

# Avonmore Capital & Management Services Ltd.

Ref: acms/corres/Bse-Nse/24-25/008

May14, 2024

**The General Manager  
(Listing & Corporate Relations)  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001**

**The Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051**

**Re: Notice of Postal Ballot**

Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice dated May 10, 2024.

The aforesaid Notice is being sent to the members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-off date being Friday, May 10, 2024, on their registered email address.

The Company has engaged Central Depository Services (India) Limited (CDSL) to offer e-voting facility to all its members to enable them to cast their votes electronically.

The e-voting period will commence on Thursday, May 16, 2024 at 9.00 A.M. (IST) and ends on Friday, June 14, 2024 at 5.00 P.M. (IST).

The said Postal Ballot Notice will also be made available on the website of the Company [www.avonmorecapital.in](http://www.avonmorecapital.in).

You are requested to kindly take the same on your record.

Thanking you,

Yours Faithfully,  
**For Avonmore Capital & Management Services Limited**

**Sonal  
Company Secretary & Compliance Officer  
M. No.57027**

**Encl: a/a**

**Avonmore Capital & Management Services Limited**  
**Registered Office: Level-5, Grande Palladium,**  
**175, CST Road, Off BKC Kalina, Santacruz(E), Mumbai- 400098, India.**  
**CIN: L67190MH1991PLC417433**  
**Email: secretarial@almondz.com Website: www.avonmorecapital.in**  
**Tel. +91 22 67526699, Fax: +91 22 67526603**

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**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)]

To,  
The Members of  
Avonmore Capital & Management Services Limited  
Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated 5th May, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed as Ordinary Resolutions by the Members of Avonmore Capital & Management Services Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

In compliance with Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on May 10th, 2024, has appointed M/s. NPS & Associates, Company Secretaries (ACS: A55529/CP No. 22069), Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.avonmorecapital.in>. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on June 14th, 2024. The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "CDSL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s Beetal Financial Computer Services Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.avonmorecapital.in> on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)

while simultaneously being communicated to BSE/NSE where the equity shares of the Company are listed.

**SPECIAL BUSINESS:**

**Resolution No. 1**

**TO APPROVE SUB-DIVISION/ SPLIT OF EXISTING 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH FULLY PAID UP INTO 10 (TEN) EQUITY SHARES OF FACE VALUE OF RS. 1/- (RUPEE ONE ONLY) EACH FULLY PAID UP**

To consider and if thought fit, to accord assent or dissent to the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** pursuant to the provision of Section 13, 14, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, consent of Members of the Company be and is hereby accorded for subdivision of the nominal value of equity shares of the Company from the existing nominal value of Rs. 10/- each to the nominal value of Rs. 1/- each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered accordingly.

**FURTHER RESOLVED THAT** pursuant to the Sub-Division of the equity shares of the Company, existing nominal value of Rs. 10/- (Rupees Ten only) of all the issued, subscribed and paid-up equity shares of the Company shall stand sub-divided into equity shares of nominal value of Rs. 1/- (Rupee One only) each fully paid and shall rank pari passu in all respects with the existing fully paid equity shares of the Company.

**RESOLVED FURTHER THAT** upon sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of the sub-division and the Company may without requiring to surrender the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to provisions of Companies (Share Capital and Debentures) Rules, 2014 under the signatures of any two Directors and the Company Secretary and the Common Seal of the Company be affixed thereto in terms of the Articles of Association of the Company/ Companies Act, 2013 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company, before subdivision.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) and/ or the Chairman and Managing Director and/ or the other Director and/ or the Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the subdivision of equity shares and to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

**Resolution No. 2**

**TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to accord assent or dissent to the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder; consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores Only) consisting of 30,00,00,000 (Thirty Crores) Equity Shares of Rs. 1/- (Rupees One) each to Rs. 34,00,00,000/- (Rupees Thirty Four Crores Only) consisting of 34,00,00,000 (Thirty Four Crore ) Equity Shares of Rs. 1/- (Rupees One) each by creation of additional Equity Shares of Rs. 4,00,00,000 (Rupees Four Crore Only) divided into 4,00,00,000 (Four Crore ) Equity Shares of face value of Rs. 1/- (Rupees One Only) each, ranking pari passu in respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby amended by substituting the existing Clause V thereof by the following new Clause V as under:

*“The Authorised Share Capital of the Company shall be Rs. 34,00,00,000/- (Rupees Thirty Four Crores Only) consisting of 34,00,00,000 ( Thirty Four Crore ) Equity Shares of Rs. 1/- (Rupees One) each”*

**RESOLVED FURTHER THAT** the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

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

**Sonal**  
**Company Secretary & Compliance Officer**

Date: May 10, 2024

Place: New Delhi

## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item nos. 1 & 2 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on **May 10th, 2024 (the "Cut-Off Date")** and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Beetal Financial Computer Services Pvt. Ltd (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/s. Beetal Financial Computer Services Pvt. Ltd.
6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on **May 10th, 2024**, being the **Cut-off date** for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to [lpkcorporate@gmail.com](mailto:lpkcorporate@gmail.com) with a copy marked to [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in).
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Postal Ballot (e-voting) commences from **9.00 a.m. (IST) on Thursday, May 16th, 2024 and ends at 5.00 p.m. (IST) on Friday, June 14th, 2024**. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.
12. The Scrutinizer will submit his Report to Chairman of the Company after completion of the scrutiny of the Postal Ballots (including remote e-voting). The result of the Postal Ballot (including remote e-voting) will be declared by the Chairman or by person authorised by him on Saturday, 15th June, 2024. The Results declared along with the report of the Scrutinizer, shall be placed on the website of the Company [www.avonmorecapital.in](http://www.avonmorecapital.in) and the same shall be communicated to NSE and BSE, where the shares of the Company are listed.
13. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Friday, June 14th, 2024**. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
14. This Notice shall also be available on the website of the Company at [www.avonmorecapital.in](http://www.avonmorecapital.in), websites of the stock exchanges where the equity share of the Company are listed, i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of Central Depository Services (India) Limited ("CDSL") at [www.cdslindia.com](http://www.cdslindia.com)

15. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents and email to [secretarial@almondz.com](mailto:secretarial@almondz.com).

**General information and instructions relating to e-voting:**

(i) The voting period begins from **9.00 a.m. (IST) on Thursday, May 16th, 2024 and ends at 5.00 p.m. (IST) on Friday, June 14th, 2024**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **May 10, 2024**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020** and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. 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 E-mail ID in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting 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 Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL 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 URL 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 visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="http://cdslwebsite.com">cdsl website</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</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.</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</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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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 1800225533
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.: 022-48867000 and 022-24997000

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <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 <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <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.</li> </ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Almondz Global Securities Limited on which you choose to vote.

- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.

(xii) **Additional 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@alomdz.com](mailto:secretarial@alomdz.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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 update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th 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 022-1800225533/23058542/43.

In light of the MCA Circulars, Members who have not registered their e-mail address and in consequence could not receive the Postal Ballot notice may temporarily get their e-mail registered with the Company’s RTA, Integrated Registry Management Services Private Limited by sending an e-mail to [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in). Post successful registration of the e-mail, Members would get soft copy of the notice and the procedure for E-voting to enable voting for this Postal Ballot. In case of any queries, Members may write to [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in).

Members are requested to note that SEBI vide circular dated November 3, 2021 has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:

- PAN;
- KYC details containing address, mobile number, e-mail address, bank account details;
- Nomination details.

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA at the earliest. Any clarifications in this regard may be addressed to the RTA at [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in).

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 READ WITH THE RELEVANT RULES

The following Explanatory statement is furnished in respect of Special Business of the Postal Ballot Notice:

### Item No. 1

The members are informed that presently the Authorized share capital of the company is Rs. 30,00,00,000 (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crore) Equity Shares having a face value of Rs. 10/- each, and the paid-up share capital of the Company is Rs. 23,35,32,200 divided into 2,33,53,220 equity shares of Rs. 10/- each.

The members are informed that the equity shares of the Company are listed and are being traded on BSE Limited and National Stock Exchange of India Limited.

In order to improve the liquidity of the Company's equity shares in the stock market and to make it more affordable to small retail investors and also to broad base the small retail investors, the Board of Directors of the company at their meeting held on May 10, 2024, considered and approved to sub-divide/split the existing 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the company into 10 (Ten) equity shares having a face value of Re. 1 /- (Rupee One) each fully paid-up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board ("Record Date") subject to receipt of necessary approvals from the members of the company and statutory authority(ies) as may be applicable pursuant to the provisions of Section 61(1)(d) of the Act, the rules made thereunder and other applicable provisions.

The record date for the aforesaid sub-division of equity shares shall be fixed by the Board, after the approval of the members is obtained for the proposed sub-division. In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on May 10, 2024, approved the aforesaid sub-division of equity shares subject to requisite approval of the members.

The members are further informed that there will not be any change in the amount of and subscribed and paid-in share capital of the Company on account of sub-division of equity shares. The authorized, issued, paid-up, and subscribed share capital of the Company pre and post the proposed sub-division/ split is given below:

This formatting ensures clarity and separation between the different points discussed in the paragraph.

Type of Capital	Pre Sub- Division of Share Capital		Post Sub-Division of Share Capital	
	No. of Equity Shares	Total Share Capital (Rs.)	No. of Equity Shares	Total Share Capital (Rs.)
Authorized Share Capital	3,00,00,000	30,00,00,000	30,00,00,000	30,00,00,000
Paid Up & Subscribed Share Capital	2,47,32,600	24,00,40,331	24,73,26,000	24,00,40,331

The sub-division of equity shares proposed under item No. 1 of this Notice shall also require amendment to the existing Clause V, Capital Clause of the Memorandum of Association of the Company to effect the change in the face value of equity share from Rs. 10 (Rupees 10) to Re. 1 (Rupee One) each as set out under item no. 1 of this Notice.

Pursuant to Sections 13, 14, 61, 64 and other applicable provisions of the Act and the Rules made thereunder, approval of the members of the company is sought by way of an Ordinary Resolution for sub-division and carrying out an amendment to Clause V, Capital Clause of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out at Item No.1 of the Notice except to the extent of their shareholding in the company, if any.

### Item No. 2

To augment any expansion program of the Company, it is proposed to increase the Authorised Share Capital of the company to accommodate any share issue etc in the future.

Pursuant to the provisions of Section 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association and Articles of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 2 seeking approval of the

Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association and Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

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

**Sonal**  
**Company Secretary & Compliance Officer**

Date: May 10, 2024  
Place: New Delhi