11,28,096)	(6,50,259)	(4,78,650)	(45,005)
Total assets	5,21,791	2,82,828	19,04,53,691	1,58,53,72,802	8,38,77,583	2,71,71,013	2,95,81,350	57,995
Total Liabilities	15,742	5,500	9,25,65,963	35,41,48,508	5,679	71,272	60,000	3,000
Investments	-	-	-	62,92,67,330	8,36,65,280	2,68,92,330	2,95,00,000	-
Turnover	36,964	262	200	3,38,199,790	-	10,500	15,500	-
Profit before taxation	19,727	(16,466)	(9,44,676)	1,37,17,738	(18,980)	(1,03,400)	(18,996)	(6,775)
Provision for taxation	(6,126)	2,037	(6,051)	(14,13,584)	-	-	-	-
Profit after taxation	13,601	(18,503)	(9,50,727)	1,51,31,322	(18,980)	(1,03,400)	(18,996)	(6,775)
Proposed Dividend	-	-	-	-	-	-	-	-
% of Shareholding	100	100	100	53.78	100	100	100	100

Note: 1 Name of Subsidiaries which are yet to commence operation: NIL
Note: 2 Names of subsidiaries which have been liquidated or sold during the year: NIL

Annexure-I

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associates Companies and Joint Ventures
Part B: “Associate and Joint Ventures”

(Amount in Indian Rupees)

S. No.	1	2
Name of Associate	Yug infrastructures Pvt. Ltd.	Carya Chemicals Pvt. Ltd.
Latest audited Balance Sheet Date	31.03.2017	31.03.2017
Date on which the Associate was associated or acquired	21.11.2014	27.08.2015
Shares of Associates held by the company on the year end (Nos.)	15,00,000	2,95,000
Amount of investment in Associates	1,50,00,000	29,50,000
Extend of Holding (%)	50%	29.05%
Description of Significant influence	Indirect Holding	Indirect Holding
Reason for no consolidation of associates	N/A	N/A
Networth attributable to Shareholding as per latest audited Balance Sheet	3,13,65,215	10,14,00,162
Profit / Loss for the year	2,53,318	Nil
i. Considered in Consolidation (%)	50	29.05
ii. Not Considered in Consolidation (%)	50	70.95

Note: 1 Names of Associates which have been liquidated or sold during the year: NIL

**For and on behalf of Board of Directors of
Avonmore Capital & Management Services Limited**

Ashok Kumar Gupta
Managing Director
DIN: 02590928

Govind Prasad Agrawal
Director
DIN: 00008429

Sagar Gupta
Company Secretary
ACS: A42611

Swapan Guha
Chief Financial Officer
PAN: AFFPG3618G

Place: New Delhi
Date: 29 May 2017

FORM NO. MR - 3
Secretarial Audit Report

For the Financial Year Ended 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Avonmore Capital & Management Services Limited,
Regd. Office: F-33/3, Okhla Industrial Area, Phase-II,
New Delhi-110 020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Avonmore Capital & Management Services Limited** (CIN: L67190DL1991PLC045857) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Avonmore Capital & Management Services Limited ("the Company") for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the audit period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefit) Regulations, 2014 (Not applicable to the Company during the audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period).
- (vi) Other laws specifically applicable to the Company, namely the Rules, Regulations, Guidelines and Circulars applicable to Non Banking Financial Companies under the RBI Act, 1934.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the Delhi Stock Exchange Limited and the Bombay Stock Exchange Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We, further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The Board of the Company has given unanimous approval for giving loan, guarantee, security and investment in its wholly owned subsidiary.

We further report that during the audit period the company has not done any activities having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above) such as :

- (i) Public / Right / Preferential Issue of Shares / Debentures / Sweat Equity, etc.
- (ii) Redemption / Buy-Back of Securities.
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / Amalgamation / Reconstruction, etc.
- (v) Foreign Technical Collaborations.

For C.B. Mishra & Associates
Company Secretaries

Place : New Delhi
Date : 28/08/2017

(C.B. MISHRA)
Prop.

Note: This Report is to be read with our letter of even date which is annexed as Annexure A and forms integral part of this Report.

Annexure - A

To,
The Members,
Avonmore Capital & Management Services Limited,
Regd. Office: F-33/3, Okhla Industrial Area, Phase-II,
New Delhi-110 020

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For C.B. Mishra & Associates
Company Secretaries

Place : New Delhi
Date : 28/08/2017

(C.B. MISHRA)
Prop.