



Almondz Global Securities Ltd.

Ref:agsl/corres/Nse/13-14/cl.31/00109

22nd November, 2013

**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: Copies of Notice for passing of Resolutions through Postal Ballot

Sir/Ma'm,

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith 6 copies of the Notice for Resolutions to be passed through Postal Ballot.

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

Thanking you,

Yours Faithfully,
For Almondz Global Securities Ltd.

A handwritten signature in black ink, appearing to read "Ajay Pratap".

**Ajay Pratap
Company Secretary**

Encl: a/a

ALMONDZ GLOBAL SECURITIES LIMITED

Regd. Office : 2nd Floor, 3 Scindia House, Janpath, New Delhi - 110 001

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

To,
The Members of
Almondz Global Securities Limited

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 192A of the Companies Act, 1956 ('the Act') read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 and applicable Sections of Companies Act, 2013, for obtaining the approval of the members of the Company pursuant to Section 17 and all other applicable provisions, if any, of the Companies Act, 1956, by way of Special Resolution to alter the Main Object Clause of the Memorandum of Association of the Company by adding a new Clause.

Accordingly, the proposed Resolution and the Explanatory Statement thereto setting out the material facts and the reasons thereof is also appended which are being sent to you along with a Postal Ballot Form for your consideration. The Company has appointed Ms. Ashu Gupta, Practicing Company Secretary, New Delhi, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage pre-paid self-addressed envelope so as to reach the Scrutinizer on or before the close of working hours on Monday, 23 December 2013.

The Scrutinizer will submit her report to the Managing Director/Wholetime Director of the Company, and in their absence to the Company Secretary of the Company, after completion of the scrutiny of the Postal Ballots, the results thereof will be announced by either by the said Managing Director/Wholetime Director, or by the Company Secretary in the former's absence, on Tuesday, 24 December 2013 at 5.00 p.m. at the Registered Office of the Company at 2nd Floor, 3 Scindia House, Janpath, New Delhi - 110 001. Additionally, the results will be put up on the Company's website www.almondzglobal.com besides communicating to the stock exchanges where the Company is listed.

Members may please note that a Resolution will be deemed to have been passed as Special Resolution if the votes cast in favour of the said Resolution exceed the votes cast against the said Resolution.

The date of declaration of result shall be deemed to be date of passing of the said Resolution.

SPECIAL BUSINESS:

Item No. 1

***RESOLVED THAT** pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof), other applicable provisions of the Companies Act, 2013, if any and subject to the approval of the members of the Company and other necessary approval(s) if any, from the competent authorities, the Main Object Clause of the Memorandum of Association of the Company be altered by adding the following new Clause 6 thereof as under:

6. To provide professional advice and consultancy services in the nature of management, engineering, industrial, technical, project studies etc. to or with any person, firm, body corporate, any department or body of any State or Central Government of India or any other country or any authority (supreme, municipal, local or otherwise) whether singly or in the form of Joint Venture/Consortium/Association/Sub-Consultant in various fields including but not limited to general administrative, manpower sourcing, HR Consulting, development of HR related products, training and organizational restructure designing, secretarial, commercial, financial, personnel, legal, economic, labour, industrial, public relations, scientific, technical, engineering, taxation and other laws, quality control, market research, market survey, mass communications etc. for all Infrastructure sectors including but not limited to PPP Projects, infrastructure vision exercises, infrastructure mapping, project identification, project definition and configuration, assessment of pre-feasibility of Infrastructure projects, detailed feasibility and preparation of detailed project reports, Bid Process Management services, drafting and negotiation of all agreements related to the procurement and operations and maintenance of Infrastructure projects, advising on financial structuring of projects and providing Transaction Advisory Services, Project Development Consultancy Services, Project Management Consultancy Services,

Lenders Independent Engineers Services, Independent Engineers/Independent Consultant Services, Design Construction Supervision Services, Operation & Maintenance Services, Techno Economic Viability Study Services and other allied services falling under the various categories of Infrastructure Sector and to render all activities that are required to be carried out as and/or by developers, builders, colonizers, contractors, sub-contractors, financing, developing, implementing, constructing, operating, expanding, modernizing, maintaining, managing and investing in any type of land, buildings, townships, towns or cities, farm-houses, commercial complexes, banqueting facilities, restaurants, hotels, motels, serviced & other apartments, cinema, shopping malls, market complexes, retail outlets of any type, entertainment complexes, theme leisure & entertainment parks, tourism and eco-tourism projects, convention centers, exhibition centers, auditorium, sports complexes, golf courses, bus stands and bus terminals and any other such social and/or urban infrastructure projects and to do all necessary things and deeds in connection with the development in any form including erection, construction, demolition, re-building, alteration, conversion, renovation, improvement, decoration, etc.

"RESOLVED FURTHER THAT Mr. Vinay Mehta, Managing Director, Mr. Jagdeep Singh, Wholetime Director and Mr. Ajay Pratap, Company Secretary of the Company, be and are hereby severally/jointly authorized to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the Resolution."

For Almondz Global Securities Limited

New Delhi
11 November, 2013

Sd/-
Ajay Pratap
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 173(2) and 192A(2) of the Companies Act, 1956, setting out all material facts is annexed hereto.
2. Only a Shareholder entitled to vote is entitled to exercise his/her vote through Postal Ballot. The voting rights of the members shall be reckoned on 11th November 2013, which is the cut off date.
3. The Resolution, if assented by the requisite majority, shall be taken as passed on 24th December 2013.
4. A Postal Ballot Form bearing Unique Serial No. is attached to this Notice.
5. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m and 1.00 p.m up to December 23, 2013

EXPLANATORY STATEMENT

AS REQUIRED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (CORRESPONDING TO SECTION 173(2) OF THE COMPANIES ACT, 1956)

Item No. 1:

The present business of the Company comprises consultancy in the financial areas. To avail other opportunities available in the market, it is proposed to add some more consultancy related activities like engineering, industrial, project studies etc., in the Object Clause of the Memorandum of Association of the Company.

The present clauses of the Memorandum of Association of the Company are not covering the areas, which are mentioned above. Hence, it is proposed to amend suitably the existing main Object Clause of the Memorandum of Association of the Company, as fully detailed in the Resolution. The amendment shall be effective upon the registration of the Resolution with the Registrar of Companies.

The Board of Directors recommends the Resolution for the members' approval.

A Copy of the Memorandum and Articles of Association of the Company together with proposed alteration shall be open for inspection for the members of the Company at the Registered Office of the Company between 3 p.m. and 5 p.m. on all working days.

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

By Order of the Board of Directors
For Almondz Global Securities Limited

New Delhi
11 November, 2013

Sd/-
Ajay Pratap
Company Secretary

ALMONDZ GLOBAL SECURITIES LIMITED

Regd. Office : 2nd Floor, 3 Scindia House, Janpath, New Delhi - 110 001

SERIAL No. :

6053

POSTAL BALLOT FORM

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

S. No.	Special Resolution	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution for alteration in the Main Object Clause of the Company under Section 17 and other applicable Sections of the Companies Act, 1956 and the Companies Act, 2013.		

Place :

Date :

Signature of the Shareholder / Beneficial Owner

NOTES / INSTRUCTIONS

1. A member desiring to exercise his / her vote by Postal Ballot may complete the attached Form and send it to the Scrutinizer, appointed by the Company, in the attached prepaid self-addressed envelope. Postage is being borne and paid by the Company. However, envelopes containing Postal Ballot, if sent through courier at the expense of the Shareholder will also be accepted. *The Shareholders residing outside India should stamp the envelopes appropriately.*
2. The Company has appointed Ms. Ashu Gupta, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot process. The self-addressed envelope alongwith the requisite postal stamps bear the address of the Scrutinizer appointed by the Company.
3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders on the date of this Notice.
4. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named Shareholder and in his / her absence by the next named Shareholder. In case of Corporate Shareholders, the Postal Ballot Form should be signed by an authorized signatory, and accompanied by the Board Resolution authorizing him / her to sign.
5. The Vote should be cast either in favour or against by putting the tick mark (✓) in the column provided for assent or dissent. Ballot Paper bearing tick marks in both the columns will render the Postal Ballot Form invalid.
6. Duly completed Postal Ballot Forms should be received by the Scrutinizer not later than the close of working hours on Monday, 23 December 2013. Postal Ballot Forms received after this date will be treated as if no reply from the Shareholder has been received.
7. Incomplete, unsigned or incorrect Postal Ballot Form(s) will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
8. The Board of Directors of the Company has appointed Managing Director, the Wholtime Director, and Company Secretary of the Company, as the persons responsible for the entire Postal Ballot Voting process.
9. The Scrutinizer shall submit her final report as soon as possible after the last date for receipt of Postal Ballot but not later than Tuesday, 24 December 2013.
10. The Managing Director / Wholtime Director and, in their absence, the Company Secretary of the Company shall announce the result of the Postal Ballot Resolution at the Registered Office of the Company at 5.00 p.m. on Tuesday, 24 December 2013.
11. The date of declaration of the results of Postal Ballot Resolution will be taken to be the date of passing of the Resolution.