



## **ALMONDZ GLOBAL SECURITIES LIMITED**

**Corporate Identity Number (CIN) : L74899DL1994PLC059839**

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

Tel : 011-41514665; Website : [www.almondzglobal.com](http://www.almondzglobal.com); email id : delhi@almondz.com

### **NOTICE**

#### **TO THE SHAREHOLDERS,**

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of ALMONDZ GLOBAL SECURITIES LIMITED will be held on Thursday, the 29th day of September 2016, at 12.00 Noon at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi - 110054, to transact the following businesses :

#### **ORDINARY BUSINESS :**

1. To consider and adopt the Audited standalone and consolidated financial statements as at 31 March 2016 of the Company for the year ended on that date, together with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Ms. Neelu Jain, (DIN 00227058) Director of the Company, who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the resolution passed by the Members of the Company at the 20th Annual General Meeting held on 29 September 2014 and pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for ratification of appointment of M/s. AVK & Associates, Chartered Accountants, (New Delhi), Registration No. 002638N, as Auditors of the Company to hold office from the conclusion of 22nd Annual General Meeting (AGM) till the conclusion of the 23rd Annual General Meeting of the Company to be held in the year 2017 on such remuneration as may be fixed in this behalf by the Board of Directors of the Company in consultation with the Audit Committee thereof and the Auditors."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution."

#### **SPECIAL BUSINESS :**

4. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution :

"RESOLVED THAT Mr. Satish Chandra Sinha, (DIN : 03598173) who was appointed by the Board of Directors as an additional director of the Company with effect from 25 May 2016, and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company, being eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company."

"FURTHER RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act and the Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Listing Regulations and Agreement with Stock Exchange(s); Mr. Satish Chandra Sinha, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 25 May 2016."

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :  
"RESOLVED THAT pursuant to provisions of Section 188 of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and Securities and Exchange Board of India

(LODR) Regulations, 2015, (“**Regulations**”) , consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to ratify and enter into Related Party Transactions as defined under section 188 of the Companies Act, 2013 with related party as mentioned in explanatory statement annexed to the notice which were executed prior to the applicability of Regulations and are still under execution and other transactions to be entered into by the Company.

“FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution”

“RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

6. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

“FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider and, if thought fit, to pass the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to provisions of Section 94(1) of the Companies Act, 2013 (“the Act”) and all other applicable provisions of the Act and relevant Rules applicable, if any, consent of the members of the Company be and is hereby accorded to keep the Register of Members and other registers/ records to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act at the Office of the Company situated at F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110020 or at the office of Registrar and Share Transfer Agent at Delhi. (i.e. place other than Registered Office where the Registers, returns and other documents are proposed to be kept);

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary be and are hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.”

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#### NOTES :

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4 to 7 of the Notice, is annexed hereto. The relevant details as required under Listing Regulations and 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 Friday, 23 September 2016 to Thursday, 29 September 2016, 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. Members are hereby informed that pursuant to Section 205A(5) of the Companies Act, 1956 ("The Act"), the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investors Education and Protection Fund (IEPF) established by the Central Government under Sub-section (1) of Section 205C of the Act. No claim shall lie against the Company or the Fund in respect of individual amounts of dividends remaining unclaimed and unpaid for a period of seven years and transferred to the Fund, as aforesaid.
10. Those Members who have not so far encashed their Dividend Warrants for the Accounting Year ended 31st March, 2009 or any subsequent years, may immediately approach the Company/Share Transfer Agent for issuance of Demand Drafts in lieu thereof.
11. The Securities 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.
12. 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 - 400001  
The Registration No. granted by NSDL & CDSL is ISIN INE-326B01027.
13. The Notice of the AGM along with the Annual Report 2015-16 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.
14. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
15. 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.
16. 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.
17. 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 Listing Regulations, are furnished in the Statement on Corporate Governance in this Annual Report.
18. M/s. Ashu Gupta & Co., Practicing Company Secretaries (Membership No. FCS 4123), 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.
19. 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.
20. 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.
21. 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.
22. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to [complianceofficer@almondzglobal.com](mailto:complianceofficer@almondzglobal.com) by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, M/s. Ashu Gupta & Co., not later than Wednesday, September 28, 2016 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.
23. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.almondzglobal.com](http://www.almondzglobal.com) and on the website of CDSL <https://www.evotingindia.co.in> within three days of the passing of the resolutions at the 22nd AGM of the Company on September 29, 2016 and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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

New Delhi  
August 09, 2016

**AJAY PRATAP**  
Company Secretary

**Explanatory Statement**  
**(Pursuant to 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 Nos. 4 to 7 of the accompanying Notice :

**Item No. 4 :**

**Appointment of Independent Directors**

On the basis of the recommendation of Nomination & Remuneration Committee, the Board of Directors appointed Mr. Satish Chandra Sinha, as an Additional Director with effect from 25 May, 2016 under Section 161 (1) of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules 2014, and pursuant to Articles of Association of the Company in the category of Independent Director.

Mr. Satish Chandra Sinha is a seasoned Banker having More than 32 years' experience as a banker in Union Bank of India. Starting his career as a probationary officer in 1975 he worked across various locations in India, including rural, urban, and metro regions and rose to the position of General Manager in 2006. He has also held the position of Executive Director on the Board of Oriental Bank of Commerce and as member of Board for Industrial & Financial Reconstruction. He had also having association as honorary member of the Apex committee of the SIDBI Innovation and Incubation Centre (SIIC) formed by the collaboration between IIT Kanpur and the government of Uttar Pradesh and Nominee Director (Non-Executive) on the Board of Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited between 2011 and 2012.

Mr. Satish Chandra Sinha is B.Com from Patna University and also hold CAIIB diploma.

Mr. Satish Chandra Sinha, has given a declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Satish Chandra Sinha fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the management In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Satish Chandra Sinha as Independent Directors is now being placed before the Members for their approval. The terms and conditions of appointment of Mr. Satish Chandra Sinha shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of Mr. Satish Chandra Sinha and the names of Companies in which he holds Directorship along with details of membership / Chairmanship on various Committees of Board of other Companies, etc., is annexed to this notice.

Except Mr. Satish Chandra Sinha no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in this Resolution.

**Item No. 5 :**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF COMPANIES ACT, 2013**

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party as defined under Section 2(76) of the Act and SEBI (LODR) Regulations, 2015 except with the consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. Further, pursuant to provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis. SEBI (LODR) Regulations, 2015, also requires that all material related party transactions shall require approval of the shareholders through ordinary resolution. Your Company has some related party transactions which are in existence and likely to continue in the financial year 2016-17 or beyond. Accordingly, on recommendation of Audit Committee, Board of Directors of the Company has in its meeting held on August 9, 2016 approved related party transactions and now seek approval of the shareholders by way of Ordinary Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 to continue or enable the Company to enter into such related Party Transactions in one or more tranches. The Company enters all related party transactions, including the transactions under consideration in the ordinary course of business and at arm length basis. Members' approval is sought under the relevant provisions of the Act as an abundant caution. Further, the said transactions may qualify as material transactions as per SEBI (LODR) Regulations, 2015. Accordingly, the Members' approval is sought for the same. Information required to be provided under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is as under :

Name of the Related Party	Nature, material terms, monetary value and particulars of the contract or arrangement	Other details	Maximum Amount per annum (' in crores)
Almondz Insurance Brokers Private Limited	Existing agreement for sharing of premises situated at Fifth Floor, 175, Grande palladium, Kalina, Santacruz (East) Mumbai.	The Company is in possession of several premises. Considering the current strength of the Company, it has certain additional premises that it does not need immediately.	5.00
Subsidiaries / Step Down subsidiary / Joint Venture / Associates incorporated / to be incorporated, From time to time as per regulatory requirement / strategic business decision / Directors and their relatives. List of existing Subsidiaries is given in Annexure	The value for the said services is / shall be fixed after considering all the relevant factors and are on arms length basis	Considering availability of extra space at the premises which are not immediately required by the Company, it has provided or may provide such excess premises to other related parties on rent, lease, leave and license or any other similar arrangement basis for a period not exceeding sixty (60) months. The amount being charged for the said services is fixed after considering all the relevant factors and are on arms length basis.	5.00
Subsidiaries / Step Down subsidiary / Joint Venture Associates incorporated / to be incorporated, From time to time as per regulatory requirement / strategic business decision / Directors and their relatives. List of existing Subsidiaries is given in Annexure	Securities are sold / purchased at the rates available at FIMDA / exchange / market.	As a part of regular business, the company sales / purchases Govt., PSU bonds in the secondary market.	500.00
Subsidiaries / Step Down subsidiary / Joint Venture Associates incorporated / to be incorporated, From time to time as per regulatory requirement / strategic business decision. List of existing Subsidiaries is given in Annexure	Loans and advances to subsidiary companies / step down Subsidiary companies / Associates etc., at the rate of interest of prevailing yield of one year, three year, five year or ten year Government Securities closet to the tenor of the loan.	Investment / disinvestment / providing any security(ies) / guarantee(s) in connection with loan(s) and / or any form of debt and / or provide inter corporate loan(s) or a combination thereof, Inter corporate	500.00
Rinku Sobti Fashions Private Limited	The value for the said services is / shall be fixed after considering all the relevant factors and are on arms length basis	The Company has taken on lease a premise located at F-33/3, Phase II, Okhla Industrial Area, New Delhi- 110020. The amount being paid for the said services is fixed after considering all the relevant factors and are on arms length basis	1.00
Gurpreet N S Sobti		The Company has also taken on lease a premise located at 109-110, Bhakhatawar Singh Block, Asian Games Village, New Delhi-110049. The amount being paid for the said services is fixed after considering all the relevant factors and are on arms length basis	1.00

Name of the Related Party	Nature, material terms, monetary value and particulars of the contract or arrangement	Other details	Maximum Amount per annum (' in crores)
Subsidiaries / Step Down subsidiary / Joint Venture / Associates incorporated / to be incorporated, From time to time as per regulatory requirement / strategic business decision / Directors and their relatives List of existing Subsidiaries is given in Annexure	Demat, Brokerage and processing charges	The Company is stock broker and a depository participant. The company has also license for sale and purchase of securities in the whole-sale debt market. The Company receives service charge in the form of brokerage, demat and processing charges	1.00
Subsidiaries / Step Down subsidiary / Joint Venture / Associates incorporated / to be incorporated, From time to time as per regulatory requirement / strategic business decision. List of existing Subsidiaries is given in Annexure	Recoveries / payment of expenses	The Company being the main functioning company in the group sometime makes expenses on behalf of group companies and vice versa, which the company recovers / pays on actual basis	5.00

Sr. No.	Name of the Director / KMP who is related and nature of their relationship	Name of the Related Party
1	Navjeet Singh Sobti is common Director / promoter / shareholder	Almondz Commodities Private Limited Almondz Finanz Limited Avonmore Capital & Management Services Limited Innovative Money Matters Private Limited Amandeep Johl Golf Academy Private Limited Skiffle Healthcares Services Limited Premier Alcobev Private Limited Rinku Sobti Fashions Private Limited Almondz Debt Advisors Limited New Age Blocks Private Limited Carya Chemicals Private Limited
2	Mr. Jagdeep Singh is common Director / promoter / shareholder	Almondz Insurance Brokers Private Limited Skiffle Healthcares Services Limited .Almondz Commodities Private Limited Almondz Finanz Limited Almondz Wealth Advisors Limited Almondz Global Infra Consultants Limited
3	Mr. Govind Prasad Agrawal Director / promoter / shareholder	Almondz Insurance Brokers Private Limited Almondz Finanz Limited Avonmore Capital & Management Services Limited Almondz Wealth Advisors Limited Almondz Global Infra Consultants Limited Anemone Holdings Private Limited

**Annexure :**

1. Almondz Commodities Private Limited
2. Almondz Finanz Limited
3. Avonmore Capital & Management Services Limited
4. Innovative Money Matters Private Limited
5. Almondz Wealth Advisors Limited
6. Skiffle Healthcares Services Limited
7. Almondz Global Infra Consultants Limited
8. Rinku Sobti Fashions Private Limited
9. New Age Blocks Private Limited

10. Yug Infrastructures Private Limited
11. Avonmore Developers Private Limited
12. Anemone Holdings Private Limited
13. Carya Chemicals Private Limited
14. North Square Projects Private Limited
15. Almondz Infosystem Private Limited
16. Almondz Insurance Brokers Private Limited
17. Premier Alcobev Private Limited
18. Almondz Debt Advisors Limited
19. Amandeep Johl Golf Academy Private Limited
20. Other Associates of the Company

The Board recommends the Resolution at Item No. 5 of the Notice for approval of the shareholders by an Ordinary Resolution. None of the Directors and Key Managerial Personnel of the Company, save and except to the extent of their share holding interest in the respective company, or their respective relatives are concerned or interested in the passing of the Resolution at Item No. 5.

**Item No. 6 :**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on 25th May 2016 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution. The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

**Item No. 7 :**

Keeping Registers, returns etc., at a place other than the Registered Office of the Company. The Registered Office of the Company is situated at 2nd Floor, 3 Scindia House, Janpath, New Delhi-110001. The Company has another office at F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110020 which is more spacious and suitable to keep the records. In terms of the provisions of Section 94(1) of the Companies Act, 2013, Registers and copies of the returns as aforesaid may also be kept at any other place in India other than at the Registered Office of the Company, in which more than one-tenth of the total number of members entered in the Register of Members reside, if approved by a Special Resolution by the members of the Company. The Board recommends to keep the registers maintained under Section 88(1) of the Companies Act, 2013 ("the Act") [i.e. Register of Members etc.] and copies of the annual returns filed under Section 92 of the Act at the aforesaid Office of the Company or at office of Registrar and Share Transfer Agent at Delhi. The Board therefore recommends the resolution as set out at Item No. 7 for approval of the members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the said Resolution.

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

New Delhi  
August 09, 2016

**AJAY PRATAP**  
Company Secretary

### Details of Directors seeking appointment / re - appointment at the Annual General Meeting

pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings

Name of the Director	Mrs. Neelu Jain	Mr. Satish Chanra Sinha
Date of Birth	12.06.1956	31.07.1952
PAN	AADPJ6116B	ADSPS3128C
DIN	00227058	03598173
Relationship with Directors	None	None
Expertise in specific functional area	Vast experience in the field of teaching, administration and human resources. She is also associated as Director in Jan Sikshan Sansthan and works for upliftment and empowerment of women.	Seasoned Banker having more than 32 years' experience as a banker in Union Bank of India and rose to the position of General Manager. He has also held the position of Executive Director on the Board of Oriental Bank of Commerce and as member of Board for Industrial & Financial Reconstruction. He had also having association as honorary member of the Apex committee of the SIDBI Innovation and Incubation Centre (SIIC), Nominee Director (Non-Executive) on the Boards of Canara, Bank HSBC, Oriental Bank of Commerce, Life Insurance Company Limited between 2011 and 2012.
Qualification	M. A. in English	B. Com., CAIIB Diploma
Board Membership of other companies as on March 31, 2016 <sup>®</sup>	2	NIL
Chairman / Member of the Committee of the Board of Directors as on March 31, 2016 <sup>§</sup>	NIL	NIL
Chairman / Member of the Committee of Directors of other companies in which he is a director as on March 31, 2016	NIL	NIL
a) Audit Committee	NIL	NIL
b) Shareholders' Grievance Committee	NIL	NIL
Number of shares held in the Company as on March 31, 2016 <sup>#</sup>	NIL	NIL

**Note:**

<sup>®</sup> This does not include position in foreign companies, position as an advisory board member and position in companies under Section 8 of Companies Act 2013) but included Private Limited Companies.

<sup>§</sup> includes chairmanship / membership of Audit and Stakeholders Grievance committee only

<sup>#</sup> Includes shares held jointly with immediate family members.

\* Mr. Satish Chandra Sinha has been appointed as an Additional Director w.e.f. 25.05.2016.



**The instructions for shareholders voting electronically are as under :**

- (i) The voting period begins on September 26, 2016 at 10 : 00 a.m. and ends on September 28, 2016 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, 2016** (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](http://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](http://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 :

<b>For Members holding shares in Demat &amp; 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>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Detail or  Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (mm-dd-yyyy) as recorded in demat account or in the 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 as mentioned in instruction (v).</li> </ul>

- (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 login ID / 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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](http://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](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.
  - (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 22, 2016** (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**The instructions for shareholders voting physically are as under :**

1. A Shareholder desirous of exercising vote by physical Ballot Form 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 or adhesive tape. However, envelopes containing Postal 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, 2016. 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 Form 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.almondzglobal.com](http://www.almondzglobal.com) 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 (ü) mark in the column provided for assent or dissent. Ballot Form bearing (ü) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Ballot Form shall be rejected.

PROXY FORM

**ALMONDZ GLOBAL SECURITIES LIMITED**

Corporate Identity Number (CIN) : L74899DL1994PLC059839

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

Tel : 011-41514665; Website : www.almondzglobal.com; 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 \_\_\_\_\_  
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 22nd Annual General Meeting of the Company, to be held on Thursday, the 29th day of September, 2016 at 12.00 Noon 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 Results and other Reports of the Company		
2.	Appointment of Mrs. Neelu Jain as a Director of the Company		
3.	Appointment of M/s AVK & Associates as Statutory Auditors of the Company		
4.	Appointment of Mr. Satish Chandra Sinha as an Independent Director of the Company		
5.	To ratify and enter into Related Party Transactions		
6.	Approval under Section 20 of the Companies Act for delivery of documents through a particular mode at the request of member & expense		
7.	Approval to keep the Registers of Members and othe Registers / Records at a place other than the Registered Office of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

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-----

**ALMONDZ GLOBAL SECURITIES LIMITED**

Corporate Identity Number (CIN) : L74899DL1994PLC059839

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

Tel : 011-41514665; Website : www.almondzglobal.com; email id : delhi@almondz.com

**ATTENDANCE SLIP**

I hereby record my presence at the 22nd ANNUAL GENERAL MEETING of the Company held on Thursday, the 29th day of September, 2016 at 12.00 Noon 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	
DP ID No.		Regd. Folio No. *	

(Signature of the Member / Proxy)

\* Applicable for investor holding shares in physical form.

**ALMONDZ GLOBAL SECURITIES LIMITED**

Corporate Identity Number (CIN) : L74899DL1994PLC059839  
Regd. Office : 2nd Floor, 3, Scindia House, Janpath, New Delhi - 110 001  
Tel : 011-41514665; Website : [www.almondzglobal.com](http://www.almondzglobal.com); 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 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	Adoption of Financial Results & other Reports of the Company		
2.	Ordinary Resolution	Appointment of Mrs Neelu Jain as a Director of the Company		
3.	Ordinary Resolution	Appointment of M/s. AVK & Associates as Statutory Auditors of the Company pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013		
4.	Ordinary Resolution	Appointment of Mr. Satish Chandra Sinha as an Independent Director of the Company pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013		
5.	Ordinary Resolution	To ratify and enter into Related Party Transactions		
6.	Ordinary Resolution.	Approval under Section 20 of the Companies Act for delivery of documents through a particular mode at the request of member & expense		
7.	Special Resolution	Approval to keep the Registers of Members and other Registers / Records at a place other than the Registered Office of the Company		

Place :

Date :

Signature of the Shareholder / Beneficial Owner

# VENUE ROUTE MAP FOR ANNUAL GENERAL MEETING, MPCU SHAH AUDITORIUM

