

Avonmore Capital & Management Services Ltd.

Ref:acms/corres/Bse/19-20/0026

September 2, 2019

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

**Re: Submission of 27th Annual Report along with Notice of Annual General Meeting
under Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements)
Regulations, 2015**

Sir/Ma'am,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the 27th Annual Report for the Financial Year Ended 31st March 2019 along with Notice of 27th Annual General Meeting of the Company scheduled to be held on Friday, 27th day of September, 2019 at 12:00 p.m. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj(Regd.), 2, Rajniwas Marg, Civil Lines Delhi-110054.

The Annual Report for the Financial Year 2018-19 is uploaded on the website of the Company at http://www.avonmorecapital.in/pdf/Annual%20Report_ACMS.pdf

You are requested to take the same on your record.

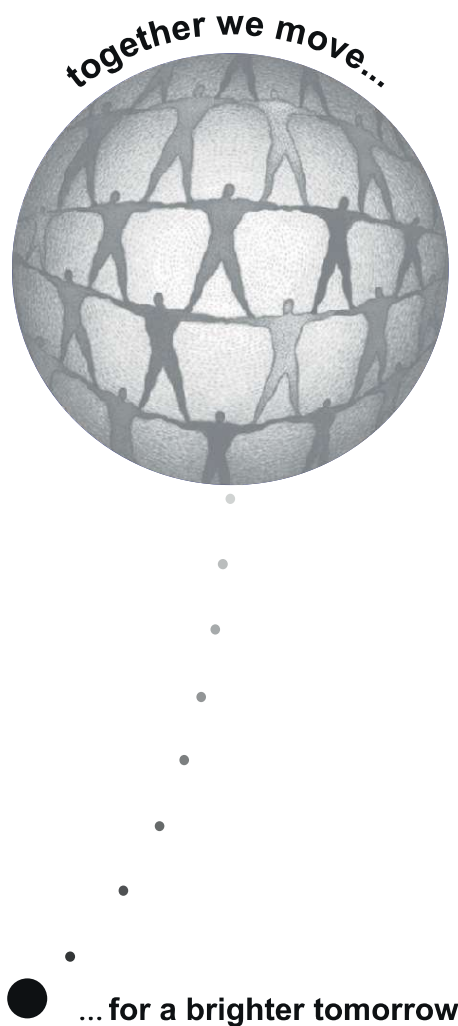
Thanking you,

Yours Faithfully,
For Avonmore Capital & Management Services Limited


**Shilpa Bhatia
Company Secretary & Compliance Officer
M. No. A49386**



Encl:a/a



Corporate Information

Board of Directors	<p>Mr. Govind Prasad Agrawal - Non-Executive Chairman Mr. Ashok Kumar Gupta - Managing Director Ms. Ashu Gupta - Non-Executive Director Mr. Ajay Kumar - Non-Executive & Independent Director Mr. Chand Krishna Tikku - Non-Executive & Independent Director Mr. Shyam Sunder Lal Gupta - Non-Executive & Independent Director</p>
Auditors	<p>Mohan Gupta & Company Chartered Accountants B-2A/37, Janakpuri, Near Metro Pillar No. 536, Main Najafgarh Road, New Delhi-110058 Ph: 45597859/41612538 e-mail : mohan.mgc@gmail.com</p>
Company Secretary & Compliance Officer	<p>Ms. Shilpa Bhatia</p>
Bankers	<p>HDFC Bank Ltd. AXIS Bank Ltd.</p>
Registrar & Share Transfer Agent	<p>Beetal Financial & Computer Services Pvt. Ltd. "Beetal House", 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062 Phones: 011-29961281, 29961282, Fax: 011-29961280/84 E-mail: beetalrta@gmail.com, Website: www.beetalfinancial.com</p>
Registered Office	<p>F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110 020</p>

Contents	Page No.
Directors' Report & Annexures to Directors' Report	3
Report on Corporate Governance	25
Management Discussion & Analysis Report	39
Auditors' Report	43
Balance Sheet	47
Statement of Profit & Loss	48
Cash Flow Statement	49
Notes to the Financial Statements	54
Consolidated Financial Statements	69
Schedule to the Balance Sheet (As per NBFC RBI - NBFC Prudential Norms)	99
Notice	101

Directors' Report

To the Members,

Your directors have pleasure in presenting the 27th Annual Report along with the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2019.

FINANCIAL SUMMARY / HIGHLIGHTS

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

(Rs. In Lakh)

Particulars	2018-19		2017-18	
	Standalone	Consolidated	Standalone	Consolidated
Total Income	393.36	8138.68	2,710.54	10,333.20
Total expenditure	140.28	7027.51	84.26	7,235.06
Profit before Tax	253.26	1109.58	2,626.22	3,098.18
Provision for Tax	(29.76)	130.83	558.46	576.39
Profit after Tax	283.02	978.75	2,067.76	2,521.80
Profit available for appropriation	226.42	889.93	1654.21	2030.34

STANDALONE & CONSOLIDATED FINANCIALS

Total revenues for the financial year ended March 31, 2019 amounted to 393.36 Lakhs as compared to Rs. 2,710.54 Lakhs in the previous financial year. As per the Consolidated Accounts, the total revenues are Rs. 8138.68 Lakhs, as against the previous financial year's revenue of Rs. 10,333.20 Lakhs. Net Profit after tax for the financial year 2018-19 is amounted to Rs. 283.02 Lakhs as against Rs. 2,067.76 Lakhs in the previous financial year. As per the Consolidated Accounts, the net profit after tax for the financial year 2018-19 is Rs. 978.75 Lakhs as against the profit of Rs. 2,521.80 Lakhs in the previous financial year.

DIVIDEND

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

RESERVES

Our Company has in accordance with the provisions of Section 45-IC of the Reserve Bank of India (RBI) Act, 1934, created a Reserve Fund and during the year under review the Company has transferred an amount of Rs. 56.6 Lakh out of the profits of the year to the said Reserve Fund.

The Company proposes the total amount of Rs. 226.42 Lakhs available for appropriation to be retained in the profit and loss account.

INFORMATION ON STATE OF AFFAIRS OF THE COMPANY

Information on State of Affairs of the Company are given in the Management Discussion and Analysis Report in accordance with Regulation 34(3) and Schedule V(C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CONSOLIDATED FINANCIAL STATEMENTS

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

CASH FLOW STATEMENT

In conformity with the provisions of Listing Regulations, the Cash Flow Statement for the year ended March 31, 2019 is annexed hereto.

INFORMATION ON MATERIAL CHANGES AND COMMITMENTS

There are no material changes or commitments affecting the financial position of the Company which have occurred between March 31, 2019 and August 21, 2019, being the date of this report.

RBI GUIDELINES

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

SHARE CAPITAL

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

PUBLIC DEPOSITS

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

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

As on March 31, 2019, your Company has the following entities as its Subsidiaries and Associates:

- Almondz Infosystem Private Limited
- Almondz Global Securities Limited
- Red Solutions Private Limited
- Apricot Infosoft Private Limited
- Avonmore Developers Private Limited
- Anemone Holdings Private Limited
- Glow Apparels Private Limited
- Willis Towers Watson India Insurance Brokers Private Limited (Associate through subsidiary Anemone Holdings Pvt. Limited)

During the year under review, SKTK Projects Limited (formerly known as Shivsathi Niketan Limited), Latitude 23 Communications Limited and TRP Social Consultants Limited ceased to be subsidiaries of Avonmore Capital & Management Services Limited w.e.f. 1.10.2018, 01.01.2019 & 19.03.2019 respectively.

Carya Chemicals & Fertilizers Private Limited and Yug Infrastructures Private Limited ceased to be associates of Avonmore Capital & Management Services Limited w.e.f. 22.03.2019.

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a Company's Subsidiary or Subsidiaries, Associate Company or Companies in the

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

prescribed format AOC-1 which form part of the Annual Report as **Annexure-I**.

The financial statement of each of the subsidiaries is put on the Company's website and may be accessed at www.avonmorecapital.in.

MATERIAL SUBSIDIARY

Almondz Global Securities Limited is a material subsidiary of the Company as per the thresholds laid down under the Listing Regulations. The Board of Directors of the Company has approved a Policy for determining material subsidiaries which is in line with the Listing Regulations as amended from time to time. The Policy was revised effective from April 1, 2019 in line with the amendments made to the Listing Regulations. The Policy has been uploaded on the Company's website at http://www.avonmorecapital.in/pdf/material_policy.pdf.

PERFORMANCE OF SUBSIDIARY COMPANIES

Almondz Gopal Securities Limited

The revenue of the Company for the financial year 2018-2019 is Rs. 3797.08 lakhs as compared to Rs. 3996.54 in the previous financial year. During the year under review, the net profit for the financial year 2018-19 is Rs. 120.08 lakhs as against Rs.231.86 lakhs in previous Year.

Avonmore Developers Private Limited

The revenue of the Company for the financial year 2018-2019 is Rs.6.16 lakhs as compared to Rs. 0.25 Lakhs in the previous financial year. During the year under review, the net profit for the financial year 2018-19 is Rs. 3.33 Lakhs as against 0.39 lakhs in previous Year.

Glow Apparels Private Limited

The revenue of the Company for the financial year 2018-2019 is 0.04 lakhs as compared to Rs. 0.125 Lakhs in the previous financial year. During the year under review, the Company has incurred loss of Rs. 0.07 Lakhs as against loss of Rs. 0.11 lakhs in previous Year.

Apricot Infosoft Private Limited

The revenue of the Company for the financial year 2018-2019 is Rs. 2.93 lakhs as compared to Rs. 2.18 Lakhs in the previous financial year. During the year under review, the Company has incurred loss of Rs. 2.29 lakhs as against loss of Rs. 2.20 lakhs in previous Year.

Anemone Holdings Private Limited

The revenue of the Company for the financial year 2018-2019 is Rs. 6.40 lakhs as compared to NIL in the previous financial year. During the year under review, the net profit for the financial year 2018-19 is Rs. 6.32 Lakhs as against loss of Rs. 0.08 lakhs in previous Year.

Almondz Infosystem Private Limited

The revenue of the Company for the financial year 2018-2019 is Rs. 0.31 lakhs as compared to Rs. 0.30 lakhs in the previous financial year. During the year under review, the net profit for the financial year 2018-19 is Rs. 0.14 Lakhs as against 0.10 lakhs in previous Year.

Red solutions Private Limited

The revenue of the Company for the financial year 2018-2019 is Rs. 19.34 lakhs as compared to Rs. 0.52 Lakhs in the previous financial year. During the year under review, the Company has incurred loss of Rs. 0.94 lakhs as against loss of Rs. 0.08 lakhs in previous Year.

SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in a separate section forming part of the Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Ms. Ashu Gupta is liable to retire by rotation at the ensuing Annual General Meeting of your Company and being eligible has offered herself for her re-appointment. Your Board of Directors on the recommendations of Nomination & Remuneration Committee has recommended her re-appointment.

The Board, at its meeting held on 21 August, 2019, based on the recommendation of Nomination and Remuneration Committee approved the appointment of Mr. Bhupinder Singh as an independent director for a period of 5 years w.e.f from 27th September, 2019 to 26th September, 2024 subject to approval of members at the ensuing AGM. Mr. Bhupinder Singh is above 75 years. Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on May 09, 2018, prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. Accordingly, special resolution for his re-appointment is included in the Notice of ensuing Annual General Meeting (AGM).

The first term of Mr. Ajay Kumar (DIN: 01954049) and Mr. Shyam Sunder Lal Gupta (DIN: 00044635), Independent Directors of the Company is expiring on 28th September, 2019 and they are eligible for the re-appointment for a second term. Pursuant to the recommendation of Nomination and Remuneration Committee (NRC), and on the basis of performance evaluation the Board of Directors of the Company at its meeting held on 21 August, 2019, approved and recommended to the members of the Company, the re-appointment of Mr. Ajay Kumar and Mr. Shyam Sunder Lal Gupta as the Non-Executive Independent Directors of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 29th September, 2019 to 28th September, 2024. Accordingly, special resolutions for their re-appointment are included in the Notice of ensuing Annual General Meeting (AGM).

Mr. Chand Krishna Tikku(DIN:00479477),Independent Director of the Company is not seeking re-appointment for a second term due to his advanced age and consequently, he shall cease to be Director of the Company w.e.f. 28th September, 2019 due to expiry of his first term. The Board places on record its appreciation and gratitude for immense contributions and valuable guidance given by Mr. Chand Krishna Tikku during his long association as Board member of the Company.

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence. In the opinion of the Board, all Independent Directors are independent of the management.

Key Managerial Personnel

The following are the Key Managerial Personnel of the Company:

Mr. Ashok Kumar Gupta: Managing Director.

Mr. Sagar Gupta: Company Secretary and Compliance Officer (upto 6th April, 2019)

Ms. Shilpa Bhatia: Company Secretary and Compliance Officer (w.e.f 30th May, 2019)

Mr. Swapan Guha: Chief Financial Officer (upto 12th February, 2019)

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Mr. Shakti Singh: Chief Financial Officer (w.e.f 13th February, 2019)

During FY 2018-19 under review, Mr. Swapan Guha resigned from the position of Chief Financial Officer of the Company w.e.f. close of working hours of 12th February, 2019. In accordance with the provisions of Section 203 of the Companies Act, 2013 ('Act') and Rule 8 of (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shakti Singh was appointed as Chief Financial Officer of the Company w.e.f. 13th February, 2019 by the Board pursuant to recommendation of Nomination & Remuneration Committee.

Mr. Sagar Gupta resigned as the Company Secretary and Compliance Officer with effect from 6th April, 2019. The Board, on the recommendation of the Nomination & Remuneration Committee, appointed Ms. Shilpa Bhatia as the Company Secretary and Compliance Officer with effect from 30th May, 2019.

MEETINGS OF THE BOARD

During the financial year 2018-19, 4 (Four) meetings of the Board of Directors were held i.e. 30th May, 2018, 13th August, 2018, 14th November, 2018 & 13th February, 2019. For further details, please refer report on Corporate Governance forming part of the Annual Report.

AUDIT COMMITTEE

During the year under review, there was no change in the composition of the Audit Committee of the Company. As on 31st March, 2019, The Audit Committee comprises of three Independent Directors and one Non-Executive Director viz., Mr. Ajay Kumar (Chairman), Mr. Govind Prasad Agrawal, Mr. Shyam Sunder Lal Gupta and Mr. Chand Krishna Tikku as other members. More details on the Audit Committee are given in Corporate Governance Report. All the recommendations made by the Audit Committee were accepted by the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

LISTING

The Company is listed with Bombay Stock Exchange Ltd.

The shares of the Company were listed on Delhi Stock Exchange Ltd. (DSE), DSE House, 3/1, Asaf Ali Road, New Delhi 110002. However, SEBI vide its order No.WTM/PS/45/MRD/DSA/NOV/2014 dated 19 November 2014 withdrew the recognition granted to the said stock exchange.

The Listing fees to the stock exchange for FY 2019-20 have been paid.

AUDITORS AND AUDITORS' REPORT

STATUTORY AUDITORS:

In accordance with the provisions of Section 139 of the Act, at the Annual General Meeting held on 28th September, 2017, M/s Mohan Gupta & Company, Chartered Accountants (Firm Registration No. 006519N), were appointed as the statutory auditors of the Company, in place of retiring auditors M/s H. K. Chhabra & Co., Chartered Accountants for a term of five (5) years from the conclusion of the 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company, subject to ratification of their appointment by the members at every Annual General Meeting held during their tenure of appointment, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting was omitted vide notification dated 7th May, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors in ensuing AGM of the Company.

The Company has received a letter from M/s Mohan Gupta & Company, Chartered Accountants confirming that they are eligible for continuing as Statutory Auditors of the Company.

Further, the report of the Statutory Auditors alongwith notes to Schedules for the year ended 31st March, 2019 forms part of this Annual Report. The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITORS:

In terms of section 204 of the Companies Act, 2013 and Rules framed thereunder the Board had appointed **M/s C. B. Mishra & Associates**, Company Secretaries in Wholtime Practice to carry out Secretarial Audit of the Company for the financial year 2018-19. The Secretarial audit report as provided by **M/s C. B. Mishra & Associates**, Company Secretaries is also annexed to this Report, in the prescribed Form MR-3, as **Annexure-II**. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

REPORTING OF FRAUDS BY AUDITORS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

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

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

However, your Company has been increasingly using information technology in its operations and promotes conservation of resources.

There was no foreign exchange inflow or Outflow during the year under review.

PARTICULARS OF EMPLOYEES

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

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

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

GROUP COMING WITHIN THE DEFINITION OF GROUPS DEFINED IN THE MONOPOLIES AND RESTRICTIVE TRADE PRACTICES ACT, 1969 (54 OF 1969)

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

Mr. Navjeet Singh Sobti
Mrs. Gurpreet N. S.Sobti
Innovative Money Matters Private Limited
Almondz Global Securities Limited
Rakam Infrastructures Private Limited

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

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

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

EXTRACTS OF ANNUAL RETURN

An extracts of Annual Return as prescribed under Section 92 (3) of the Companies Act, 2013 ('the Act') and rule 12 (1) of the Companies (Management and Administration) Rules, 2014, in the prescribed Form No. MGT-9 as on 31st March, 2019 is attached as **Annexure-IV** and is also available on the website of the Company at the weblink www.avonmorecapital.in/pdf/annexure%20IV_MGT-9.pdf. Further, pursuant to Section 134(3)(a) of the Act, a copy of Annual Return for the year ended 31st March, 2019 will be hosted on the website of the company at www.avonmorecapital.in.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts /arrangements / transactions entered by the Company with related parties during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations.

No material Related Party Transactions were entered during the financial year by the Company. Accordingly, the disclosure of Related Party Transactions, as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company and hence not provided.

During the year 2018-19, pursuant to section 177 of the Companies Act, 2013 and SEBI Listing Regulations, 2015, All RPTs were placed before Audit Committee for its prior/ omnibus approval.

Further details of Related Party transactions as required to be disclosed by Accounting Standard on "Related Party Disclosures" specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, are given in the Notes to the Financial Statements.

During the year under review, the Company has amended the policy on Related Party Transactions in line with the revised Listing Regulations and the same is uploaded on the Company's website at http://www.avonmorecapital.in/pdf/transactions_policy.pdf.

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

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

POLICY ON INSIDER TRADING

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

Further, pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ('Amendment Regulations'), your Company has revised the existing Code of Conduct and the revised code is applicable to designated persons and their immediate relatives. The Code is available on the website of the Company at www.avonmorecapital.in.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The CSR Policy may be accessed on the Company's website at the link: http://www.avonmorecapital.in/pdf/CSR_2017.pdf.

The key philosophy of the Company's CSR initiative is to promote development through social and economic transformation.

The Company has, inter-alia, identified following areas in which it may engage for its CSR activities:

1. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water.
2. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently-abled and livelihood enhancement projects.
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.
5. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts.
6. Measures for the benefit of armed forces veterans, war widows and their dependants.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

7. Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports.
8. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, Scheduled Tribes, other backward classes, minorities and women.
9. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government.
10. Rural development projects.
11. Such other matters as may be prescribed under applicable statute;
12. Such other activity / social cause as may be thought fit by the CSR Committee and approved by the Board.

During the year under review, the Company has spent Rs. 5.58 Lakhs on CSR activities. The Annual Report on CSR activities is annexed herewith marked as **Annexure V**.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of loans given, Investments made, guarantees given and securities provided to other Bodies Corporate or persons as covered under the provisions of Section 186 of the Act are given in the notes to Financial Statements.

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

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

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2015 and in consonance with Guidance Note on Board Evaluation issued by SEBI in January 2017, the Board has carried out an annual performance evaluation of its own performance, the individual Director's performance including Chairman and Independent Directors as well as an evaluation of the working of all Board Committees.

The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report. In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2015, the Independent Directors held a meeting on May 30, 2019 and:

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

Necessary implementations of their suggestions have been initiated.

HUMAN RESOURCES

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

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

INTERNAL CONTROL SYSTEMS

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

NOMINATION AND REMUNERATION POLICY

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

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. As number of employees are less than statutory requirement, there is no applicability of constituting the Internal Complaint Committee under the Workplace (Prevention, Prohibition & Redressal) Act, 2013. However any complaint or matter under this act shall be dealt with local complaint committee constituted for the same.

The Company did not receive any complaints during the period under review, to report in the Board's report.

MAINTENANCE OF COST RECORDS

During the period under review, the provision of section 148 of the Companies Act, 2013 relating to maintenance of cost records does not applicable to the Company.

DISCLOSURE

As per the SEBI (LODR) Regulations, corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report. Details of the familiarization programme of the Independent Directors are

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

available on the website of the Company (www.avonmorecapital.in). Policy for determining material subsidiaries of the Company is available on the website of the Company (www.avonmorecapital.in). Policy on dealing with related party transactions is available on the website of the Company (www.avonmorecapital.in). The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including Directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the SEBI (LODR) Regulations.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from shareholders, bankers, regulatory bodies and other business constituents during

the year under review. The Board of Directors also wish to place on record their appreciation for the commitment displayed by all the employees for their commitment, commendable efforts, team work and professionalism, in the performance of the Company during the year.

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

Ashok Kumar Gupta **Govind Prasad Agrawal**
Managing Director **Director**

Place : New Delhi **DIN: 02590928** **DIN: 00008429**

Date : August 21, 2019

Form AOC-I

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

Statement containing salient features of the financials statement of Subsidiaries / Associates Companies/Joint Ventures

Part A: "Subsidiaries"

(Amount in Indian Rupees)

S. No.	1	2	3	4	5	6	7
Name of the subsidiary	Almondz Infosystem Private Limited	Red Solutions Private Limited	Almondz Global Securities Limited	Avonmore Developers Private Limited	Glow Apparels Private Limited	Apricot Infosoft Private Limited	Anemone Holdings Private Limited
Date since when Subsidiary was acquired	31.12.2012	17.07.2015	01.04.2015	23.07.2014	23.02.2015	10.06.2014	21.02.2015
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period
Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company
Share capital	5,00,000	12,11,40,000	15,53,09,802	8,50,00,000	2,77,50,000	3,00,00,000	1,00,000
Reserve & surplus	29,705	(4,72,57,028)	1,11,11,08,709	(8,34,637)	(6,68,311)	(7,30,144)	62,67,863
Total assets	5,41,658	27,99,16,161	1,61,13,06,573	8,42,72,139	2,70,86,689	3,24,13,352	32,36,14,055
Total Liabilities	11,953	20,60,33,189	26,99,68,010	1,06,776	5,000	31,43,496	31,72,46,192
Investments	-	10,40,00,000	70,99,42,968	7,42,65,280	2,68,92,330	1,95,00,000	32,32,40,983
Turnover	31,301	19,33,763	37,97,06,707	6,15,900	4,000	2,92,562	64,03,073
Profit before taxation	18,015	(93,986)	1,79,67,770	4,19,083	(7,348)	(2,29,451)	63,88,503
Provision for taxation	3,955	-	2,01,180	86,276	-	-	67,749
Profit after taxation	14,060	(93,986)	1,20,07,779	3,32,807	(7,348)	(2,29,451)	63,20,754
Proposed Dividend	-	-	-	-	-	-	-
% of Shareholding	100	100	56.87	100	100	100	100

Note: 1 Name of Subsidiaries which are yet to commence operation: NIL

Note: 2 Names of subsidiaries which have been liquidated or sold during the year: SKTK Projects Limited (formerly known as Shivsathi Niketan Limited), Latitude 23 Communications Limited and TRP Social Consultants Limited w.e.f. 1.10.2018, 01.01.2019 & 19.03.2019.

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

(Amount in Indian Rupees)

S. No.	1
Name of Associate	Willis Towers Watson India Insurance Brokers Private Limited
Latest audited Balance Sheet Date	31.03.2019
Date on which the Associate was associated or acquired	06.07.2017
Shares of Associates held by the company on the year end (Nos.)	7,02,000
Amount of investment in Associates	31,71,75,443
Extend of Holding (%)	26
Description of Significant influence	Indirect Holding
Reason for no consolidation of associates	NA
Networth attributable to Shareholding as per latest audited Balance Sheet	13,37,52,896
Profit / Loss for the year	
i. Considered in Consolidation (%)	2,78,67,809
ii. Not Considered in Consolidation	7,93,16,073

Note: 1 Names of Associates which have been liquidated or sold during the year: Carya Chemicals & Fertilizers Private Limited and Yug Infrastructures Private Limited w.e.f. 22.03.2019.

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

Shilpa Bhatia
Company Secretary
(ACS: A49386)

Shakti Singh
Chief Financial Officer
(PAN: BKMP56127D)

Ashok Kumar Gupta
Managing Director
(DIN: 02590928)

Govind Prasad Agrawal
Director
(DIN: 00008429)

Place : New Delhi

Date : August 21, 2019

FORM No. MR-3

Secretarial Audit Report

For The Financial Year Ended March 31, 2019

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,

The Members of Avonmore Capital & Management Services Limited,
 Regd. Office: F-33/3, Okhla Industrial Area, Phase-II,
 New Delhi-110020

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives, during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the engagement, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the "Act") and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ("SCRA") and the rules made thereunder **(Not applicable to the Company during the audit period);**
- (iii) The Depositories Act, 1996 read with SEBI (Depositories and Participants) Regulations, 2018 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the audit period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time. **(Not applicable to the Company during the audit period);**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. **(Not applicable to the Company during the audit period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **(Not applicable to the Company during the audit period);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client. **(Not applicable to the Company during the audit period);**
 - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not applicable to the Company during the audit period)** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and amendments from time to time. **(Not applicable to the Company during the audit period).**
- (vi) Other laws specifically applicable to the Company, namely:
 - (a) All the Rules, Regulations, Directions, Guidelines and Circulars issued by the Reserve Bank of India applicable to Non-Deposit Accepting Non-Banking Financial Companies, which are specifically applicable to the Company
 - (b) The Prevention of Money-Laundering Act, 2002 and The Prevention of Money Laundering (Maintenance of Records, etc) Rules, 2005
 - (c) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

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

- (i) Secretarial Standards issued by 'The Institute of Company Secretaries of India' with respect to Board and General Meetings.
- (ii) The Listing Agreement entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.

Adequate notice was given to all directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance for Meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items, before the meeting and for meaningful participation at the Meeting. Majority decision were carried through, while the dissenting Member's views, if any, were captured and recorded as part of the Minutes of the Meetings.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, TRP Social Consultants Private Limited, Latitude 23 Communications Limited and SKTK Projects Limited (formerly known as Shivsathi Niketan Limited) ceased to be subsidiaries of the Company.

For C.B. Mishra & Associates
Company Secretaries

(C.B. MISHRA)

Prop.

M. No. F4006, C.P. No. 7254

Place : New Delhi

Date : August 21, 2019

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

Annexure - A

To,

The Members

Avonmore Capital & Management Services Limited

Regd. Office: F-33/3, Okhla Industrial Area, Phase-II,

New Delhi-110020

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

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

For C.B. Mishra & Associates
Company Secretaries

(C.B. MISHRA)

Prop.

M. No.- F4006, C.P. No. 7254

Place : New Delhi

Date : August 21, 2019

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended]

To,

The Members,

ALMONDZ GLOBAL SECURITIES LIMITED

2ND Floor

3 Scindia House Janpath

New Delhi-110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ALMONDZ GLOBAL SECURITIES LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2019** ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2018;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit Period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period).
 - (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) Other applicable Law:
 - a) All the Rules, regulations, Guidelines, Circulars applicable to Non Banking Financial Companies under the RBI Act, 1934;
 - b) Indian Stamp Act, 1899;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement(s) entered into by the Company with Bombay Stock Exchange read with SEBI (Listing Obligations and Disclosure Requirements), 2015. and based on the above examination, We hereby report that, during the Review Period.

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors during the audit period. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

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

Based on the compliance mechanism established by the company and on the basis of Compliance Certificate(s) issued by the company secretary and taken on record by the Board of Directors at the meeting(s), we are of the opinion that the management has systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.;
- (ii) Redemption / buy-back of securities ;
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
- (iv) Merger / amalgamation / reconstruction, etc.;
- (v) Foreign technical collaborations.

**For Ashu Gupta & Co.
Company Secretaries**

Ashu Gupta
Company Secretary in Practice
FCS No. 4123
CP No.: 6646

Place: New Delhi
Date: 8 August 2019

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

ANNEXURE –A

To,
The Members,
ALMONDZ GLOBAL SECURITIES LIMITED
2ND Floor
3 Scindia House Janpath
New Delhi-110001

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. The compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory audit and other designated professionals.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Ashu Gupta & Co.
Company Secretaries**

Ashu Gupta
Company Secretary in Practice
FCS No. 4123
CP No.: 6646

Place: New Delhi
Date: 8 August 2019

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Avonmore Capital & Management Services Limited
F-33/3, Okhla Industrial Area, Phase – II,
New Delhi -110020

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Avonmore Capital & Management Services Limited having CIN-L67190DL1991PLC045857 and having registered office at F-33/3, Okhla Industrial Area, Phase – II, New Delhi – 110020 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule-V Para-C sub clause - 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal, as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For C.B. Mishra & Associates
Company Secretaries**

**(C.B. MISHRA)
Prop.**

Date : August 21, 2019
Place: New Delhi

M. No. F 4006
C.P. No. 7254

THE INFORMATION REQUIRED UNDER SUB-SECTION 12 OF SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Disclosure under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each Director to the median remuneration of the employees for the financial year 2018-19:

Executive Directors	Ratio to median remuneration
Mr. Ashok Kumar Gupta	3.28 times

b. The percentage increase in remuneration of Executive Director, Chief Financial Officer & Company Secretary in the Financial Year 2018-19:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	Designation	% increase in remuneration in the financial year
Mr. Ashok Kumar Gupta	Managing Director	11.89 %
Mr. Sagar Gupta	Company Secretary	33.93%
Mr. Swapan Guha (upto 12.02.2019)	Chief Financial Officer	16.89%
Mr. Shakti Singh (w.e.f 13.02.2019)	Chief Financial Officer	Not Applicable (Refer Note No.1)

c. The percentage increase in the median remuneration of employees in the financial year 2018-19 : 122.91% (Refer Note No.2)

d. The number of permanent employees on the rolls of Company: 6

e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentile of the salaries of employees other than the managerial personnel in the financial year, i.e., 2018-19 was increased by 156.33% (Refer Note No.3) whereas for the managerial remuneration for the same financial year increased was 11.89%.

f. The key parameters for any variable component of remuneration availed by the directors:

The broad factors and guidelines considered for the variable remuneration availed by the directors:

- (a) Annual Performance Review of the Directors; and
- (b) Financial outcomes and profitability of the Company and the group

g. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy of the Company.

Note:

1. Mr. Shakti Singh was appointed as Chief Financial Officer w.e.f 13.02.2019. Hence, percentage increase in remuneration is not applicable.
2. The percentage is calculated on the median remuneration of employee as on 31.03.2019 and 31.03.2018 (on the monthly remuneration of march) and No of employees excludes remuneration of Director.
3. Number of employees on the roll of the company increased in financial year 2018-19 as compared to previous year 2017-18

Disclosure under Rule 5(2) & 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. Details of top ten employees of the Company in terms of remuneration drawn during 2018-19:

Details of top ten employees of the Company in terms of remuneration drawn during 2018-19 will be provided on request. As per the provisions of Section 136 of the Companies Act, 2013, the Annual Report and Accounts are being sent to the members and others entitled thereto excluding the said information of top ten employees. The said details of top ten employees will be available for inspection by the members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary in this regard.

b. There was no employee in the Company who was in receipt of remuneration for the year 2018-19

- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than One Crore and Two Lakhs Rupees;
- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Eight Lakhs and Fifty Thousand Rupees per month;

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

Ashok Kumar Gupta
Managing Director
DIN: 02590928

Govind Prasad Agrawal
Director
DIN: 00008429

Place : New Delhi
Date : August 21, 2019

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on March 31, 2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L67190DL1991PLC045857
2.	Registration Date	30/09/1991
3.	Name of the Company	Avonmore Capital & Management Services Limited
4.	Category/Sub-category of the Company	Company Limited by Shares / Indian Non-Government Company
5.	Address of the Registered office & contact details	F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110 020 Tel : +91 11 26385056, 43500700/800 E-mail: secretarial@almondz.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Beetal Financial & Computer Services (P) Limited "Beetal House", 3 rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi – 110062 Tel: +91 11 29961 281-82, Fax: 011-29961280/84 E-mail: beetalrta@gmail.com Website: www.beetalfinancial.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated):-

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Financing Activity	649	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	Almondz Infosystem Private Limited	U72200DL2012PTC246813	Subsidiary	100	2(87)
2.	Almondz Global Securities Limited	L74899DL1994PLC059839	Subsidiary	56.87	2(87)
3.	Red Solutions Private Limited	U74999DL2012PTC240027	Subsidiary	100	2(87)
4.	Apricot Infosoft Private Limited	U72900DL2014PTC266689	Subsidiary	100	2(87)
5.	Avonmore Developers Private Limited	U70200DL2013PTC253548	Subsidiary	100	2(87)
6.	Anemone Holdings Private Limited	U67190DL2014PTC268993	Subsidiary	100	2(87)
7.	Glow Apparels Private Limited	U18109DL2012PTC230469	Subsidiary	100	2(87)
8.	Willis Towers Watson India Insurance Brokers Private Limited (formerly known as Almondz Insurance Brokers Private Limited) 26% shares held by Anemone Holdings Private Limited	U74999DL2003PTC119593	Associate (through subsidiary)	-	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 01, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2081315	0	2081315	8.58	2081315	0	2081315	8.58	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	9780457	0	9780457	40.30	10424939		10424939	42.95	+2.65
e) Banks / FI	0	0	0	0	0	0	0	0	0

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 01, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):	11861772	0	11861772	48.88	12506254	0	12506254	51.53	+2.65
(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)=(A) (1)+(A) (2)	11861772	0	11861772	48.88	12506254	0	12506254	51.53	+2.65
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	2600	2600	0.01	0	2600	2600	0.01	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	2600	2600	0.01	0	2600	2600	0.01	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	7087542	6901	7094443	29.23	6121094	6901	6127995	25.24	-3.98
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2574517	165909	2740426	11.29	2561615	162927	2724542	11.22	-0.06
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2105527	21600	2127127	8.76	2368671	21600	2390271	9.85	+1.09
c) Others (specify)									
Non Resident Indians	225455	47500	272955	1.12	221244	47500	268744	1.11	-0.01
HUF	134531	0	134531	0.55	205181	0	205181	0.85	+0.3
Clearing Members	37046	0	37046	0.15	45313	0	45313	0.19	+0.04
Sub-total (B)(2):-	12164618	244510	12409128	51.13	11523118	238928	11762046	48.46	-2.67
Total Public Shareholding (B)=(B)(1)+(B)(2)	12164618	244510	12409128	51.13	11523118	241528	11764646	48.47	-2.66
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	24026390	244510	24270900	100	24029372	241528	24270900	100	0

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED
(ii) Shareholding of Promoter (including Promoter Group):

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Innovative Money Matters Private Limited	90,53,010	37.30	0	90,53,010	37.30	0	0
2.	Gurpreet N.S. Sobti*	5,000*	0.02	0	5,000*	0.02	0	0
3.	Navjeet Singh Sobti	20,76,315	8.55	0	20,76,315	8.55	0	0
4.	Rakam Infrastructures Pvt. Ltd.**	7,27,447	3.00	0	13,71,929	5.65	0	+2.65

* Gurpreet N.S. Sobti who is holding 5000 shares is not promoter. Since she is wife of Mr. Navjeet Singh Sobti (Promoter), therefore included in promoter group.

** Rakam Infrastructures Pvt. Ltd. has been included in the promoter list.

(Gurpreet N.S. Sobti is holding of 81.13% shares of **Rakam Infrastructures Private Limited** which holds 13,71,929 shares equivalent to 5.65% shares of the ACMS.)

(iii) Change in Promoter's (including promoter group) Shareholding:

S. No.	Name	Shareholding at the beginning of the year April 01, 2018		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year March 31, 2019	
		No. of Shares at the beginning	% of total shares of the Co.				No. of Shares	% of total shares of the Co.
1.	Innovative Money Matters Private Limited	90,53,010	37.30	01-04-2018	N.A.	N.A.	90,53,010	37.30
					NIL Movement during the year			
				31-03-2019	N.A.	N.A.	90,53,010	37.30
2.	Gurpreet N.S. Sobti	5000	0.02	01-04-2018	N.A.	N.A.	5,000	0.02
					NIL Movement during the year			
				31-03-2019	N.A.	N.A.	5,000	0.02
3.	Navjeet Singh Sobti	20,76,315	8.56	01-04-2018	N.A.	N.A.	20,76,315	8.56
					NIL Movement during the year			
				31-03-2019	N.A.	N.A.	20,76,315	8.56
4.	Rakam Infrastructures Private Limited	7,27,447	3.00	01-04-2018	N.A.	N.A.	7,27,447	3.00
				25-09-2018	20,000	Acquisition	7,47,447	3.07
				19-11-2018	10,000	Acquisition	7,57,447	3.12
				11-12-2018	35,000	Acquisition	7,92,447	3.26
				12-12-2018	25,000	Acquisition	8,17,447	3.37
				13-12-2018	13,000	Acquisition	8,30,447	3.42
				14-12-2018	25,000	Acquisition	8,55,447	3.52
				17-12-2018	25,001	Acquisition	8,80,448	3.63
				18-12-2018	25,001	Acquisition	9,05,449	3.73
				19-12-2018	23,129	Acquisition	9,28,578	3.83
				20-12-2018	25,001	Acquisition	9,53,579	3.93
				31-12-2018	10,001	Acquisition	9,63,580	3.97
				08-01-2019	15,001	Acquisition	9,78,581	4.03
				09-01-2019	12,101	Acquisition	9,90,682	4.08
				15-01-2019	12,751	Acquisition	10,03,433	4.13
				01-02-2019	10,001	Acquisition	10,13,434	4.18
		18-03-2019	25,000	Acquisition	10,38,434	4.28		
		19-03-2019	75,109	Acquisition	11,13,543	4.59		
		20-03-2019	58,376	Acquisition	11,71,919	4.83		
		22-03-2019	50,000	Acquisition	12,21,919	5.03		
		25-03-2019	50,000	Acquisition	12,71,919	5.24		

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

				27-03-2019	50,000	Acquisition	13,21,919	5.45
				28-03-2019	25,010	Acquisition	13,46,929	5.55
				29-03-2019	25,000	Acquisition	13,71,929	5.65
				31-03-2019	N.A.	N.A.	13,71,929	5.65

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding at the beginning of the year April 01, 2018		Date	Increase/ Decrease In shareholding	Reason	Cumulative Shareholding during the year March 31, 2019	
		No. of Shares at the beginning	% of total shares of the Company				No. of Share	% of total shares of the Company
1.	Veena Gases & Chemicals Pvt. Ltd.	15,14,566	6.24	01-04-2018	N.A.	N.A.	15,14,566	6.24
				11-01-2019	(2,560)	Sale	15,12,006	6.23
				29-03-2019	(500)	Sale	15,11,506	6.23
				31-03-2019	N.A	N.A	15,11,506	6.23
2.	KKM Enterprises Pvt Ltd	11,10,804	4.58	01-04-2018	N.A.	N.A.	11,10,804	4.58
				14-12-2018	(10,000)	Sale	11,00,804	4.54
				29-03-2019	(7,512)	Sale	10,93,292	4.50
				31-03-2019	N.A.	N.A.	10,93,292	4.50
3	Desire Retail Private Limited	10,12,798	4.17	01-04-2018	N.A.	N.A.	10,12,798	4.17
				18-01-2019	2,798	Sale	10,10,000	4.16
				31-03-2019	N.A.	N.A.	10,10,000	4.16
4	Ramble Markets Private Limited	10,00,000	4.12	01-04-2018	N.A.	N.A.	10,00,000	4.12
				23-11-2018	10,000	Sale	9,90,000	4.08
				31-03-2019	N.A.	N.A.	9,90,000	4.08
5.	Swift Buildwell Private Limited	8,17,500	3.37	01-04-2018	N.A.	N.A.	8,17,500	3.37
				15-06-2018	(13,256)	Sale	8,04,244	3.31
				29-08-2018	(20,000)	Sale	7,84,244	3.23
				22-03-2019	(50,000)	Sale	7,34,244	3.03
				29-03-2019	(1,75,000)	Sale	5,59,244	2.30
				31-03-2019	N.A.	N.A.	5,59,244	2.30
6.	Dilip Kumar Lakhi	5,36,263	2.21	01-04-2018	N.A.	N.A.	5,36,263	2.21
							NIL Movement during the year	
				31-03-2019	N.A.	N.A.	5,36,263	2.21
7.	Parmeet Kaur	3,85,023	1.59	01-04-2018	N.A.	N.A.	3,85,023	1.59
				06-04-2018	53,000	Acquisition	4,38,023	1.80
				13-04-2018	24,595	Acquisition	4,62,618	1.91
				20-04-2018	21,000	Acquisition	4,82,618	1.98
				15-06-2018	13,256	Acquisition	4,95,874	2.04
				31-03-2019	N.A.	N.A.	4,95,874	2.04
8.	Amarendra Financial Private Limited	6,05,758	2.50	01-04-2018	N.A.	N.A.	6,05,758	2.50
				06-04-2018	(79,000)	Sale	5,26,758	2.17
				13-04-2018	(10,000)	Sale	5,16,758	2.13
				20-04-2018	(10,000)	Sale	5,06,758	2.09
				14-12-2018	(88,139)	Sale	4,18,619	1.72
				21-12-2018	(1,00,000)	Sale	3,18,619	1.31
				31-12-2018	(10,000)	Sale	3,08,619	1.27

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

				11-01-2019	(25,000)	Sale	2,83,619	1.17
				18-01-2019	(10,000)	Sale	2,73,619	1.13
				01-02-2019	(10,000)	Sale	2,63,619	1.09
				31-03-2019	N.A.	N.A.	2,63,619	1.09
9.	Dharmayug Investments Limited	2,45,900	1.01	01-04-2018	N.A.	N.A.	2,45,900	1.01
				22-03-2019	95,900	Sale	1,50,000	0.62
				29-03-2019	6,000	Sale	1,44,000	0.59
				31-03-2019	N.A.	N.A.	1,44,000	0.59
10.	Urmila Gupta	1,01,000	0.42	01-04-2018	N.A.	N.A.	1,01,000	0.42
							NIL Movement during the year	
				31-03-2019	N.A.	N.A.	1,01,000	0.42

(v) **Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Name	Shareholding at the beginning of the year April 01, 2018		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year March 31, 2019	
		No. of Shares at the beginning	% of total shares of the Co.				No. of Shares	% of total shares of the Co.
1.	Ashok Kumar Gupta (Managing Director)	0	0	01-04-2018	N.A.	N.A.	0	0
							NIL Movement during the year	
		0	0	31-03-2019	N.A.	N.A.	0	0
2.	Ajay Kumar (Independent Director)	0	0	01-04-2018	N.A.	N.A.	0	0
							NIL Movement during the year	
		0	0	31-03-2019	N.A.	N.A.	0	0
3.	Govind Prasad Agrawal (Director)	1361	0.01	01-04-2018	N.A.	N.A.	1361	0.01
							NIL Movement during the year	
				31-03-2019	N.A.	N.A.	1361	0.01
4.	Shyam Sunder Lal Gupta (Independent Director)	0	0	01-04-2018	N.A.	N.A.	0	0
							NIL Movement during the year	
		0	0	31-03-2019	N.A.	N.A.	0	0
5.	Chand Krishna Tikku (Independent Director)	0	0	01-04-2018	N.A.	N.A.	0	0
							NIL Movement during the year	
		0	0	31-03-2019	N.A.	N.A.	0	0
6.	Ashu Gupta (Director)	0	0	01-04-2018	N.A.	N.A.	0	0
							NIL Movement during the year	
		0	0	31-03-2019	N.A.	N.A.	0	0
7.	Sagar Gupta* (Company Secretary)	0	0	01-04-2018	N.A.	N.A.	0	0
							NIL Movement during the year	
		0	0	31-03-2019	N.A.	N.A.	0	0
9.	Swapan Guha (Chief Financial Officer upto 12.02.2019)	0	0	01-04-2018	N.A.	N.A.	0	0
							NIL Movement during the year	
		0	0	31-03-2019	N.A.	N.A.	0	0
10.	Shakti Singh (Chief Financial officer w.e.f 13.02.2019)	0	0	01-04-2018	N.A.	N.A.	0	0
							NIL Movement during the year	
		0	0	31-03-2019	N.A.	N.A.	0	0

* Mr. Sagar Gupta resigned from the post of Company Secretary w.e.f 06th April, 2019

(V) **INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

(Amount in Indian Rupees)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
* Addition-Loan	0	27,52,441	0	27,52,441
* Reduction-Loan	0	0	0	0
Net Change	0	27,52,441	0	27,52,441
Indebtedness at the end of the financial year				
i) Principal Amount	0	27,50,000	0	27,50,000
ii) Interest due but not paid	0	2,441	0	2,441
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	27,52,441	0	27,52,441

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Indian Rupees)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Ashok Kumar Gupta	
1	Gross salary	22,58,400	22,58,400
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit - others, specify...	0 0	0 0
5	Others, please specify	0	0
	Total (A)	22,58,400	22,58,400
	Ceiling as per the Act		*120 Lakh P.A.

B. Remuneration to other directors

(Amount in Indian Rupees)

S. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Shyam Sunder Lal Gupta	Chand Krishan Tikku	Ajay Kumar	G.P. Agrawal	Ashu Gupta	
1	Independent Directors						
	Fee for attending board/committee meetings	93,500	93,500	44,500	1,08,500	55,000	3,95,000
	Commission	0	0	0	-	-	0
	Others, please specify	0	0	0	-	-	0
	Total (1)	93,500	93,500	44,500	1,08,500	55,000	3,95,000
2	Other Non-Executive Directors						
	Fee for attending board/committee meetings	-	-	-	-	-	
	Commission	-	-	-	0	0	0
	Others, please specify	-	-	-	0	0	0
	Total (2)	-	-	-	-	-	
	Total (B)=(1+2)	93,500	93,500	44,500	1,08,500	55,000	3,95,000
	Total Managerial Remuneration	Total remuneration to Managing Director and other Directors (being the total of A and B)= 26,53,400					

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Overall Ceiling as per the Act	Upto Rs. One Lac per Director for each meeting of Board/Committee.
--------------------------------	--

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount in Indian Rupees)

S. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		CEO	Sagar Gupta (CS)	Swapan Guha (CFO upto 12.02.2019)	Shakti Singh (CFO w.e.f 13.02.2019)	
1	Gross salary	Not				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Applicable	4,93,400	3,31,107	92,714	9,17,221
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-		
2	Stock Option		-	-		
3	Sweat Equity		-	-		
4	Commission					
	- as % of profit		-	-		
	others, specify...		-	-		
5	Others, please specify		-	-		

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year 2018-19, there were no penalties/punishment/compounding of offences under Companies Act, 2013.

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

Place : New Delhi
Date : August 21, 2019

Ashok Kumar Gupta
Managing Director
DIN: 02590928

Govind Prasad Agrawal
Director
DIN: 00008429

ANNUAL REPORT ON CSR ACTIVITIES

1. **A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:**

ACMS CSR policy is aimed to provide support to the disadvantaged/marginalized cross section of the society by providing opportunities to improve their quality of life.

The expenditure made is within the broad framework of Schedule VII of the Companies Act, 2013.

The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website at www.avonmorecapital.in

2. **The composition of the CSR committee: The composition of CSR Committee is as below:**

S. No.	Name	Designation	Position in the Committee
1	Mr. Ajay Kumar	Independent Director	Chairman
2	Mr. Govind Prasad Agrawal	Non-Executive Director	Member
3	Mr. Ashok Kumar Gupta	Managing Director	Member

3. **Average net profit of the Company for last three financial years for the purpose of computation of CSR:** Rs. 278.87 Lakhs.

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):** Rs. 5.58 Lakhs.

5. **Details of CSR spent during the financial year:**

- a. Total amount to be spent for the financial year: Rs. 5.58 Lakhs
 b. Amount unspent, if any: Nil
 c. Manner in which the amount spent during the financial year:

S. No.	CSR Project or Activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken.	Amount Outlay (budget) project or programs wise (Rs.)	Amount spent on the projects or programs Subheads : (1) Direct Expenditure (2) Overheads (Rs.)	Cumulative Expenditure upto the reporting period (Rs.)	Amount Spent : Direct or through implementing agency
1	Contribution to Radha Madhav Centre for Social and Cultural Development engaged in socio-economic development and relief work	Various sectors covered by Schedule VII of the Companies Act, 2013.	Delhi, NCR	Rs. 0.75 Lakhs	Rs. 0.75 Lakhs	Rs. 0.75 Lakhs	Direct through Radha Madhav Centre for Social and Cultural Development
2	Child Care & Development Foundation	Various sectors covered by Schedule VII of the Companies Act, 2013.	Delhi, NCR	Rs. 4.75 Lakhs	Rs. 4.75 Lakhs	Rs. 4.75 Lakhs	Direct through Child Care & Development Foundation
Total				Rs. 5.58 Lakhs	Rs. 5.58 Lakhs	Rs. 5.58 Lakhs	

6. **In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report. Not Applicable**

7. **A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.**

We hereby affirm that the CSR Policy, as approved by the Board, has been implemented and the CSR Committee monitors the implementation of CSR Projects and activities in compliance with our CSR objectives.

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

Place : New Delhi
 Date : August 21, 2019

Ashok Kumar Gupta
 Managing Director
 DIN: 02590928

Ajay Kumar
 Chairman, CSR Committee
 DIN: 01954049

Corporate Governance Report

[Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms a part of the Report of the Board of Directors]

The Corporate Governance Report for the financial year 2018-19 which has been prepared pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 contains details relating to the aforesaid year.

1. COMPANY'S PHILOSOPHY ON GOVERNANCE

Corporate Governance primarily involves transparency, complete disclosure, independent monitoring of the state of affairs and being fair to all stakeholders. Your Company is committed to conducting business the right way which means taking decisions and acting in a way that is ethical and in compliance with the applicable legal requirements. The Company firmly believes that adherence to business ethics and sincere commitment to corporate governance will help the Company achieve its vision of being the most respected Company in the financial services space in India. The Company is in compliance with the requirements of the guidelines on corporate governance stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. With the implementation of stringent employee code of conduct policy and adoption of a Whistle Blower Policy, the Company has moved ahead in its pursuit of excellence in corporate governance.

Our Board has Independent Directors, highly respected for their professional integrity as well as rich financial and banking experience and expertise. We have an advisory board comprising stalwarts with long and immaculate careers in banks, public service and legal profession.

2. BOARD OF DIRECTORS

(a) Composition of Board:

In terms of Corporate Governance philosophy all statutory and other significant material information is placed before the Board of Directors to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders.

(b). Categories and Attendance of Directors

S. No.	Name	Category/ Designation#	Attendance Particulars			Age (in years)	No. of Directorship/s in other companies^	Directorships held in other listed companies along with nature of Directorship	No. of Membership(s)/ Chairmanship(s) in Board Committees (in other public company) *		Share Holding of Non-Executive Directors (Equity Shares)
			No. of Board Meetings	Last AGM	Attended				Held	attended	
1	Mr. Ashok Kumar Gupta	Managing Director	4	4	Yes	54	1	NIL	1	-	-
2	Mr.Chand Krishna Tikku	Independent Director	4	4	No	89	-	NIL	-	-	-
3	Mr. Govind Prasad Agrawal	Non-Executive & Non-Independent Director	4	4	Yes	64	5*	Margo Finance Limited-Non-Executive Independent Director, Rama Vision Limited-Non-Executive Independent Director	3**	1	

The Board of Directors of the Company comprises of 6 Directors drawn from various field of expertise in their functional areas and brings a wide range of the skills and experience on the Board. The Company has combination of Executive and Non-Executive Directors with Non-Executive Chairman, which is in conformity with the requirement of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 152 of the Companies Act, 2013. Of the 6 Directors, 1 is Executive Director and 5 Non-Executive Directors (including three Independent Directors). The Chairman of your Company is neither a promoter nor related to the promoters of your Company.

All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 read with Section 149(6) of the Companies Act, 2013 and have furnished declaration of independence pursuant to Section 149 (7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations. The said declaration of independence were reviewed and taken on record by the Board and in the opinion of the Board, all Independent Directors of the Company fulfill the criteria of independence and all conditions specified in the Listing Regulations and are independent of the management. None of the Directors on the Board is a member of more than 10 committees or chairman of more than 5 committees across all the Companies in which he is a Director. As required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, necessary disclosures regarding committee positions in other public Companies as on March 31, 2019 have been made by the Directors to the Company. Further, none of the Directors are related to any other Director on the Board.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

S. No.	Name	Category/ Designation#	Attendance Particulars			Age (in years)	No. of Directorship/s in other companies [^]	Directorships held in other listed companies along with nature of Directorship	No. of Membership(s)/ Chairmanship(s) in Board Committees (in other public company) ⁺		Share Holding of Non-Executive Directors (Equity Shares)
			No. of Board Meetings		Last AGM Attended						
			Held	attended							
4	Mr. Shyam Sunder Lal Gupta	Independent Director	4	4	No	85	2	Margo Finance Limited-Non-Executive Independent Director, Rama Vision Limited-Non Executive Independent Director	-	2	-
5	Mr. Ajay Kumar	Independent Director	4	2	Yes	68	2	Almondz Global Securities Limited-Non-Executive Independent Director	1	2	-
6	Mrs. Ashu Gupta	Non-Executive & Non-Independent Director	4	4	Yes	49	-	NIL	-	-	-

[^] does not include private Companies, foreign Companies and Companies under Section 8 of the Companies Act, 2013.

⁺ includes membership/chairmanship of Audit Committee and Stakeholder Relationship Committees of the Board of Directors

** Cease as a member of Stakeholders Relationship Committee of the Board of Directors of Margo Finance Limited w.e.f June 28, 2018

(c) Brief Profile of Board

Mr. Ashok Kumar Gupta (FCS), Managing Director, aged 54 years born on June 25, 1965 is a commerce graduate and is also a fellow member of 'The Institute of Company Secretaries of India'. Mr. Ashok Kumar Gupta is having vast experience in the field of finance, accounts and secretarial matters of the Companies.

Mr. Shyam Sunder Lal Gupta, Non-Executive & Independent Director, aged around 85 years born on September 28, 1933 is M.Com, LL.B, MBA & CAIIB and Advocate at Supreme Court of India and the Delhi High Court. He was associated for over 3 decades with the Industrial Finance Corporation of India as Legal Adviser & Head of the Legal Department and Chief General Manager. Mr. Shyam Sunder Lal Gupta was also associated with M/s Orr. Dinam & Co., a renowned firm of Solicitors and Advocates, as the head of their Delhi office. During his association, he had handled the work of Supreme Court, High Courts, MRTTP Commission, CLB, Arbitrators etc. As a practicing Lawyer Mr. Shyam Sunder Lal Gupta was looking after the matters of Financial Institutions, Banks, and Public Sector Corporations like National Cooperative Development Corporation, Hauz Khas, New Delhi, National Scheduled Castes & Scheduled Tribes Finance & Development.

Mr. Chand Krishna Tikku, Non-Executive & Independent Director, aged 89 years born on April 23, 1930 is Former Chairman of Central Board of Direct Taxes, and is having a vast experience in the fields of Taxation, Accounting & Corporate Governance.

Mr. Ajay Kumar, Non-Executive & Independent Director, aged around 68 years born in January 30, 1951 is 1976 batch Indian Administrative Services Officer (IAS). He has vast and varied experience in Administration, Urban Development, Real Estate Development, Housing, Poverty, Public Health, Comparative Politics, International

Relations & Law. He held the offices of Principal Secretary, Rural Engineering Organization & Vice Chairman, Bihar Rural Roads Development agency; Principal Secretary, Science and Technology, Govt. of Bihar; Principal Secretary Building & Housing cum Chairman Bihar State Housing Board (BSHB); Secretary Urban Development & Housing Department, Govt. of Bihar. At present, he is working as a special reporter for national Human Rights Commission for central West Zone; Partner of ACTM, an independent and global management consulting firm; Consultant to Stratixy Advisors India Pvt Ltd.; Managing Director to KGD-Architecture an infrastructure & Design Services Company; Advisor, infrastructure and Logistic Federation of India.

Mr. Govind Prasad Agrawal, Non-Executive Director, aged 64 years born on September 9, 1954, is a Law graduate and fellow member of 'The Institute of Company Secretaries of India'. He has got rich experience of more than 3 decades in the field of Finance, Law and Administration.

He is presently providing his valuable contribution by serving on the Board of Avonmore Capital & Management Services Limited as a Non- Executive Director and Committees' member of the Company.

He also serves on the Board of Almondz Finanz Limited, Rini Corporate Services Private Limited, Margo Finance Ltd., Rama Vision Limited, Yarmtex Exports Limited, Anemone Holdings Private Limited and Almondz Wealth Advisors Limited.

Ms. Ashu Gupta, Non-Executive Director, aged around 49 years born on December 23, 1969, is a commerce graduate from Delhi University, Bachelor of Law (L.L.B.) from Delhi University and became Company Secretary from the Institute of Company Secretaries of India (ICSI) in 1995. She has immense knowledge and experience of over 2 decades in almost every face of Corporate

Secretarial, Legal Advisory and consulting profession. She is well exposed in handling corporate legal matters and dealing with various regulatory authorities like Registrar of Companies (ROC), Regional Director (RD), Company Law Board (CLB), Ministry of Corporate Affairs, Securities & Exchange Board of India (SEBI), Stock Exchanges, Reserve Bank of India (RBI) etc.

(d) Non-Executive Directors’ Compensation and Disclosures

All the non-executive directors of your Company are being paid Sitting Fees for each Meeting/s of the Board of Directors or Committee/s thereof, attended by them, as the case may be. During the year under review, the Sitting Fees for attending the Board meeting was Rs. 15,000/- each, while the Sitting Fees for attending each meeting of the Audit/Management Committee(s) and other Committee Meeting of the Board of Directors was Rs. 7,500/- and Rs. 3000/- respectively.

(e) Separate Meeting of Independent Directors

In compliance with the provisions of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), 2015, a separate meeting of Independent Directors of the Company was held during Financial Year 2018-19, inter alia, to discuss the following:

- To review the performance of non-independent directors and the Board as a whole;
- To review the performance of the Chairperson of the Company;
- To assess the quality, quantity and timeliness of flow of information between the Company’s management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors have expressed their satisfaction over the performance of the other Directors and the Board as whole. They have also expressed their satisfaction over the quality, quantity and flow of information between the Company management and the Board / Committees of the Board.

(f) Familiarization programme for independent directors

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company’s procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and operations of the Company. Quarterly updates on relevant statutory changes are discussed in the Board meetings. The details of such familiarization Programme of the Company may be accessed on the Company’s website at www.avonmorecapital.in

(g) Matrix of skills/competence/expertise of Directors

As stipulated under Schedule V of the SEBI Listing Regulations, the following matrix summarizes list of core skills/ expertise/ competencies identified by the Board as required in the context of its business and the sector in which the Company operates.

Industry Knowledge/ Experience	Technical Skills/Expertise/ Competencies	
Industry Experience	Finance and Taxation	Corporate Social Responsibility
Knowledge of Sector (Finance & NBFC Sector)	Leadership	Audit and Risk Management
Advisory in Corporate Finance & NBFC related matters	Law	Human Resource Management
Understanding of Regulatory, Government and Security matters	Economics and Statistics	Management and Strategy
	Corporate Governance and Ethics	Business Administration

(h). Board Level Performance Evaluation:

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Executive Directors, Non-Executive Directors including Independent Directors (“IDs”), Committees of the Board and Board as a Whole.

The criteria for performance evaluation are as under:

A structured questionnaire has been prepared, covering various aspects of the functioning of the Board and its Committee, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board’s focus, regulatory compliances and Corporate Governance, etc. Similarly, for evaluation of Individual Director’s performance, the questionnaire covers various aspects like his/ her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc. Board members had submitted their response on a scale of 5 (excellent) – 1 (poor) for evaluating the entire Board, respective Committees of which they are members and of their peer Board members, including Chairman of the Board.

The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non- Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and Non-Executive Directors.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated.

(i) Other Provisions as to Board and Committees

The Company’s Board of Directors plays primary role in ensuring good governance and functioning of the Company.

The Board’s role, functions, responsibility and accountability are clearly defined. All relevant information (as legally mandated) is placed before the Board. The Board reviews compliance reports of all laws as applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any. The Members of the Board have complete freedom to express their opinion and decisions are taken after detailed discussion.

During the Financial year 2018-2019 the Board of Directors met Four (4) times on the following dates:- May 30, 2018, August 13, 2018, November 14, 2018 and February 13, 2019.

The gap between any two consecutive Board Meetings does not exceed one hundred and twenty days.

The Directors present in the meetings actively participated in the deliberations. Your Company ensures that the gap between two consecutive does not exceed one hundred

and twenty days. The provisions of the Companies Act, 2013 and the requirements of the SEBI (LODR) Regulations are duly complied with.

(j) Board Procedure

The Board of your Company comprises of professionals, experienced and active members. The presence of Independent Directors brings to the Company a wide range of experience and expertise both in their fields and boardroom practices. The Board meetings are held regularly, at least once in a quarter, to review/ approve the quarterly results. Additional meetings are held, whenever necessary, to review strategies, operations and to chart out policies and practices.

The Company Secretary prepares the Board agenda and the explanatory notes in consultation with the Managing Director.

All the key issues included in the agenda for consideration of the Board are backed by detailed background information to enable the Board to take informed decisions and the Managing Director ensures that all the Directors are properly briefed on the matters being discussed. Every Director is free to suggest inclusion of items on the agenda with the permission of the Chair. Board Meetings are scheduled well in advance, dates of the Board meetings are usually informed to all directors and auditors and other concerned officer/s two to three weeks in advance and agenda papers are circulated about seven days prior to the meeting and only in exceptional cases, some of items/ related documents are tabled at the meeting. The Board is also free to recommend the inclusion of any matter for discussion in consultation with the Chairman. Senior management personnel are called to provide additional information/inputs for the items being discussed by the Board of Directors, as and when necessary.

The draft minutes of proceedings of the meetings of each Board are circulated to all Directors for their confirmation before being recorded in the Minute Books. Comments, if any, received from the Directors are incorporated in the minutes.

All resolutions passed by circulation by the Directors are also placed before the Board, for noting.

The Minutes of Audit Committee and other Committees of the Board are regularly placed before the Board.

The Board periodically reviews compliance reports of all laws applicable to the Company and takes steps to rectify non-compliances, if any. The members of the Board have access to all information of the Company. Every Board Meeting is well attended by sufficient number of Directors.

All the Non-Executive and Independent Directors have extensive professional and business experience and they are free from any material business or other relationships with the Company, which could interfere with the exercise of their independent judgments.

(k) Board Support

The Company Secretary of the Company attends all the Meetings of Board and advises/assures the Board on Compliance and Governance principles.

(l) Code of Conduct

The Board of Directors has adopted Codes of Conduct, applicable to Directors and to employees of the Company. The said Codes of Conduct have been posted on the

Company's website www.avonmorecapital.in. The Company has obtained declarations from all its Directors affirming their compliances with the applicable Codes of Conduct. The declaration by the Managing Director in compliance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 affirming compliance of the Code of Conduct by all members of the Board and the Senior Management Personnel for the year ended 31st March, 2019 is attached to this Corporate Governance Report.

3. COMMITTEES OF THE BOARD

The Board of Directors has constituted various Committees of the Board viz.

- Audit Committee,
- Nomination and Remuneration Committee,
- Stakeholder Relationship Committee,
- Committee for Further Issue of Shares,
- Management Committee,
- Risk Management Committee.
- Corporate Social Responsibility Committee

The Board determines the terms of reference of these Committees from time to time. Meetings of these Committees are convened by the respective Committee Chairman / Company Secretary. At each Board Meeting, minutes of these Committees are placed before the Directors for their perusal and noting.

• AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company, inter-alia provides assurance to the Board on the adequacy of the internal control system and financial disclosure.

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. During the year under review, the Audit Committee scope was amended to align the role of the Committee with amendments to the Listing Regulations.

The terms of reference of the Audit Committee are broadly as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation to the Board, the appointment, reappointment and, if required, the replacement or removal of the statutory auditors and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

- d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or right issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
 8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 9. approval or any subsequent modification of transactions of the Company with related parties;
 10. scrutiny of inter-corporate loans and investments;
 11. valuation of undertakings or assets of the Company, wherever it is necessary;
 12. evaluation of internal financial controls and risk management systems;
 13. monitoring the end use of funds raised through public offers and related matters.
 14. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 15. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 16. Discussion with internal auditors, any significant findings and follow up there on.
 17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 20. To review the functioning of the Whistle Blower mechanism.
 21. approval of appointment of chief financial officer

after assessing the qualifications, experience and background, etc. of the candidate;

22. To review the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing.
23. To carry out any other function as is mentioned in the terms of reference of the Audit Committee.

COMPOSITION

The terms of reference of the Committee are governed by a Charter, covering all applicable matters specified under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The members of the Committee are:

Name of Members	Designation	Category
Ajay Kumar	Chairman	Independent Director
Chand Krishna Tikku	Member	Independent Director
Shyam Sunder Lal Gupta	Member	Independent Director
Govind Prasad Agrawal	Member	Non-executive Director

The Committee members have requisite experience in the fields of Finance and Accounts, Banking and Management. The Audit Committee met 4 times during the year. The quorum of the Committee is 1/3rd of the total strength of the Committee or 2 members, whichever is higher and minimum of two independent Directors. Mr. Ajay Kumar, who is a non-executive and Independent Director, having sufficient accounting and financial management expertise and is elected as the Chairman of the Committee.

The Company Secretary acts as the Secretary to the Audit Committee meetings. During the financial Year under review, the Audit Committee meetings were held on May 30, 2018, August 13, 2018, November 14, 2018 and February 13, 2019. For the finalization of the Audited Annual Accounts of the Company, the meeting of the Audit Committee was held on 30th May, 2019. The attendance of the individual Directors in the aforesaid meetings were as follows:

Name of Directors	No. of Meeting Attended / held during the F.Y. 2018-19
Mr. Govind Prasad Agrawal	4/4
Mr. Chand Krishna Tikku	4/4
Mr. Shyam Sunder Lal Gupta	4/4
Mr. Ajay Kumar	2/4

NOMINATION AND REMUNERATION COMMITTEE

TERMS OF REFERENCE

The terms of reference of the Nomination and Remuneration Committee of the Company cover the matters as specified in Regulation 19 of SEBI (LODR) Regulation, 2015 and Section 178 of the Companies Act, 2013. During the year under review, the Committee scope was amended to align the role of the Committee with amendments to the Listing Regulations.

The broad terms of reference of the Nomination & Remuneration Committee are as under:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

2. To carry out evaluation of every Director's performance.
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and Senior Management
4. To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
5. To extend or continue whether the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

COMPOSITION

The Nomination and Remuneration Committee is presently constituted of four Directors, the Chairman being an Independent Director.

Members	Designation	Category
Mr. Ajay Kumar	Chairman	Non Executive & Independent Director
Mr. Chand Krishna Tikku	Member	Non Executive & Independent Director
Mr. Shyam Sunder Lal Gupta	Member	Non Executive & Independent Director
Mr. Govind Prasad Agrawal	Member	Non Executive Director

During the year under review only 2 (Two) meetings of Nomination and Remuneration Committee were held, i.e. on 13.08.2018 & 13.02.2019. Mr. Ajay Kumar, Non Executive & Independent Director, is nominated as the Chairman for the Committee.

REMUNERATION OF DIRECTORS

The Company has not paid any remuneration to any of its Non-Executive Directors, except the Sitting Fees for attending meetings of the Board/Committee meetings. Managing Director is the only Executive Director in the Company. The compensation of the Managing Director comprises a fixed component and a performance incentive. The Managing Director is not paid sitting fees for any board / committee meetings attended by him. Details of the remuneration of Directors for the year ended 31st March, 2019 are as follows:

(a) Executive Director

Name	Category	Salary & Perquisites (Rs.)
Mr. Ashok Kumar Gupta	Managing Director	22,58,400

(b) Non-Executive Directors

Name	Category	Sitting Fees (Rs.) As on 31.03.2019
Mr. Govind Prasad Agrawal	Non-Executive Director	1,08,500
Mr. Chand Krishna Tikku	Independent Director	93,500
Mr. Shyam Sunder Lal Gupta	Independent Director	93,500
Mr. Ajay Kumar	Independent Director	44,500
Ms. Ashu Gupta	Non-Executive Director	55,000

STAKEHOLDERS RELATIONSHIP COMMITTEE

TERMS OF REFERENCE

The Board of Directors of the Company has constituted a Stakeholders Relationship Committee in terms of the provisions of Regulation 20 of SEBI (LODR) Regulation, 2015 and Section 178 of the Companies Act, 2013 to consider and resolve the grievances of security holders of the Company.

During the year under review, the terms of reference of the Stakeholders Relationship Committee were amended to align the role of the Committee with amendments to the Listing Regulations. The terms of reference of the SRC committee are broadly as under:

- (a) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (b) Review of measures taken for effective exercise of voting rights by shareholders.
- (c) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (d) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company."

COMPOSITION

The Stakeholders Relationship Committee is presently constituted of three Non-executive directors and a Managing Director of the Company.

S. No.	Name	Designation	Category
1.	Mr. Govind Prasad Agrawal	Chairman	Non-Executive Director
2.	Mr. C. K. Tikku	Member	Non-Executive & Independent Director
3.	Mr. Shyam Sunder Lal Gupta	Member	Non-Executive & Independent Director
4.	Mr. Ashok Kumar Gupta	Member	Managing Director

During the year under review, 2 (Two) Stakeholders Relationship Committee (Formerly Share Transfers & Shareholders Grievance Committee) meetings were held on 3rd October, 2018 and 9th January, 2019 which were attended by all the Members of the Committee. Mr. Govind Prasad Agrawal, Non-Executive Director, has been nominated as the Chairman of the Committee for all its meetings.

The various issues addressed in connection with Shareholders' and Investors' Services & Grievances are:

(a) Share Transfer:

- I. Approve and effect Transfer and Transmission of Shares,
- II. Issue of new Share Certificates in lieu of the lost/mutilated Share Certificates,

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

III. Consolidation of Folios/Transposition of Names.

(b) Shareholders'/Investors' Complaints:

- I. Non-receipt of Shares after Transfer / Transmission,
- II. Non-receipt of Annual Report,
- III. Other matters including change of address, etc

The Secretarial Department of the Company and the Registrar and Share Transfer Agents Beetal Financial & Computers Services Pvt. Ltd. attend to all the grievances of the shareholders' and investors' received. The minutes of this Committee are being placed in the subsequent Board Meeting held after the Committee meeting. Continuous efforts are made to insure that grievances are more expeditiously redressed to the complete satisfaction of the shareholders. The Company Secretary is the Compliance Officer of the Company.

• COMMITTEE FOR FURTHER ISSUE OF SHARES

The Board of Directors of the Company has constituted a Committee for Further Issue of Shares. At present the Further Issue of Shares committee comprises of Mr. Shyam Sunder Lal Gupta, Mr. C.K. Tikku, Mr. Govind Prasad Agrawal and Mr. Ashok Kumar Gupta. No meeting has been held during the year under review. Mr. Ashok Kumar Gupta Managing Director of the Company elected as the Chairman of the Committee for all its meetings.

S. No.	Name	Designation	Category
1.	Mr. Ashok Kumar Gupta	Chairman	Managing Director
2.	Mr. C.K. Tikku	Member	Non-Executive & Independent Director
3.	Mr. Govind Prasad Agrawal	Member	Non-Executive Director
4.	Mr. Shyam Sunder Lal Gupta	Member	Non-Executive & Independent Director

• MANAGEMENT COMMITTEE

The Board of Directors of the Company has constituted a Management Committee and delegated the powers of borrowing, lending and acquisition of the securities of any other body corporate/s and the powers pertaining to the general administration and management of the Company with the objective of business expediency. The Committee presently comprises of Mr. Shyam Sunder Lal Gupta, Mr. Ashok Kumar Gupta, Mr. Ajay Kumar and Mr. Govind Prasad Agrawal. Mr. Ashok Kumar Gupta is the Chairman of the Committee.

The Company Secretary is Secretary of all the Committee meetings. During the year under review, 2(Two)Management

5. GENERAL BODY MEETINGS

i. General Meetings

a. Details of the last three Annual General Meetings:-

Financial Year Ended	AGM	Location	Date of Meeting	Time of Meeting
31.03.2018	26 th	MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi-110054	27 th September, 2018	12:00 Hrs.
31.03.2017	25 th	MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi-110054	28 th September, 2017	12:00 Hrs.
31.03.2016	24 th	MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi-110054	29 th September, 2016	01:30 Hrs.

b. Extraordinary General Meeting:

During the year under Report, no extraordinary general meeting of the shareholders of the Company was held.

Committee meetings were held on 25th February, 2019 & 19th March, 2019.

• RISK MANAGEMENT COMMITTEE

In compliance with the provision of Section 134 (3) (n) of the Companies Act, 2013 & SEBI (LODR) Regulations, 2015, Company has constituted a Risk Management Committee on March 30, 2015 to oversee risk management function performed by the management, define and review the framework for identification, assessment, monitoring, mitigation and reporting of risks.

The Risk Management Committee consists of Mr. Ashok Kumar Gupta (Managing Director & Chairman), Mr. Govind Prasad Agrawal (Non-Executive Director).

The broad terms of reference of committee are as under:

- i. To monitor and review the risk management framework of the Company;
- ii. To oversee risk management process, systems and measures implemented to mitigate the same; and
- iii. Any other matter as may be mandated/referred by the Authority/Board.

• CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board of Directors have constituted a Corporate Social Responsibility Committee to undertake and supervise the CSR Activities of the Company. During the year under report, one meeting of the Committee was held. The composition of the Committee was as under:

S. No.	Name	Designation	Category
1.	Mr. Ajay Kumar	Chairman	Non-Executive & Independent Director
2.	Mr. Govind Prasad Agrawal	Member	Non-Executive Director
3.	Mr. Ashok Kumar Gupta	Member	Managing Director

Mr. Ajay Kumar is the Chairman of the CSR Committee

4. MANAGEMENT DISCUSSION & ANALYSIS REPORT

A Management Discussion and Analysis Report is forming part of this Annual Report containing Industry Structure and Developments, Opportunities and Threats, Outlook, Risks and concerns, Internal control systems and their adequacy, Material developments in Human Resources / Industrial Relations front, including number of people employed.

During the year under report, the Senior Management of your Company did not have any material financial and commercial transactions where they have personal interest having a potential conflict with the interest of the Company at large.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

c. Details of Special Resolution(s) passed at the last 3 (three) Annual General Meetings are as follows:

Annual General Meeting	Particulars of Special Resolutions Passed
26 th Annual General Meeting	Approval to Mr. Shyam Sunder Lal Gupta to continue under the current tenure of independent director beyond the age of 75 years.
	Approval to Mr. Chand Krishna Tikku to continue under the current tenure of independent director beyond the age of 75 years.
25 th Annual General Meeting	No Special Resolution was passed
24 th Annual General Meeting	Re-appointment of Mr. Ashok Kumar Gupta (DIN: 02590928), as Managing Director of the Company

ii. Postal Ballot :

During the year under review, no resolution was put through by Postal Ballot. Further, no special resolution is being proposed to be passed through Postal Ballot.

6. MEANS OF COMMUNICATION

The quarterly and annual results of the Company are published in leading newspaper in India, viz. Business Standard (English & Hindi), the results are also displayed on the Company's website "www.avonmorecapital.in". The Company also regularly provides relevant information to the stock exchanges as per the requirements of the SEBI (LODR) Regulations, 2015. A

Management Discussion and Analysis Report is a part of the Company's Annual Report.

Further, your Company is already maintaining a functional website containing various disclosures/information about the Company for the public at large including basic information as mandated under newly inserted Regulation 46 of the SEBI (LODR) Regulations, 2015, and regularly updating the information available thereon.

As per the requirement of the Regulation 47 of the SEBI (LODR) Regulations, 2015, the Financial Results are published in leading national newspapers as detailed hereinbelow:

Quarter/ Financial Year ended	Unaudited/ Audited	Name of the Newspaper (version)	Date of Publication
June 2018 (Qtrly.)	Unaudited Consolidated	Business Standard (English & Hindi)	14 th August, 2018
September 2018 (Qtrly.)	Unaudited Consolidated	Business Standard (English & Hindi)	15 th November, 2018
December 2018 (Qtrly.)	Unaudited Consolidated	Business Standard (English & Hindi)	14 th February, 2019
March 2019 (Annual)	Audited Consolidated	Business Standard (English & Hindi)	31 st May, 2019

The Company has also designated "complianceacms@almondz.com" as an email id for the purpose of registering complaints by investors and displayed the same on the Company's website.

COMPLIANCE OFFICER

The Board had designated Ms. Shilpa Bhatia, Company Secretary as the Compliance Officer of the Company.
Address: F-33/3, Okhla Industrial Area, Phase-II,
New Delhi-110020
E-mail: complianceacms@almondz.com
Phone: 011-26385056/ 43500700/ 800
Fax: 011- 43500787

7. GENERAL SHAREHOLDERS' INFORMATION

i) Annual General Meeting:

Date : 27 September 2019
Time : 12:00P.M.
Venue : MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110054

ii) Financial Calendar:

Approval of Unaudited Quarterly Results for the period ended:

- June 30, 2018 — August 13, 2018
- September 30, 2018 — November 14, 2018
- December 31, 2018 — February 13, 2019

Approval of Audited Financial Results for Financial Year ended:

- March 31, 2019 — May 30, 2019

iii) Book Closure Dates:

September 21, 2019 –September 27, 2019 for the 27th Annual General Meeting (both days inclusive).

iv) Listing on Stock Exchanges:

Bombay Stock Exchange Limited, Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001

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

v) Scrip Codes/Symbol:

Scrip ID at Bombay Stock Exchange Limited: AVONMORE
Scrip Code Bombay Stock Exchange Limited: 511589
Listing Fees as applicable has been paid.

vi) ISIN No. of the Company's Equity Shares:

INE323B01016 as allotted by NSDL & CDSL

vii) Depositories Connectivity:

- i) National Securities Depository Limited (NSDL)
- ii) Central Depository Service (India) Limited (CDSL)

viii) Corporate Identification Number:

L67190DL1991PLC045857

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

ix) Market Price Data:

High, Low and number and volume of trades of Company's equity shares vis-a-vis Sensex during each month in the financial year 2018-19 at the Bombay Stock Exchange Limited:

Bombay Stock Exchange Ltd. (BSE)

Month & Year	Month's High Price	Month's Low Price	Volume of Trades
Apr-18	36.2	24.55	834237
May-18	34.9	23.35	350348
Jun-18	26.9	20.85	447415
Jul-18	25.75	15	357955
Aug-18	25.95	19.1	426867
Sep-18	24.5	16.1	217620
Oct-18	19.7	16	115185
Nov-18	25.95	16.8	322892
Dec-18	23.5	15.85	392303
Jan-19	22.5	16.65	167621
Feb-19	18.8	11.5	230425
Mar-19	18.45	12.45	736113

* Face Value of Equity Shares of the Company is Rs. 10/- each.

Source: www.bseindia.com

x) Reconciliation of Share Capital Audit Report

Pursuant to the provisions of the SEBI (Depositories & Participants) Regulations, 2018, quarterly audit is being undertaken by M/s C. B. Mishra & Associates, Practicing Company Secretary for reconciliation of share capital of the Company.

The audit report inter alia covers and certifies that the total shares held in NSDL, CDSL and those in physical form tally with the issued and paid-up capital of the Company, the Register of Members is duly updated, demat requests are confirmed within stipulated time etc.

Details of changes, if any, in the share capital of the Company during the quarter, are also covered in the report. The Reconciliation of Share Capital Audit Report is submitted with BSE and is also placed at the meetings of the Board of Directors.

Status of Dematerialization of Shares as on 31st March, 2019

Particulars	No. of Shares	% of Total capital
Dematerialized*	2,40,29,372	99.00
Physical	2,41,528	1.00
Total	2,42,70,900	94.62
Total Issued Capital (includes forfeited shares)	2,56,50,280	100.00

* Reason of Difference is due to 13,79,380 forfeited equity shares.

xi) Registrars & Transfer Agents (RTA):

M/s Beetal Financial & Computer Services Pvt. Ltd.
"Beetal House", 3rd Floor, 99, Madangir, Behind Local

xv) Evolution of Capital:

Date of Allotment	No. of Shares	Reasons for Allotment	Cumulative No. of Shares	Cumulative Listed/ Traded Capital
Incorporation	20	On Incorporation	20	-
15.05.1992	50	Preferential Allotment	70	-

Shopping Centre,
Near Dada Harsukhdas Mandir, New Delhi – 110 062
Phone Number: 91-11-2996 1281/82
Fax Number: 91-11-2996 1280/84
E-mail: beetalrta@gmail.com,
Website: www.beetalfinancial.com

xii) Investors Correspondence / Query

For Transfer/Transmission, Dematerialisation of shares, and any other query relating to the shares of the Company:

M/s Beetal Financial & Computer Services Pvt. Ltd.
"Beetal House", 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi – 110 062

For any query on Annual Report:- Secretarial Department

Avonmore Capital & Management Services Ltd.
F-33/3, Okhla Industrial Area, Phase-II,
New Delhi-110020

xiii) Share Transfer System:

All matters connected with the share transfer both physical and electronic, dividends and other matters are handled by the Registrar & Transfer Agents located at the address mentioned elsewhere in this report. Shares lodged for transfer are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. Grievances received from shareholders and other miscellaneous correspondence on change of address, etc., are processed by the Registrar & Transfer Agents. Pursuant to SEBI (LODR) Regulations, 2015, certificates, on half-yearly basis, have been issued by a Company Secretary-in-practice for due compliance of share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) Regulations, 1996/2018, certificates have also been received from a Company Secretary-in-practice for timely dematerialization of the shares of the Company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the Company. The Company, as required under SEBI (LODR) Regulations, 2015, has designated the following e-mail IDs, namely complianceacms@almondz.com for the purpose of registering complaints, if any, by the shareholders and expeditious redressal of their grievances. Shareholders are, therefore, requested to correspond with the Registrar & Transfer Agents for transfer / transmission of shares, change of address and queries pertaining to their shareholding, at their address given in this report.

xiv) Consolidation of Folios:

Members holding shares of the Company in physical form through multiple folios are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into a single folio, to the BEETAL, the Registrar and Transfer Agent of the Company.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Date of Allotment	No. of Shares	Reasons for Allotment	Cumulative No. of Shares	Cumulative Listed/ Traded Capital
15.12.1992	199930	Preferential Allotment	200000	-
29.01.1993	800000	Preferential Allotment	1000000	-
30.06.1993	600000	Preferential Allotment	1600000	-
04.05.1994	1600000	Public Issue	3200000	3200000
20.05.1996	4122700	Public – cum Rights Issue	7322700	7322700
08.06.1997	269491	Conversion of Fully paid Zero Interest Unsecured Fully Convertible Debentures of Rs. 25/- each	7592191*	3860491
30.09.1998	7189	Conversion of Fully paid Zero Interest Unsecured Fully Convertible Debentures of Rs. 25/- each	7599380	3867680
29.03.2004	2352320	Reissue of forfeited shares	7599380	6220000**
19.08.2006	465000	Preferential Allotment	8064380	6685000
30.03.2007	2825000	Preferential Allotment	10889380	9510000
19.09.2007	505900	Preferential Allotment	11395280	10015900
10.05.2010	1755000	Allotment of shares pursuant to Conversion of Warrants issued on Preferential Basis	13150280	11770900
20.11.2010	2000000	Allotment of shares pursuant to Conversion of Warrants issued on Preferential Basis	15150280	13770900
31.03.2014	7500000	Allotment of shares pursuant to Conversion of Warrants issued on Preferential Basis	22650280	21270900
05.09.2014	3000000	Allotment of shares pursuant to Conversion of Warrants issued on Preferential Basis	25650280	24270900

Notes:

* Out of 7592191 shares 3731700 shares were forfeited in September 2009.

** Out of 3731700 shares 2352320 shares were reissued in 2004.

xvi) Shareholding as on March 31, 2019:

A. Distribution of Shareholding as on 31st March, 2019:

Share Holding of Nominal Value of Rs.	No. of Shareholders	% of Shareholders	No. of Shares Held	% of shareholding
Up To 5000	4366	76.23	679627	2.80
5001 To 10000	600	10.47	504423	2.08
10001 To 20000	339	5.91	526487	2.17
20001 To 30000	155	2.70	400829	1.65
30001 To 40000	53	0.92	192396	0.79
40001 To 50000	51	0.89	241681	1.00
50001 To 100000	77	1.34	580343	2.39
100001 and above	86	1.50	21145114	87.12
TOTAL	5727	100.00	24270900	100.00

B. Categories of shareholders as per Clause 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on March 31, 2019:

Category of Shareholder	No. of Equity shares	As a percentage of total paid-up Share Capital
A. Promoter and Promoter Group	12506254	51.53
B. Public Shareholding		
Institutions		
Financial Inst/banks	2600	0.01
Non-Institutions		
Individuals	5114813	21.07
Body Corporates	6127995	25.24
Non Resident Indians (NRI)	268744	1.11
Clearing Members	45313	0.19
Hindu Undivided Family(HUF)	205181	0.85
Sub-Total (B)	11764646	48.47
Total (A+B)	24270900	100

xvii) Details of complaints received and redressed during the year under Report:

Opening Balance	Received	Resolved	Closing Balance
Nil	00	00	NIL

The complaints are generally replied to within 7-10 days from their lodgment with the Company.

xviii) Green Initiative in Corporate Governance:

Section 136 of the Act and the Rules framed there under allows the Company to send its Financial Statements by electronic mode to such Members whose shareholding is in dematerialized format and whose email addresses are registered with the Depositories for communication purposes. As a responsible corporate citizen, the Company proposes to effect electronic delivery of the Annual Report of the Company in lieu of the paper form to the Members who have registered their email IDs with the Depositories. A physical copy of the Annual Report will be sent to those Members who have not registered their email addresses with the Depositories for receiving electronic communication. A physical copy of this Annual Report can also be obtained free of cost by any member from the Registered Office of the Company.

A copy of this Annual Report along with its subsidiary is also available on the website of the Company at www.avonmorecapital.in.

xix) Nomination Facility

Individual shareholders of physical shares can nominate any person for the shares held by them. This will save the nominee from going through the lengthy process of getting the shares later on transmitted to his / her name.

For further details, shareholders may write to BEETAL.

8. OTHER DISCLOSURES

A. Disclosure on materially significant related party transactions that may have potential conflict with the interests of the Company at large

All material transactions entered into with related parties as defined under the Act and SEBI (LODR) Regulations, 2015 during the financial year were in ordinary course and at arm's length and have been approved by the audit committee. The Company has obtained the shareholders approval along with annual limits for the related Party Transactions. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link http://www.avonmorecapital.in/pdf/transactions_policy.pdf

During the year under report, there were no materially significant related party transactions made by the Company with its Promoters, Directors or Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.

Transactions with related parties as per requirements of Accounting Standard (AS-18) 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India are disclosed in the Accounts in the Annual Report.

B. Details of non-compliance by the Company, penalties and structures imposed on the Company by stock exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company has complied with all requirements of the SEBI (LODR) Regulations, 2015 entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or material penalties imposed, by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

C. Whistle Blower Policy

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.

Accordingly, a whistle Blower Policy ("Policy") has been formulated where the employees can voice their genuine concerns about any unethical or unacceptable business practice or any event of misconduct. It provides a mechanism for the employees of the Company to approach the chairman of the Audit Committee. The Company ensures that genuine whistle blowers are accorded complete protection from any kind of unfair treatment. The Policy is posted on the website of the Company http://www.avonmorecapital.in/pdf/whistle_policy.pdf

D. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The disclosure as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in the Directors' Report of the Company.

E. Details of Compliance with mandatory items of Corporate Governance

The Company has complied with all the mandatory Corporate Governance requirements as stipulated in Regulations 17 to 27, 46 (2) (b) to (i) and para C , D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) for the period under report and the Companies Act, 2013 (amended as on date). The Company is also in compliance with the Corporate Governance and Disclosure norms for NBFCs issued by Reserve Bank of India.

The Company has also ensured the implementation of non mandatory item as such:

- Separate post of Chairman and Managing Director and reimbursement of expenses in the performance of duties.
- Unmodified audit opinion / report.
- The Internal Auditor directly reports to the Audit Committee.

F. Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India. The significant accounting policies which are consistently applied are set out in Note to Accounts.

G. Subsidiary Companies

During the Financial Year ended March 31, 2019, the Company had seven subsidiaries namely Almondz Infosystem Private Limited, Red Solutions Private Limited, Almondz Global Securities Limited, Avonmore Developers Private Limited, Glow Apparels Private Limited, Apricot Infosoft Private Limited and Anemone Holdings Private Limited. Almondz Global Securities Limited is a material subsidiary as per the thresholds laid down under the Listing Regulations. The revised Policy on 'material subsidiaries' in terms of Regulation 16(1)(c) of the SEBI Listing Regulations, as approved by the Board at its meeting held on 13 February, 2019 is placed on the Company's website http://www.avonmorecapital.in/pdf/material_policy.pdf

Provisions to the extent applicable as required under Regulation 24 of the SEBI Listing Regulations, with reference to subsidiary companies were duly complied with. During the year under review, the Audit Committee reviews the financial statements and investments made by unlisted subsidiary companies to the extent applicable. The minutes of the Board Meeting as well as statements of all significant transactions of the unlisted subsidiary companies are placed regularly before the Board of Directors for their review.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

H. Total fees paid to Statutory Auditors and all entities in network group

During FY 2018-19, Rs.15.20 Lakhs was paid for all services by the Company and its subsidiaries on a consolidated basis to M/s. Mohan Gupta & Company, Statutory Auditors as per details given below:

Particulars of Fees	Rs. (In lakhs)							
	Avonmore Capital & Management Services Limited	Almondz Global Securities Limited	Glow Apparels Private Limited	Anemone Holdings Private Limited	Apricot Infosoft Private Limited	Avonmore Developers Private Limited	Almondz Infosystem Private Limited	Red Solutions Private Limited
Statutory Audit fee	2.15	10.51	0.10	0.03	0.05	0.05	0.03	0.05
Certification fee	-	0.45	-	-	-	-	-	-
Others	0.40	0.68	-	-	-	-	-	-
Tax audit fee	-	0.70	-	-	-	-	-	-
Total	2.55	12.34	0.10	0.03	0.05	0.05	0.03	0.05

INSIDER TRADING

Code of Conduct for Prevention of Insider Trading

The Company has adopted a comprehensive Code of Conduct pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, for prevention of insider trading in shares of the Company. The Code of Conduct is implemented diligently mandating initial and continual disclosures. The transactions of the insiders in the shares of the Company are subjected to trading window closures, pre-clearance of trades etc. as envisaged in the Code. The Code has been disseminated through the Company's intranet for easy access to the employees and is updated from time to time.

Further, pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ('Amendment Regulations'), your Company has revised the existing Code of Conduct and the revised code is applicable to designated persons and their immediate relatives. The Code is available on the website of the Company at www.avonmorecapital.in

COMPLIANCE

The Company has complied with the requirements of the Stock Exchanges, SEBI, RBI and other Statutory Authorities during the immediately preceding three financial years on all matters related to the Capital Market, and no strictures and penalties have been imposed on the Company by the abovesaid Authorities during the last three years.

9. COMPLIANCE CERTIFICATE OF THE AUDITORS

During the financial year ended March 31, 2019 your Company has complied with the conditions of corporate governance as prescribed in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

Further, Certificate from Statutory Auditors of the Company, confirming compliance with conditions of Corporate Governance as stipulated under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Report.

10. MANAGING DIRECTOR AND CFO CERTIFICATION

As required by SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, a Certificate with respect to the prescribed matter is annexed with the Directors' Report and has been signed by Mr. Ashok Kumar Gupta, Managing Director and Mr. Shakti Singh, Chief Financial Officer of the Company.

I. Certificate from Practising Company Secretary

The Company has received a certificate from C. B Mishra & Associates, Practising Company Secretary to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any other statutory authority. The same forms part of this report.

11. General Do's and Don'ts:

- Shareholders/ Beneficial holders should quote their Folio No./ DP Id and Client Id, as the case may be, in all the correspondences with the Company.
- Shareholders/ Beneficial holders should mention their Contact Nos./ Fax Nos. and e-mail Id. Such e-mail ID shall be registered in the records of the Company.
- Shareholders are requested to furnish self-attested copy of their PAN card, at the time of submitting the physical share certificate(s) for transfer, transmission, deletion or any other request, to the Company.
- Securities and Exchange Board of India (SEBI), by its Circular No. MRD/DoP/Cir-05/2009 dated 20th May, 2009, and SEBI/ MRD/DoP/SE/RTA/Cir-08/2010, dated 7th January, 2010 has made it mandatory for the transferee(s) to furnish the copy of the PAN Card to the Company for registration of physical transfer of shares and for transmission, deletion and transposition of shares in physical form.
- Shareholders are requested to maintain a record of their specimen signature before lodgment of shares with the Company to obviate possibility of difference in signature at a later date.
- Investors holding shares in dematerialised form should send all the communications related to change in address or change in bank details to their Depository Participant.

Declaration

As provided under Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 all Board members and Senior Management Personnel have affirmed compliance with Avonmore Capital & Management Services Limited Code of Business Conduct and Ethics for the year ended on 31st March, 2019.

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

Ashok Kumar Gupta Govind Prasad Agrawal
Managing Director Director
DIN: 02590928 DIN: 00008429

Place : New Delhi
Date : August 21, 2019

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

To the Shareholders of

M/s. AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

We have examined the compliance of conditions of Corporate Governance by Avonmore Capital & Management Services Limited ('the Company') for the year ended March 31, 2019, as stipulated in relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as referred to in Regulation 15(2) of SEBI (LODR) Regulations, 2015 (Regulation 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of the Listing Regulations) for the period from April 1, 2018 to March 31, 2019. We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / LODR.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Mohan Gupta & Company**
Chartered Accountants
Firm Registration No. 006519N

CA Himanshu Gupta
Partner
M. No-527863

Place: New Delhi

Dated: May 30, 2019

CERTIFICATION BY MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER TO THE BOARD

To,
The Board of Directors
Avonmore Capital & Management Services Limited,

We, Ashok Kumar Gupta, Managing Director and Shakti Singh, Chief Financial Officer of Avonmore Capital & Management Services Limited (hereinafter "the Company"), do hereby certify that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements give a true and fair view of the state of affairs of the Company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept overall responsibility for the Company's internal control system for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all levels of management and statutory auditors, and reports significant issues to the Audit Committee of the Board of Directors. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weaknesses.
4. We indicate to the Auditors and to the Audit Committee:
 - a) Significant changes in internal control over financial reporting during the year;
 - b) Significant changes in accounting policies during the year;
5. We further declare that all board members and senior managerial personnel have affirmed compliance with the code of conduct of the applicable provisions of SEBI (LODR) Regulations, 2015 for the current year.

For Avonmore Capital & Management Services Limited

**Place : New Delhi
Date : 30th May, 2019**

**Ashok Kumar Gupta
Managing Director
DIN: 02590928**

**Shakti Singh
Chief Financial Officer
PAN: BKMP56127D**

Declaration by the Managing Director under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 regarding adherence to the Company's Code of Conduct

This to confirm that company has adopted a code of conduct for its Board members and the Senior Management and the same is available Company's Website. I confirm that the Company has in respect of financial year ended March 31, 2019 received from the Senior Management team of the Company and the members of the Board, declaration of compliance with the Code of Conduct as applicable to them.

For Avonmore Capital & Management Services Limited

**Place: New Delhi
Date: May 30, 2019**

**Ashok Kumar Gupta
Managing Director
(DIN: 02590928)**

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Avonmore Capital & Management Services Limited ('ACMS' or 'the Company') The Company is registered with the Reserve Bank of India (RBI) to carry on the business of a Non-Banking Financial Institution without accepting public deposits.

ECONOMIC OUTLOOK

The Financial Year 2018-19 saw an economic performance where India forfeited its position as the fast growing economy in the world. With an estimated GDP of USD 2.6 Trillion, India outpaced China with growth reported at a healthy 7.3%. While India is ranked 5th in nominal GDP and 3rd in PPP terms, the GDP per capita at USD 2,134 continued to rank in the low 1303 in nominal terms. In an election year, the Government seems determined to reduce the income disparity and showcase its dedication to improve the quality of life for the less economically privileged. Stabilisation of oil prices and Dollar rates helped, the fall in tax collections after an earlier upsurge has led to the economists worrying about fiscal slippage if all the recently announced budget schemes are fully implemented.

The financial year ended on a high for the markets with the Sensex hovering around 39,000 due to expectation of a stable government and rate cuts by the RBI, amongst other reasons. India's annual retail inflation rate dropped to an 18-month low of 2.19% in December, strengthening economists' expectations of a falling interest rate regime in the coming months. This is also echoed by several other factors including a fall in prices of many food items, a looming manufacturing slowdown and a dovish Fed in US. Credit-Deposit ratio for banks continue to be upwards of 78% indicating that recent policy rate cuts are unlikely to result in lowering of lending rates in the near term. The IBC took wings this year, with proceedings seeing large scale action against large loan defaulters. IBC was largely seen as a positive towards resolving the long standing NPA dues.

The Indian economy is projected to grow at a healthy 7.3% in fiscal year 2020, as per IMF. While that is good by any standards, the wide belief is that 8-10% of growth rate is needed for several years if India is to become an inclusive economy. A lot depends on critical factors like the global oil prices, a good monsoon, core inflation and a low interest rate regime, NPA resolutions, IBC and most importantly, the result of Lok Sabha elections and the new government's actions on economic reforms. Growth ought to be supported through continued realisation of efficiency gains from the recent implementation of Goods and Services Tax. The growth is expected to come on the back of pre-election fiscal stimulus in the first half of 2019, infrastructural stimulus and a generally dovish monetary policy by RBI. Private consumption growth is likely to find support from softer interest rates and improvement in farm realisations. Sustaining the momentum in overall investments will be a tough task without support from private investments. A stable political outcome will facilitate this. On the external side a lot would depend on how the global trade war between US and China plays out.

INDUSTRY OVERVIEW

The Financial Services Sector is the backbone of economic growth and plays a key role in the development of a nation. It enables creation of new businesses and expansion of existing ones. The country's financial services sector consists of the capital markets, insurance sector and non-banking financial companies (NBFCs). India's financial services sector is diversified, comprising of entities such as commercial banks, co-operatives, insurance, companies, pension funds, mutual funds, non-banking, financial companies and other various intermediaries and entities. The Financial Services

Industry has been drastic technology-led changes over the past few years. Also customers have set their expectations high by demanding better services.

The services sector growth declined marginally to 7.5 per cent in 2018-19 from 8.1 per cent in 2017-18.

India's gross national savings (GDS) as a percentage of Gross Domestic Product (GDP) stood at 30.50 per cent in 2019. India's HNWI's wealth is likely to expand at a CAGR of 19.7 per cent and reach around US\$ 3 trillion by 2020.

In April 2018, the Government of India issued minimum FDI capital requirement of US\$ 20 million for unregistered /exempt financial entities engaged in 'fund based activities' and threshold of US\$ 2 million for unregistered financial entities engaged in 'non-fund based activities'.

NBFCs are financial intermediaries engaged in the business of delivering credit, playing an important role in channelizing the scarce financial resources and contributing to capital formation. The NBFC drives financial inclusion by reaching out to areas that are unbanked, taking care of the category of borrowers who are not fully serviced by banking sectors.

During the financial Year ended March 31, 2019 there was a temporary liquidity crisis in the NBFC segment. There were concerns over the ability of financial institutions in repaying their short-term commitments. This led to sharp decline in usage of commercial papers, NCDs and other short term money market instruments as a source of borrowing for NBFCs. A large proportion of borrowers suddenly moved to the banking sector, causing tightening of liquidity and a higher cost of funds. This led to a sharp drop in disbursements by NBFCs, highlighting the vulnerability and crisis of confidence for the sector. This led to a need of closed monitoring/regulations to prevent further deterioration in the asset quality of NBFCs and manage a perfect balance between asset-liability management. The NBFCs with strong legacy and parentage survived the crisis and emerged unscathed.

With reference to this backdrop RBI intervened with the much needed Liquidity boost. It infused around Rs. 500 billion in the month December, 2018. Other regulatory measures such as increased concentration limits for banks's exposure and priority lending norms were also taken in order to release pressure.

The Government's increased focus on the rural economy in the budget for 2018-19 could be a boost for NBFCs with a significant portion of their assets in rural areas.

MACRO-ECONOMIC OVERVIEW

Financial year 2018-19 (FY 2019) began with an expectation of higher growth as the economy seemed to have overcome the teething troubles of the nation-wide roll out of the Goods and Services Tax (GST). However, a rise in the current account deficit (CAD), concerns relating to rising non-performing assets (NPAs) and decline in liquidity coupled with hardening interest rates contributed to uncertainties around a higher GDP growth rate.

The second advance estimates of national income for FY 2019 released by the Central Statistics Office (CSO) on 28 February 2019 showed that the economy could not continue the expected growth momentum. GDP growth in the third quarter of FY2019 reduced to 6.6% after clocking 8% and 7% growth in the first and second quarter of FY 2019 respectively. The CSO estimates GDP growth in FY 2019 at 7% compared to 7.2% in FY2018.

Gross fixed capital formation (GFCF) provided a pleasant surprise, with the share of GFCF to GDP growing to 32.3% in FY 2019 (second

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

advance estimates) versus 31.4% in FY 2018 (first revised estimates). However, it is perhaps too early to expect this recent uptick in the share of GFCF to GDP to provide a definite impetus to growth.

On the back of a widening trade deficit, the CAD increased to 2.6% of GDP during April-December 2018 up from 1.8% in April-December 2017. There was a net outflow of USD 17.5 billion of foreign currency reserves in April-December 2018 versus a net inflow of USD 30.3 billion over the same period a year earlier.

The good news was inflation. During the second half of FY 2019, the consumer price index (CPI) steadfastly remained below the RBI's medium-term target of 4%, reaching a 19-month low of 1.9% in January 2019. It picked up marginally in February to 2.6%, albeit supported by a weak base and uptick in prices of some food categories. The RBI has projected headline inflation to remain soft in the near term: 2.4% in Q4 FY 2019, 2.9% to 3% in H1 FY 2020, and 3.5% to 3.8% in H2 FY 2020. It did, however, acknowledge the monsoon risk from El Niño conditions and highlighted uncertainties in oil price movement.

INDUSTRY STRUCTURE AND DEVELOPMENT

NBFCs play an important role in the Indian financial system, complementing banks by leveraging their nimble operations and tailor-made products. Their role in promoting financial inclusion and catering to the needs of small businesses and specialised segments gives an additional dimension to their existence.

NBFCs accounted for 23% of total loans and 18% of total credit in India as on 31st March, 2018. They have shown strong growth in recent years, buoyed by access to equity capital and liquidity in the system. However, post the liquidity squeeze and headwinds in the industry, NBFCs have faced increased cost of borrowing and some have had funding challenges. (Source: RBI)

NBFCs	<ul style="list-style-type: none"> NBFCs have served the unbanked customers by pioneering into retail asset-backed lending, lending against securities and microfinance. NBFCs aspire to emerge as a one-stop shop for all financial services The sector has witnessed moderate consolidation activities in recent years, a trend expected to continue in the near future. New banking licence-related guidelines issued by RBI in early 2013 place NBFCs ahead in competition for licenses owing largely to their rural network. New RBI guidelines on NBFCs with regard to capital requirements, provisioning norms and enhanced disclosure requirements are expected to benefit the sector in the long run.
--------------	--

FINANCIAL PERFORMANCE

During the year under review, the Company has generated total revenues for the financial year ended March 31, 2019 amounted to 393.36 Lakhs as compared to Rs. 2,710.54 Lakhs in the previous financial year. As per the Consolidated Accounts, the total revenues are Rs. 8138.68 Lakhs, as against the previous financial year's revenue of Rs. 10,333.20 Lakhs. Net Profit after tax for the financial year 2018-19 is amounted to Rs. 283.02 Lakhs as against Rs. 2,067.76 Lakhs in the previous financial year. As per the Consolidated Accounts, the net profit after tax for the financial year 2018-19 is Rs. 978.75 Lakhs as against the profit of Rs. 2,521.80 Lakhs in the previous financial year .

SEGMENT-WISE PERFORMANCE

The following table sets forth the net revenues, operating expenses and pre-tax earnings of various business segments of the Company:

(Rs. in Lacs)

Segment	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Investment Activities	Net Revenue	-	2521.24
	Expenses	-	-
	Profit before Tax	-	2521.24
Debt & Equity Market Operations	Net Revenue	(18.26)	(1.77)
	Expenses	-	-
	Profit before Tax	(18.26)	(1.77)
Finance Activities	Net Revenue	411.62	191.07
	Expenses	140.28	84.07
	Profit before Tax	271.34	107.00

OPPORTUNITIES AND THREATS

Opportunities

- Being part of the India's growth story.
- Digitalization in the economy.
- Financial inclusion.

Threats

- Global economy could slip into turmoil if the current trade and tariffs war between USA and China intensifies.
- Competition from the newer models of NBFCs.
- Handling post integration challenges.
- Attracting and retaining talent and training them for the right culture.

The Company is exposed to all risks & threats, which Financial Market & a Non Banking Finance Company faces. Unfavorable events in the Indian economy can affect consumer sentiment and in turn impact consumer decision to purchase financial products. Competition from a broad range of financial services providers, unstable political environment and changes in Government policy / regulatory framework could impact the Company's operations. The company is also facing risk of heavy ups and downs in stock market which can be minimized due to risk management system of our company.

OUTLOOK

NBFCs play an important role in economic growth and have steadily expanded their share of total credit in the country. They have developed innovative and customised financial products and solutions that are delivered efficiently to fulfill customer aspirations.

The implementation of various government initiatives to improve financial inclusion will further support the growth of NBFCs. With private consumption growing at a robust pace and a visible upswing in investments, NBFCs are well positioned to maintain their growth trajectory. Going forward, NBFCs may face tighter liquidity norms and higher funding costs but the well positioned entities in this sector will continue to grow.

The markets will continue to grow and mature leading to differentiation of products and services. Each financial intermediary will have to find its niche in order to add value to consumers. The Company is cautiously optimistic in its outlook for the year 2019-20

Your Company being an investment Company also seeks opportunities in the capital market. The volatility in the stock indices in the financial year under report represents both an opportunity and challenge for the Company. The likely increase in capital mobilisation from the primary market, increase in resource mobilisation by mutual funds and phenomenal growth in secondary market volumes provide significant business opportunities for the Company. Your Company sees opportunities to grow within each segments.

RISK MANAGEMENT AND CONCERNS

Risk Management is an integral part of the Company's business strategy. In Today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. As an NBFC, your Company is subjected to both external risk and internal risk. External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risk is associated with your Company's business which includes deployment of funds in specific projects, diversification into other business operations, retention of talented personnel, managing effective growth rate, volatility in interest rate, NPAs in portfolio, changes in compliance norms and regulations, contingent liabilities and other legal proceedings.

At ACMS, risk management is integrated seamlessly into business strategy. The objective of ACMS's risk management process is to insulate the Company from risks associated with the business, while simultaneously creating an environment conducive for its growth. The process entails a comprehensive estimation, control and review of risks to protect organizational value. Further, a separate board level risk management committee is in place at your company which regularly reviews the functioning of the risk management systems and processes.

Decision-making is based on the Company's objectives and risk tolerance limits. Many of the critical decision levels for investments, major lending and policy initiatives are institutionalized through appropriate committees, consisting of senior officials. Strategies, policies and limits are designed to ensure that risks are prudently diversified. Risk mitigating activities are reviewed periodically by senior management.

KEY RATIOS/ INDUSTRY SPECIFIC RATIOS:

Key Ratios/ Industry Specific Ratios	FY 2018-19	FY 2017-18
Debtors Turnover (No. of days)	212	124
Operating Profit Margin (%)	73%	55%
Return on Net Worth (%)	11%	83%

COMPLIANCE

An independent and comprehensive compliance structure addresses the Company's compliance and reputation risks. All key subsidiaries of the Company have an independent compliance function. The Compliance officials across the Group interact on various issues including the best practices followed by the respective companies.

The compliance framework, approved by the Board, broadly sets out the compliance risk management processes and tools to be used by businesses, management and compliance officers for managing its compliance risks. Apart from the Company's compliance framework, the Company and all the subsidiaries have their own compliance manuals. To meet with the changes in the regulatory environment, the Compliance will be rolling out shortly a new framework, which helps in obtaining confirmation from each of the business about its adherence to the various regulatory requirements. This framework would assist the management in determining the compliance risk of the Company. The compliance function is responsible for all aspects of regulatory compliance across the Company.

The Compliance team supports top management and manages and supervises the compliance framework alongwith providing compliance assistance to various businesses / support functions. The Compliance division works with business units to develop procedures to implement the requirements of the various regulations and policies. It also works closely with other support functions including the legal department and outside counsels. The Company uses the knowledge management system for monitoring new and changes in existing regulations. The Company also looks at regulatory websites and participates in industry working groups that discuss evolving regulatory requirements. Training on compliance matters is imparted to employees on an ongoing basis. The Compliance department keeps the management / Board informed about important compliance related matters through monthly, quarterly and annual compliance reviews.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal control in all spheres of its activities which is commensurate with the size, scale and complexity of its operations. The Internal Auditors monitor the efficiency and efficacy of the internal control systems in the Company, compliance with operating systems/accounting procedures and policies of the Company. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The Company has adequate systems and procedures to provide assurance of recording transactions in all material respects.

The Company conducts its internal audit and compliance functions within the parameters of regulatory framework which is well commensurate with the size, scale and complexity of operations. The internal controls and compliance functions are installed, evolved, reviewed, and upgraded periodically. Moreover, ACMS continuously upgrades these systems in line with the best available practices.

The Audit Committee reviews the performance of the audit and compliance functions, the effectiveness of controls and compliance with regulatory guidelines and gives such directions to the Management as necessary / considered appropriate.

Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company.

The established Internal Control Systems of your company are adequate to ensure that all the activities are monitored and controlled against any misuse or misappropriation of asset and that the transactions are authorized, recorded and reported correctly.

HUMAN RESOURCE

The Company is having dedicated employees who help the Company in achieving its goals.

People remain the most valuable asset of your Company. Your Company is professionally managed with senior management personnel having rich experience and long tenure with the Company. It follows a policy of building strong teams of talented professionals. It also encourages, appreciates and facilitates long term careers. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent.

ACMS is committed in helping its people gain varied experiences, accomplish challenging assignments, learn continuously and build their careers.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis of Financial Conditions describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities' laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company assumes

no responsibility to publicly amend, modify or revise forward-looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government/regulatory regulations, tax laws, economic developments within the country and such other factors.

INDEPENDENT AUDITOR’S REPORT

To the Members of AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED** (“the Company”), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, the statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit/loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our audit addressed the key audit matter
Revenue recognition of Interest Income against advancing loans (As described in accounting policies)	Income against advancing loans (As described in accounting policies)
Revenue is recognized to the extent it is possible that economic benefits will flow to the Company and revenue can be reliably measured. Income / revenue is generally accounted on accrual as they are earned except income from non-performing assets as defined in the guidelines of the Reserve Bank of India on prudential norms for income recognition of Non-Banking Financial Companies.	We have read the company’s revenue recognition accounting policies and assessed compliance of the policies with AS-09 and guidelines of the Reserve Bank of India on prudential norms for income recognition of Non-Banking Financial Companies.

Management’s Responsibility for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with¹ the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. That Board of Directors is also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the “Annexure A” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

- c. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- e. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- f. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. As informed to us, the company has no pending litigations.
- ii. As informed to us, the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. As informed to us, the company has no amount for transferring to the Investor Education and Protection Fund by the Company.

For **Mohan Gupta & Company**
Chartered Accountants
 Firm’s Registration Number:-0006519N

CA Mohan Gupta
 Partner
 Membership Number-082466

Place: New Delhi
 Date: 30.05.2019

Annexure-A to the Independent Auditors’ Report

The Annexure referred to in our Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31 March 2019, we report that:

- 1.a) In our opinion, the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
1. b) According to the information and explanations given to us, fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- 1.c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company does not own any immovable property.
2. The inventory (consisting shares and securities) has been verified during the year by the management. In our opinion, the frequency of verification is reasonable. There is no material discrepancy was noticed on verification. The shares held as stock in trade have been confirmed with the statement of holding of depository at the end of the year by the management. In case of securities acquired during the year for which settlement of delivery as per stock exchanges regulations has happened post 31st March 2019, the holding has been confirmed with statement of holding of depository for the period subsequent to 31st March 2019. In our opinion, the frequency of verification of holding is reasonable. No discrepancies have been noticed on verification between securities held as stock in trade as per the statement of holding and as per books of account.
3. The Company has granted unsecured loans to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are applicable to the Company.

S. No.	Name of Parties	Opening Balance	Loan Given During the year	Repayment of Loan Given	Maximum Amount Outstanding	Closing Balance as on 31/03/2019
1	Yug Infrastructure Private Limited	40,00,000	20,00,000	-	60,00,000	60,00,000
2	North Square Projects Private Limited	1,50,00,000	1,00,000	1,51,00,000	1,51,00,000	-
3	Almondz Global Infra-Consultant Limited	9,49,50,000	1,52,00,000	5,61,00,000	10,66,50,000	5,40,50,000
4	Almondz Global Securities Limited	50,000	8,56,90,000	8,56,75,000	5,82,00,000	65,000
5	Apricot Infosoft Private Limited	1,00,00,000	1,00,000	76,50,000	1,00,00,000	24,50,000
6	Anemone Holding Private Limited	8,00,000	-	9,000	8,00,000	7,91,000
7	Red Solutions Private Limited	1,02,00,000	2,01,50,000	3,03,50,000	2,93,50,000	-
8	TRP Social Consultant Private Limited	-	50,00,000	-	50,00,000	50,00,000

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

- (a) In our opinion, the rate of interest and other terms and conditions on which the loan had been granted to the bodies corporate listed in the register maintained under section 189 of the act were not prejudicial to the interest of the company.
- (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the act, the borrowers have been regular in the payment of the principal and interest as stipulated.
- (c) There are no overdue amounts for more than ninety days in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the act.
4. In our opinion and according to the information and explanations given to us, the company has given loan to and provide guarantee for its wholly owned subsidiaries to which provisions of section 185 and 186 of the Act are not applicable. The company has complied with the provisions of section 185 and 186 of the Act to the extent applicable to it, with respect to the investments made.
5. According to the information and explanations given to us, the company has not accepted any deposits within the meaning of section 73 to 76 of the Act and the rules framed there under to the extent notified. Accordingly, paragraph 3(v) of the order is not applicable to the company.
6. In our opinion, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Accordingly, paragraph 3(vi) of the order is not applicable to the company.
- 7a). According to the information's and explanations given to us and the records of the company examined by us, the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including employees' state insurance, sales tax, service tax, goods & services tax, value added tax, cess and other statutory dues with appropriate authorities and no statutory dues are outstanding for a period exceeding six months from the date they became payable.
- 7b). According to the information's and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales tax, service tax, goods & services tax, value added tax or cess which have not been deposited on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to PFI and Banks. The company has not obtained any loan or borrowings from governments. Further the company does not have any debentures issued/outstanding at any time during the year.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order is not applicable to the Company.
10. In our opinion and according to the information and explanation given to us, no fraud by the company or any fraud on the Company by its officers/ employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has paid or provided during the year in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order is not applicable to the Company.
13. According to the information's and explanations given to us and the records of the company examined by us, the company has complied all the provision of section 177 and 188 of the Companies Act, 2013 regarding the transaction with related parties. The company has disclosed all the transaction with related parties in financial statement.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. According to the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order is not applicable to the Company and hence not commented upon.
16. According to the audit procedures performed and the information and explanations given by the management, the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, and it has obtained certificate of registration.

For **Mohan Gupta & Company**
Chartered Accountants
Firm's Registration Number:-0006519N

Place: New Delhi
Date: 30.05.2019

CA Mohan Gupta
Partner
Membership Number-082466

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED** ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Mohan Gupta & Company**
Chartered Accountants
Firm's Registration Number:-0006519N

Place: New Delhi
Date: 30.05.2019

CA Mohan Gupta
Partner
Membership Number-082466

Balance Sheet as at 31 March 2019

(Amounts in Indian rupees)

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
I. EQUITY & LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2.1	24,92,17,131	24,92,17,131
(b) Reserves and surplus	2.2	75,67,56,166	72,84,53,910
		1,00,59,73,297	97,76,71,041
(2) Non-current liabilities			
(a) Long-term provisions	2.3	14,24,179	9,84,654
		14,24,179	9,84,654
(3) Current liabilities			
(a) Short term borrowings	2.4	27,50,000	-
(b) Trade payable	2.5	1,43,869	86,499
(c) Other current liabilities	2.6	5,35,654	2,92,851
(d) Short-term provisions	2.7	43,99,642	91,491
		78,29,165	4,70,841
TOTAL		1,01,52,26,641	97,91,26,536
II. ASSETS			
(1) Non-current assets			
(a) Property, plant & equipment			
i) Tangible assets	2.8	38,126	49,562
ii) Intangible assets	2.8 (a)	87,442	97,152
(b) Non-current investments	2.9	64,23,29,133	62,15,80,913
(c) Deferred tax assets (net)	2.10	9,18,997	6,32,400
		64,33,73,698	62,23,60,027
(2) Current assets			
(a) Inventories	2.11	9,87,884	45,85,668
(b) Trade receivables	2.12	5,89,97,325	7,02,68,966
(c) Cash and cash equivalents	2.13	1,33,08,724	20,10,151
(d) Short-term loans and advances	2.14	26,59,09,914	26,40,51,820
(e) Other current assets	2.15	3,26,49,096	1,58,49,904
		37,18,52,943	35,67,66,509
TOTAL		1,01,52,26,641	97,91,26,536

Significant accounting policies

1

Notes to financial statements

2

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached.

For **Mohan Gupta & Company**
Chartered Accountants
Firm Registration No. 006519N

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

CA MOHAN GUPTA
Partner
Membership No. - 082466

Ashok Kumar Gupta
Managing Director
DIN: 02590928

Govind Prasad Agrawal
Director
DIN: 00008429

Place: New Delhi
Date: 30th May 2019

Shilpa Bhatia
Company Secretary
ACS: A49386

Shakti Singh
Chief Financial Officer
PAN: BKMP56127D

Statement of Profit and Loss for the year ended 31 March 2019

(Amounts in Indian Rupees)

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
I Revenue from operations	2.16	3,55,05,352	27,08,72,769
II Other income	2.17	38,30,387	1,81,429
III Total revenue		3,93,35,739	27,10,54,198
IV Expenses			
Employee benefits expenses	2.18	52,17,658	28,71,645
Finance cost	2.19	19,82,712	-
Depreciation and Amortisation expenses	2.20	21,146	18,737
Other expenses	2.21	68,06,772	55,35,618
Total expenses		1,40,28,288	84,26,000
V Profit/ (loss) before tax expenses and exceptional items		2,53,07,451	26,26,28,198
VI Exceptional items			
Less : Prior Period (Income)/ Expense		(18,848)	5,750
VII Profit / (Loss) before tax		2,53,26,299	26,26,22,448
VIII Tax expense			
Current tax / MAT		77,42,421	5,64,63,000
MAT credit		(1,10,67,480)	-
Deferred tax		(2,86,597)	(6,32,400)
Current tax for previous year		6,35,699	15,748
IX Profit for the Year		2,83,02,256	20,67,76,100
X Earnings Per Equity Share			
Basic		1.17	8.52
Diluted		1.17	8.52

Significant accounting policies

1

Notes to financial statements

2

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached.

For **Mohan Gupta & Company**

Chartered Accountants

Firm Registration No. 006519N

CA MOHAN GUPTA

Partner

Membership No. - 082466

Place: New Delhi

Date: 30th May 2019

For and on behalf of Board of Directors of

Avonmore Capital & Management Services Limited

Ashok Kumar Gupta

Managing Director

DIN: 02590928

Shilpa Bhatia

Company Secretary

ACS: A49386

Govind Prasad Agrawal

Director

DIN: 00008429

Shakti Singh

Chief Financial Officer

PAN: BKMPS6127D

Cash Flow Statement for the year ended 31 March 2019

(Amounts in Indian Rupees)

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
A. Cash Flow from operating activities		
Net Profit before tax & extra-ordinary items	2,53,07,451	26,26,28,198
Adjusted for :		
Depreciation	21,146	18,737
Provision for retirement benefit	4,67,606	(88,180)
Bad debts written off	5,238	-
Loss/(Profit) on sale of investment	7,29,362	(25,21,23,757)
Interest received	(3,73,31,917)	(1,89,26,360)
Interest expense	19,82,712	-
Dividend income	(11,345)	(3,000)
Liability no longer require written back	(37,88,800)	(767)
Provision for non performing assets	1,00,000	15,00,000
Provision for standard assets	(26,087)	5,32,443
Operating Profit before working capital changes	(1,25,44,634)	(64,62,686)
Adjusted for net changes in working capital		
(Increase)/Decrease in stock in trade	35,97,784	(42,35,417)
(Increase)/Decrease in trade receivables	1,12,71,641	(6,79,96,562)
(Increase)/Decrease in other receivables	(1,67,99,192)	(1,36,54,841)
(Increase)/Decrease in short term loan & advances	(19,37,245)	(23,09,35,936)
Increase/(Decrease) in current liabilities and provisions	83,69,043	(1,33,277)
Cash flow before extra ordinary items and tax	(80,42,603)	(32,34,18,719)
Extra Ordinary and Prior Period Items	18,848	5,750
Taxes Paid	26,89,360	5,64,78,748
Net cash generated from/(used in) operating activities (A)	(53,34,395)	(37,99,03,217)
B. Cash Flow from investing activities		
Purchase of fixed assets	-	(1,00,000)
Dividend received	11,345	3,000
Interest received	3,73,31,917	1,89,26,360
Sale of investments	(2,14,77,582)	34,46,13,958
Net cash from/(used in) investing activities (B)	1,58,65,680	36,34,43,318
C. Cash flow from financing activities		
Proceeds from unsecured short term borrowings (net)	27,50,000	-
Interest Paid	(19,82,712)	-
Net cash generated from financing activities (C)	7,67,288	-
Cash and cash equivalents (Opening Balance)	20,10,151	1,84,70,050
Net cash inflows for the year (A+B+C)	1,12,98,573	(1,64,59,899)
Cash and cash equivalents (Closing Balance)	1,33,08,724	20,10,151
Notes		
1 The cash flow statement has been prepared as per the "Indirect method" in accordance with the Accounting Standard (AS) -3 on 'Cash Flow Statement', of the Companies (Accounting Standards) Rules, 2006.		
2 Cash and Cash equivalents include:		
Cash in hand	2,05,123	3,72,912
Balances with scheduled banks		
- on current account	4,49,694	16,37,239
- on deposit account	1,26,53,907	-
Cash and cash equivalents (closing balance)	1,33,08,724	20,10,151
Add: Fixed deposits (with a maturity more than 90 days) placed	-	-
Cash and bank balances at the end of the year	1,33,08,724	20,10,151

As per our report of even date attached.

For **Mohan Gupta & Company**
Chartered Accountants
Firm Registration No. 006519N

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

CA MOHAN GUPTA
Partner
Membership No. - 082466

Ashok Kumar Gupta
Managing Director
DIN: 02590928

Govind Prasad Agrawal
Director
DIN: 00008429

Place : New Delhi
Date : 30th May 2019

Shilpa Bhatia
Company Secretary
ACS: A49386

Shakti Singh
Chief Financial Officer
PAN: BKMPS6127D

1.1 SIGNIFICANT ACCOUNTING POLICIES

1.2 Corporate Information

The Company was incorporated in **30th September 1991** and is presently listed on the Bombay Stock Exchange (BSE). The Company got registered as Non-Banking Finance Company (NBFC) with RBI dated 07-10-2008. The Company is in the business of providing Loans & Advances.

1.3 Basis of Accounting & Convention

The financial statements are prepared under the historical cost convention, in accordance with the Indian Generally Accepted Accounting Principles (GAAP), to comply with the accounting standards specified u/s 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, relevant pronouncements of the Institute of Chartered Accountants of India (ICAI) and the provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy either to in use.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in schedule III of the Companies Act, 2013. Previous year's figures have been regrouped/ reclassified wherever considered necessary. Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of its assets and liabilities

1.4 Use of Estimates:

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of such estimates include provision for assets and estimated useful life of Property, plant & equipment. Actual results could differ from these estimated and the differences between actual results and estimates are recognised in the periods in which the results are known / materialized.

1.5 Current/ Non-current classification

All assets and liabilities are classified as current and non-current.

i) Assets

An asset is classified as current when it satisfies any of the following criteria:

- a. It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is expected to be realized within 12 months after the reporting date; or
- d. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

ii) Liabilities

A liability is classified as current when it satisfies any of the following criteria.

- a. It is expected to be settled in the Company's normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is due to be settled within 12 months after the reporting date; or
- d. The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities includes current portion of non-current financial liabilities. All other liabilities are classified as non-current.

iii) Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

1.6 Property, plant & equipment

i) Tangible assets

Tangible assets are stated at the cost of acquisition or construction, less accumulated depreciation and impairment losses. Cost comprises the purchase price and any attributable costs of bringing the assets to their working condition for intended use. Borrowing costs directly attributable to acquisition or construction of Property, plant & equipment, which necessarily take a substantial period of time to be ready for their intended use are capitalised as part of the cost of such assets to the extent they relate to the period till such assets are ready to be put to use.

Depreciation on tangible assets

- (a) Leasehold improvements are depreciated over the lease period as stated in the lease agreement or over the estimated useful life of the assets, whichever is shorter.
- (b) Depreciation is provided based on useful life of assets on Straight Line Method (SLM). The useful life of assets is taken as prescribed in Schedule II to the Companies Act, 2013.

ii) Intangible assets and its amortisation

Intangible assets are recorded at cost and are amortised over the period the Company expects to derive economic benefits from their use.

iii) Advances paid towards acquisition of Property, plant & equipment and cost of assets not ready for use before the year end, are disclosed as capital work in progress.

1.7 Impairment

The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. For assets

that are not yet available for use, the recoverable is estimated at each balance sheet date. An impairment loss is recognized whenever the carrying amount of an asset or cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of profit and loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization loss had been recognized.

1.8 Investments

Investments are classified into long-term investments and current investments based on intent of the management at the time of making the investment. Investment intended to be held for more than one year from the date such investments are made are classified as long-term investments. All long-term investments are classified as non-current investments in the Balance Sheet. The portions of long-term investments which are expected to be realised within twelve months from the Balance Sheet date are classified as current investments. Current investments are valued at lower of cost and market value, computed category-wise e.g. quoted shares, unquoted shares, government securities and non government securities/bonds. The diminution in current investments is charged to the Statement of Profit and Loss and appreciation, if any, is recognised at the time of sale. Long-term investments, including investments in subsidiaries, are valued at cost unless there is diminution, other than temporary, in their value. Diminution is considered other than temporary based on criteria that include the extent to which cost exceeds the market value, the duration of the market value decline and the financial health of and specific prospects of the issuer.

i) The cost is arrived at Average method and is inclusive of brokerage, transfer expenses & Demat Charges, if any. The fair value is arrived at with reference to the market value, if available, quotation in any stock exchange or any other available information to indicate a transaction between unrelated willing buyer & willing seller at arm's length price.

Profit or Loss on sale of investment is determined on the basis of the weighted average cost method. On disposal of and Investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss

ii) In case of unquoted investments, the fair value is arrived on the basis of break up value as per latest available audited balance sheet of the investee company.

iii) Interest accrued and/or broken period interest paid on unsold securities is recognized as "Interest Accrued on Investment" under Other Current Assets.

1.9 Stock in trade

Securities acquired with the intention to trade are classified as Stock –in- trade. Stock-in-Trade of Securities is valued at lower of the cost or fair value. Cost is determined on First-in-First-Out (FIFO) basis.

1.10 Revenue Recognition

Revenue is recognized to the extent it is possible that economic benefits will flow to the Company and revenue can be reliably measured.

Income / revenue is generally accounted on accrual as they are earned except income from non-performing assets as defined in the guidelines of the Reserve Bank of India on prudential norms for income recognition of Non Banking Financial Companies & penal interest on delayed payments which are accounted for on cash basis.

The income is deemed as earned:

- a) In the case of loans advanced / interest bearing securities / deposits, the interest is recognized as earned on day to day basis. In case of interest on investments held as stock in trade, broken period interest on every purchase or sale is split from the price as accrued interest paid or realised. Such broken period accrued interest paid on purchase & received subsequently on its sale is netted and reckoned as income.
- b) In the case of trading in bonds, the profit/ loss from the transaction is recognised on the closure of the deal and consequent physical delivery of the bond.
- c) Revenue on account of trading in shares is recognized on the basis of each trade executed at the stock exchange during the financial year.
- d) In respect of non delivery based transactions such as derivatives and intra day, the profit and loss is accounted for at the completion of each settlement, however in case of an open settlement the net result of transactions which are squared up on FIFO basis is recognized as Profit/Loss in the account.
- e) Advisory and consultancy services: Fees is booked on the completion of task / project as per the terms of agreement. However, where the percentage of completion is significant enough to ascertain the outcome reliably, revenue is recognised to the extent it can be accurately measured.
- f) Dividend income is recognized when the right to receive the income is established.
- g) In respect of other heads of income, the Company follows the practice of recognising income on accrual basis.
- h) Revenue recognised is net of service tax / GST wherever applicable

In case of uncertainties as to the risks & rewards, the conservative accounting policy is adopted by way of making suitable provisions for expenses and deferring the recognition of revenues.

1.11 Provision for standard and non-performing assets

Provisions for standard and non-performing assets are created in accordance with the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007. Further, specific provisions are also created based on the management's best estimate of the recoverability of non-performing assets.

1.12 Expenditure

Expenses are recognized on accrual basis and provisions are made for all known losses and liabilities. Expenses incurred on behalf of other companies, in India, for sharing personnel, common services and facilities like premises, telephones, etc. are allocated to them at cost and reduced from respective expenses.

Similarly, expenses allocation received from other companies is included within respective expense classifications.

1.13 Borrowing Cost

Interest on borrowings is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable on the borrowings.

Borrowing cost that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to statement of profit & loss account.

1.14 Earnings per share

Earnings per share is calculated by dividing the net profit or loss for the year (including prior period items, if any) attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Basic earning per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed using the weighted average number of equity and dilutive potential shares outstanding during the year, except where the results would be anti-dilutive.

1.15 Employee benefits

The Company's obligations towards various employee benefits have been recognised as follows:

(a) *Short term benefits*

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

(b) *Defined contribution plan*

Retirement / employee benefits in the form of Provident Fund, Employee State Insurance and Labour Welfare are considered as defined contribution plan and contributions to the respective funds administered by the Government are charged to the Statement of Profit and Loss of the year when the contribution to the respective funds are due

(c) *Gratuity (Defined benefit plan)*

Gratuity is defined benefit plan. The present value of obligations under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

The company makes contribution to an insurer managed funds for discharging its gratuity liability.

(d) *Compensated absences (other long-term benefits)*

The Company provides for leave encashment based on actuarial valuation using projected unit credit method in respect of past service. In respect of compensated absences arising during the tenure of service, lying to the credit of employee as on the last day of financial year, subject to the maximum period of leave allowable as per HR policy of the company. The defined benefit obligation is calculated taking into account the pattern of an ailment of leave. The valuation of leave encashment benefit is done as at the balance sheet date by an independent actuary. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss. However, company does not en-cash compensated absences.

1.16 Provisions and Contingent Liabilities

A provision is created when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company does not recognise assets which are of contingent nature until there is virtual certainty of realisability of such assets. However, if it has become virtually certain that an inflow of economic benefits will arise, asset and related income is recognised in the financial statements of the period in which the change occurs.

1.17 Foreign currency transactions

Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction. Exchange differences arising on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss. Monetary assets and liabilities denominated in foreign currency are translated at year-end rates and resultant gains/losses on foreign exchange translations other than in relation to acquisition of Property, plant & equipment and long term foreign currency monetary liabilities are recognised in the Statement of Profit and Loss.

1.18 Current and deferred tax

Income-tax expense comprises current tax and deferred tax. Current tax expense is the amount of tax for the period determined in accordance with the income-tax law and deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

1.19 Segment Reporting

- a) Segments are identified by the management, keeping in view the dominant source and nature of risks and returns and the internal organization and management structure.
- b) Revenue and expenses have been identified to a segment on the basis of relationship to the operating activities of the segment.
- c) Revenue and expenses, which relate to the company as a whole and are not allocable to a segment

on reasonable basis, have been disclosed as 'Unallocable'.

- d) Segment assets and liabilities represent assets and liabilities in respective segments. Tax related assets, and other assets and liabilities that are not reported or cannot be allocated to a segment on a reasonable basis, have been disclosed as 'Unallocable'.

1.20 Assets on Operating Leases

Lease payments under operating leases are recognized as expenses on accrual basis in accordance with the respective agreements.

1.21 Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

Notes to financial statements

(Amount in Indian Rupees)

2.1 Share capital

Particulars	As at 31 March 2019		As at 31 March 2018	
	Number of Shares	Amount	Number of Shares	Amount
Authorised				
Equity shares of Rs. 10 each	3,00,00,000	30,00,00,000	3,00,00,000	30,00,00,000
	3,00,00,000	30,00,00,000	3,00,00,000	30,00,00,000
Issued and subscribed				
Equity shares of Rs. 10 each (13,79,380 shares forfeited)	2,56,50,280	25,65,02,800	2,56,50,280	25,65,02,800
	2,56,50,280	25,65,02,800	2,56,50,280	25,65,02,800
Paid Up Capital				
Equity shares of Rs. 10 each, fully paid up	2,42,70,900	24,27,09,000	2,42,70,900	24,27,09,000
Add : 13,79,380 shares forfeited	13,79,380	65,08,131	13,79,380	65,08,131
	2,56,50,280	24,92,17,131	2,56,50,280	24,92,17,131

2.1 (a) Details of shareholders holding more than 5% shares of the Company

Name of the shareholder	As at 31 March 2019		As at 31 March 2018	
	Number of Shares	% holding in the class	Number of Shares	% holding in the class
Innovative Money Matters Private Limited	90,53,010	37.30	90,53,010	37.30
Veena Gases & Chemicals Private Limited	15,11,506	6.23	15,14,566	6.24
Navjeet Singh Sobti	20,76,315	8.55	20,76,315	8.55
Rakam Infrastructures Pvt Ltd	13,71,929	5.65	-	-
	1,40,12,760	57.73	1,26,43,891	52.09

The Reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2019 and March 31, 2018 is set out below:

Particulars	As at 31 March 2019		As at 31 March 2018	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	2,42,70,900	24,27,09,000	2,42,70,900	24,27,09,000
Add: Shares forfeited	13,79,380	65,08,131	13,79,380	65,08,131
Add: Issued during the year	-	-	-	-
Number of Shares at the end	2,56,50,280	24,92,17,131	2,56,50,280	24,92,17,131

Rights, preferences and restrictions attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value Rs. 10 each. Each member of the Company has voting rights on a poll, in proportion to his share in the paid-up equity share capital. On show of hands every member present in person and being holders of equity shares shall have one vote.

Each shareholder is entitled to receive interim dividend when it is declared by the Board of Directors. The final dividend proposed by the Board of Directors are paid when approved by the shareholders at Annual General Meeting.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion of the equity shares held by the shareholders.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Notes to financial statements

(Amount in Indian Rupees)

2.2 Reserves and surplus

Particulars	As at 31 March 2019	As at 31 March 2018
Share Premium		
At the beginning of the year	25,64,17,900	25,64,17,900
Add: Addition during the year	-	-
At the end of the year	25,64,17,900	25,64,17,900
Capital Reserve	7,44,48,968	7,44,48,968
Special reserve		
At the beginning of the year	7,32,73,629	3,19,18,409
Add: Addition during the year	56,60,451	4,13,55,220
At the end of period / year	7,89,34,080	7,32,73,629
(Deficit)/ surplus in the Statement of Profit and Loss		
Balance as at the beginning of the year	32,43,13,413	15,88,92,533
Add/ (less): Profit/ (loss) for the year	2,83,02,256	20,67,76,100
Less: Appropriations		
Special reserve (U/s 45-IC, RBI act, 1934)	56,60,451	4,13,55,220
Surplus carried from profit and loss account	34,69,55,218	32,43,13,413
	75,67,56,166	72,84,53,910

2.3 Long-term provisions

Particulars	As at 31 March 2019	As at 31 March 2018
Provision for employee benefits :		
- Gratuity	6,73,054	3,02,505
- Compensated absences	1,17,587	22,524
Other Provisions :		
Contingent provision on standard Assets	6,33,538	6,59,625
	14,24,179	9,84,654

2.4 Short-term borrowings

Particulars	As at 31 March 2019	As at 31 March 2018
Loans repayable on demand		
- Unsecured Loans*	27,50,000	-
	27,50,000	-

* The interest rate is 9% per annum and loan is repayable within one year.

2.5 Trade payables

Particulars	As at 31 March 2019	As at 31 March 2018
Trade payables	1,43,869	86,499
	1,43,869	86,499

2.6 Other current liabilities

Particulars	As at 31 March 2019	As at 31 March 2018
Expenses payable	96,700	29,354
Interest payable	2,441	-
Payable to employees	3,72,649	1,66,417
Statutory liabilities	63,864	97,080
	5,35,654	2,92,851

2.7 Short-term provisions

Particulars	As at 31 March 2019	As at 31 March 2018
Provision for employee benefits :		
Gratuity	70,233	84,365
Compensated absences	23,252	7,126
Provision for Taxation (net of TDS)	43,06,157	-
	43,99,642	91,491

2.8 Tangible assets

(Amount in Indian Rupees)

Cost	As at 1 April 2017	Additions	Deletions	As at 31 March 2018	Additions	Deletions	As at 31 March 2019
Furniture and fixtures	79,920	-	-	79,920	-	-	79,920
Computers and peripherals	1,41,200	-	-	1,41,200	-	-	1,41,200
Office equipments	74,578	-	-	74,578	-	-	74,578
Total	2,95,698	-	-	2,95,698	-	-	2,95,698

Depreciation	As at 1 April 2017	Additions	Deletions	As at 31 March 2018	Additions	Deletions	As at 31 March 2019
Furniture and fixtures	79,920	-	-	79,920	-	-	79,920
Computers and peripherals	1,04,628	10,671	-	1,15,299	7,339	-	1,22,638
Office equipments	45,699	5,218	-	50,917	4,097	-	55,014
Total	2,30,247	15,889	-	2,46,136	11,436	-	2,57,572

Carrying amounts				As at 31 March 2018			As at 31 March 2019
Furniture and fixtures				-			-
Computers and peripherals				25,901			18,562
Office equipments				23,661			19,564
Total				49,562			38,126

2.8 (a) Intangible assets

(Amount in Indian Rupees)

Cost	As at 1 April 2017	Additions	Deletions	As at 31 March 2018	Additions	Deletions	As at 31 March 2019
Computers Software	1,00,000	-	-	1,00,000	-	-	1,00,000
Total	1,00,000	-	-	1,00,000	-	-	1,00,000

Depreciation	As at 1 April 2017	Additions	Deletions	As at 31 March 2018	Additions	Deletions	As at 31 March 2019
Computers Software	-	2,848	-	2,848	9,710	-	12,558
Total	-	2,848	-	2,848	9,710	-	12,558

Carrying amounts				As at 31 March 2018			As at 31 March 2019
Computers and peripherals				97,152			87,442
Total				97,152			87,442

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED
Notes to financial statements
2.9 Non- current Investments (valued at cost unless otherwise stated)
(Amount in Indian Rupees)

Particulars	As at 31 March 2019	As at 31 March 2018
I. Other than Trade Investments		
(A) Investment in Subsidiaries - (Equity Shares)		
(i) Quoted		
Almondz Global Securities Ltd 1,47,19,744 (previous year 1,47,19,744) equity shares of Rs. 6 each fully paid up	38,02,84,855	38,02,84,855
Total	38,02,84,855	38,02,84,855
(ii) Unquoted		
Almondz Infosystem Private Limited 50,000 (previous year 50,000) equity shares of Rs.10 each fully paid up	5,00,000	5,00,000
Red Solutions Private Limited 50,000 (previous year 50,000) equity shares of Rs.10 each fully Paid up	25,000	25,000
Latitude 23 Communications Ltd. Nil (previous year 1,84,900) equity shares of Rs.10 each fully Paid up	-	9,91,780
Glow Apparels Private Limited 27,75,000 (previous year 27,75,000) equity shares of Rs.10 each fully paid up	2,77,50,000	2,77,50,000
Avonmore Developers Private Limited 85,00,000 (previous year 85,00,000) equity shares of Rs.10 each fully Paid up	8,50,00,000	8,50,00,000
Anemone Holdings Private Limited 10,000 (previous year 10,000) equity shares of Rs.10 each fully paid up	1,00,000	1,00,000
Apricot Infosoft Private Ltd. 30,00,000 (previous year 30,00,000) equity shares of Rs.10 each fully paid up	3,00,00,000	3,00,00,000
SKTK Projects Limited (formerly as Shivsathi Niketan Ltd.) Nil (previous year 26,000) equity shares of Rs.10 each fully paid up	-	2,60,000
	14,33,75,000	14,46,26,780
Less: Diminution in the value of investment	(6,00,000)	(6,00,000)
Total	14,27,75,000	14,40,26,780
TOTAL (A)	52,30,59,855	52,43,11,635
(B) Investment in Subsidiaries - (Preference Shares)		
(i) Unquoted		
Red Solutions Private Limited		
1,68,600 (previous year 1,68,600) 5% non-cumulative redeemable preference shares of Rs.100 each fully Paid up	1,68,60,000	1,68,60,000
7,92,400 (previous year 7,91,400) 9% non-cumulative redeemable preference shares of Rs.100 each fully Paid up	7,92,40,000	7,91,40,000
2,16,400 (previous year Nil) 6% non-cumulative redeemable preference shares of Rs.100 each fully Paid up	2,16,40,000	-
Total (B)	11,77,40,000	9,60,00,000

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED
Notes to financial statements (Contd.)
(Amount in Indian Rupees)

2.9 Non- current Investments (valued at cost unless otherwise stated) (Contd.)	As at 31 March 2019	As at 31 March 2018
(C) Investment in Others (Equity Shares/others)		
(i) Unquoted		
Globus Industries & Services Ltd. 10,000 (previous year 10,000) equity shares of Rs.10 each fully Paid up	1,00,000	1,00,000
Shiivaz Spas & Hospitality Private Limited 20,000 (previous year 20,000) equity shares of Rs.10 each fully Paid up	2,00,000	2,00,000
SKTK Projects Limited (formerly as Shivsathi Niketan Ltd.) 26,000 (previous year Nil) equity shares of Rs.10 each fully paid up	2,60,000	-
	5,60,000	3,00,000
Less: Diminution in the value of investment	(2,13,700)	(2,13,700)
TOTAL (C)	3,46,300	86,300
(D) Investment in Government Securities		
National Savings Certificate	23,000	23,000
Less: Diminution in the value of investment	(23,000)	(23,000)
TOTAL (D)	-	-
(E) Investment in Paintings & Sculpture		
Painting & Sculpture	11,82,978	11,82,978
TOTAL (E)	11,82,978	11,82,978
Total (A+B+C+D+E)	64,23,29,133	62,15,80,913
Aggregate market value of quoted investment	36,06,33,728	34,00,26,086
Aggregate book value of quoted investment	38,02,84,855	38,02,84,855
Aggregate book value of unquoted investment	26,08,61,300	24,01,13,080

Notes to financial statements
(Amount in Indian Rupees)
2.10 Deferred tax assets

Particulars	As at 31 March 2019	As at 31 March 2018
Deferred tax asset		
(a) Provision for employee benefits	2,70,310	3,22,040
(b) Difference in the written down value of Property, plant & equipment as per the Companies Act, 2013 and the Income Tax Act, 1961	2,43,599	1,20,124
(c) Contingent provision for standard assets	1,74,556	1,90,236
(d) Provision for Diminution in Investment	2,30,532	-
Gross deferred tax asset	9,18,997	6,32,400
Net deferred tax asset/(liability)	9,18,997	6,32,400

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED
Notes to financial statements

(Amount in Indian Rupees)

2.11 Inventories

Particulars	As at 31 March 2019	As at 31 March 2018
Equity Shares - quoted	9,87,884	45,85,668
	9,87,884	45,85,668

Break-up of Inventories held as at 31 March 2019 is as follows:

Particulars	No.	Amount
Quoted Shares		
Elder Pharmaceuticals Ltd.	200	1
Shaily Engineering Pvt. Ltd.	1,336	9,59,582
Linde India Limited	58	28,301
Olympia Capitals Limited	6,900	-
	8,494	9,87,884

Break-up of Inventories held as at 31 March 2018 is as follows:

Particulars	No.	Amount
Quoted Shares		
Elder Pharmaceuticals Ltd.	200	1
Firstsource Solutions Ltd	5,000	2,65,000
IL&FS Investment Managers Ltd.	25,000	4,27,500
Indiabulls Real Estate Ltd.	5,000	9,05,500
Shaily Engineering Pvt. Ltd.	2,443	29,87,667
	37,643	45,85,668

2.12 Trade receivables

Particulars	As at 31 March 2019	As at 31 March 2018
Trade Receivable	5,89,97,325	7,02,68,966
	5,89,97,325	7,02,68,966

2.13 Cash and cash equivalents

Particulars	As at 31 March 2019	As at 31 March 2018
Cash in Hand	2,05,123	3,72,912
Balances with scheduled banks:		
- on current accounts	4,49,694	16,37,239
- Cheques in hand	1,26,53,907	-
	1,33,08,724	20,10,151

2.14 Short-term loans and advances

Particulars	As at 31 March 2019	As at 31 March 2018
Loans and advances to related Party		
Unsecured, considered good	6,25,65,000	13,42,00,000
	6,25,65,000	13,42,00,000
Loans and advances to other		
Unsecured, considered good	19,08,50,000	12,96,50,000
Less Provision for non-performing assets	16,00,000	15,00,000
	18,92,50,000	12,81,50,000
	25,18,15,000	26,23,50,000
Advances recoverable in cash or in kind or for value to be received		
Recoverable from related party	8,30,380	-
Loan to employee	4,07,500	1,80,000
Advance to others	12,500	-
Balance with tax authorities	5,92,418	2,43,698
Income tax refund	9,10,720	6,54,820
TDS Receivable	2,15,265	5,93,821
Mat credit	1,10,67,480	-
Prepaid expenses	58,651	29,481
	26,59,09,914	26,40,51,820

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED
Notes to financial statements
(Amount in Indian Rupees)
2.15 Other current assets

Particulars	As at 31 March 2019	As at 31 March 2018
Interest accrued and due on loans- others	1,76,97,529	59,01,388
Less: Provision for non performing assets	7,53,043	5,03,178
	1,69,44,486	53,98,210
Interest accrued and due on loans- related party	1,57,04,610	52,89,519
Interest accrued but not due on loans- others	-	51,62,175
	1,57,04,610	1,04,51,694
	3,26,49,096	1,58,49,904

2.16 Revenue from operations
(Amount in Indian Rupees)

A) Interest Income	Year ended 31 March 2019	Year ended 31 March 2018
Interest on Loans	3,75,81,782	1,92,86,935
Less: Interest reversed on Non performing assets	2,49,865	3,60,575
	3,73,31,917	1,89,26,360

B) Net Income from Trading of Shares and Securities	Year ended 31 March 2019	Year ended 31 March 2018
(i) Opening Stock of Shares	45,85,668	3,50,251
Add: Purchase of Shares	2,27,31,054	3,57,56,396
	2,73,16,722	3,61,06,647
Less: Closing Stock of Shares	9,87,884	45,85,668
Cost of Shares sold	2,63,28,838	3,15,20,979
Less : Sale of Shares	2,52,13,327	3,05,27,679
	(11,15,511)	(9,93,300)
(ii) Profit/(Loss) on Intraday	7,063	(1,18,172)
(iii) Profit/(Loss) on derivatives	(8,14,304)	(18,18,225)
(iv) Opening Stock of bonds	-	-
Add: Purchase of bonds	88,95,725	8,60,00,000
Add: Broken period interest	3,12,768	31,30,459
	92,08,493	8,91,30,459
Less: Closing Stock of bonds	-	-
Cost of bonds sold	92,08,493	8,91,30,459
Less : Sale of bonds	89,81,567	8,60,00,000
Less : Interest Earned Secondary	3,11,768	58,79,808
	84,842	27,49,349
Total (i+ii+iii+iv)	(18,37,910)	(1,80,348)

C) Other operating income	Year ended 31 March 2019	Year ended 31 March 2018
Dividends received from others	11,345	3,000
Profit on Sale of Investments	-	25,21,23,757
	11,345	25,21,26,757
Total Operating Income (A+B+C)	3,55,05,352	27,08,72,769

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Notes to financial statements

(Amount in Indian Rupees)

2.17 Other income

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Excess provision on employee retirement benefit written back	-	1,71,422
Excess contingent provision on standard asset written back	26,087	-
Liability no longer require written back	37,88,800	767
Miscellaneous income	15,500	9,240
	38,30,387	1,81,429

2.18 Employee benefits expenses

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Salaries, bonus and other allowances	43,68,906	26,95,800
Provision for Leave Encashment	1,11,189	-
Provision for Gratuity	3,56,417	83,242
Staff welfare	2,94,521	19,141
Contribution to provident and other funds	86,625	73,462
	52,17,658	28,71,645

2.19 Finance cost

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Interest expense	19,82,712	-
	19,82,712	-

2.20 Depreciation & Amortisation expenses

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Depreciation on:		
Tangible Assets	11,436	15,889
Intangible Assets	9,710	2,848
	21,146	18,737

2.21 Other expenses

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Legal and professional charges	6,35,529	15,95,110
Rent	11,25,000	-
Brokerage & Commission	12,95,000	-
Auditors' remuneration	2,55,000	2,92,850
Business promotion	1,33,702	-
Charity & donations	5,53,300	-
Rates, fee and taxes	1,34,377	2,08,653
Printing and stationery	2,84,480	1,98,708
Communication expenses	5,01,878	1,23,520
Miscellaneous expenses	8,754	8,214
Membership & subscription	4,01,369	4,40,750
Provision for Non performing assets	1,00,000	15,00,000
Debit Balances Written Off	5,238	-
Contingent provision on Standard Asset	-	5,32,443
Travelling and conveyance	79,740	1,23,330
Expenditure on CSR Activities	5,57,700	4,80,000
Loss on sale of investments	7,29,362	-
Bank Charges	6,343	32,040
	68,06,772	55,35,618

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED
Notes to financial statements
(Amount in Indian Rupees)

¹ Auditor's remuneration	Year ended 31 March 2019	Year ended 31 March 2018
Statutory Auditors		
Statutory audit fee	2,15,000	2,11,250
Tax Audit Fee	-	25,000
Other Services	40,000	56,600
	2,55,000	2,92,850

2.22 Earnings per share

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
a) Net Profit After Tax available for Equity Shareholders	2,83,02,256	20,67,76,100
b) Weighted average number of Equity Shares for Basic EPS	2,42,70,900	2,42,70,900
c) Weighted average number of Equity Shares for Diluted EPS	2,42,70,900	2,42,70,900
d) Basic earning per share (Rs.)	1.17	8.52
e) Diluted earning per share (Rs.)	1.17	8.52

2.23 Details of Subsidiaries at the end of the year in compliance to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

S.No.	1	2	3	4	5	6	7
Name of subsidiary	Almondz Infosystem Private Limited	Red Solutions Private Limited	Almondz Global Securities Limited	Avonmore Developers Private Limited	Glow Apparels Private Limited	Apricot Infosoft Private Limited	Anemone Holdings Private Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period
Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company
Share capital	5,00,000	12,11,40,000	15,53,09,802	8,50,00,000	2,77,50,000	3,00,00,000	1,00,000
Reserve & surplus	29,705	(4,72,57,028)	1,11,11,08,709	(8,34,637)	(6,68,311)	(7,30,144)	62,67,863
Total assets	5,41,658	27,99,16,161	1,61,13,06,573	8,42,72,139	2,70,86,689	3,24,13,352	32,36,14,055
Total Liabilities	11,953	20,60,33,189	26,99,68,010	1,06,776	5,000	31,43,496	31,72,46,192
Investments	-	10,40,00,000	70,99,42,968	7,42,65,280	2,68,92,330	1,95,00,000	32,32,40,983
Turnover (Includes Other Income)	31,301	19,33,763	37,97,06,707	6,15,900	4,000	2,92,562	64,03,073
Profit before taxation	18,015	(93,986)	1,79,67,770	4,19,083	(7,348)	(2,29,451)	63,88,503
Provision for taxation	3,955	-	2,01,180	86,276	-	-	67,749
Profit after taxation	14,060	(93,986)	1,20,07,779	3,32,807	(7,348)	(2,29,451)	63,20,754
Proposed Dividend	-	-	-	-	-	-	-
% of Shareholding	100	100	56.87	100	100	100	100

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Notes to financial statements

(Amount in Indian Rupees)

2.24 Disclosures required under AS-15 - Employee Benefits

The company has a defined benefit gratuity plan. The present value of obligation is determined based on actuarial valuation using the projected unit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation of leave encashment is recognized in the same manner as gratuity.

i) Changes in the present value of the defined benefit Obligation are as follows:

Particulars	Gratuity		Leave Encashment	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Opening defined benefit obligation	4,61,972	3,74,385	29,650	2,00,584
Interest cost	34,743	24,139	2,056	12,583
Current service cost	80,774	80,568	2,301	26,539
Benefits paid	-	-	-	-
Actuarial (gain)/loss on obligation	73,079	(59,953)	4,079	(21,146)
Past service cost	-	42,833	-	(1,88,910)
Closing defined benefit obligation	6,50,568	4,61,972	38,086	29,650

ii) Changes in the fair value of plan assets are as follows:

Particulars	Gratuity		Leave Encashment	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Opening fair value of plan assets	75,102	70,757	-	-
Expected return	5,670	5,704	-	-
Contributions by employer	-	-	-	-
Actuarial gain/(losses)	(1,068)	(1,359)	-	-
Closing fair value of plan assets	79,704	75,102	-	-

iii) Profit and Loss account

Particulars	Gratuity		Leave Encashment	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Current service cost	80,774	80,568	2,301	26,539
Interest cost	34,743	24,139	2,056	12,583
Expected return on plan assets	(5,670)	(5,704)	-	-
Actuarial gain/(losses)	74,147	(58,594)	4,079	(21,146)
Recognised Past service cost	-	42,833	-	(1,88,910)
Net benefit expense*	1,83,994	83,242	-	-
Actual return on plan assets	1,03,220	2,674	8,436	(1,70,934)

* does not include amount in respect of employees transferred on deputation from holding company	1,72,423	-	1,02,753	-5,79,193
--	----------	---	----------	-----------

iv) Balance sheet

Particulars	Gratuity		Leave Encashment	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Defined benefit obligation	6,50,568	4,61,972	38,086	29,650
Fair value of plan assets	79,704	75,102	-	-
Employee benefit expenses	-	-	-	-
Employer Contribution	-	-	-	-
Plan Liability/(Asset)*	5,70,864	3,86,870	38,086	29,650

The liability is yet to be funded.

* Liability in respect of employees transferred on deputation from holding company	1,72,423	-	1,02,753	-
--	----------	---	----------	---

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED
Notes to financial statements

(Amount in Indian Rupees)

v) Actuarial Assumptions

Particulars	Gratuity		Leave Encashment	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Mortality table (LIC)	(2006-08)	(2006-08)	(2006-08)	(2006-08)
Discount rate	7.51%	7.55%	7.51%	7.55%
Expected rate of return on plan assets	7.51%	7.55%	N.A.	N.A.
Withdrawal rates for all ages	11.00%	11.00%	11.00%	12.10%
Rate of escalation in salary per annum	7.50%	7.50%	7.50%	7.50%

2.25 Segment Reporting for the year ended 31 March 2019

Particulars	Fees and Commission	Income from Investments activities	Debt & Equity Market Operations	Finance activities	Unallocable	Total
Segment Revenue						
Gross Segment Revenue	-	-	(18,26,565)	4,11,62,304	-	3,93,35,739
Less : Inter Segment Adjustment	-	-	-	-	-	-
Net Segment Revenue	-	-	(18,26,565)	4,11,62,304	-	3,93,35,739
Segment Results						
Segment Result before Extra-ordinary Items	-	-	(18,26,565)	2,71,34,016	-	2,53,07,451
Prior Period Expenses/(Income)	-	-	-	-	(18,848)	(18,848)
Profit before Tax	-	-	(18,26,565)	2,71,34,016	18,848	2,53,26,299
Less : Provision for Tax	-	-	-	-	(29,75,957)	(29,75,957)
Profit after Tax	-	-	(18,26,565)	2,71,34,016	29,94,805	2,83,02,256
Other Information						
Segment Assets	-	70,11,81,396	11,32,946	29,92,07,419	1,34,89,615	1,01,50,11,376
Segment Liabilities	-	-	-	91,81,344	72,000	92,53,344
Capital Expenditure	-	-	-	-	-	-
Depreciation	-	-	-	21,146	-	21,146
Non cash expenditure other than depreciation (net of non-cash income)	-	-	-	-	-	-

For the year ended 31 March 2018

Particulars	Fees and Commission	Income from Investments activities	Debt & Equity Market Operations	Finance activities	Unallocable	Total
Segment Revenue						
Gross Segment Revenue	-	25,21,23,757	(1,77,348)	1,91,07,789	-	27,10,54,198
Less : Inter Segment Adjustment	-	-	-	-	-	-
Net Segment Revenue	-	25,21,23,757	(1,77,348)	1,91,07,789	-	27,10,54,198
Segment Results						
Segment Result before Extra-ordinary Items	-	25,21,23,757	(1,77,348)	1,07,00,526	(18,737)	26,26,28,198
Prior Period Expenses/(Income)	-	-	-	-	5,750	5,750
Profit before Tax	-	25,21,23,757	(1,77,348)	1,07,00,526	(24,487)	26,26,22,448
Less : Provision for Tax	-	-	-	-	5,58,46,348	5,58,46,348
Profit after Tax	-	25,21,23,757	(1,77,348)	1,07,00,526	(5,58,70,835)	20,67,76,100
Other Information						
Segment Assets	-	67,96,42,176	1,59,93,371	27,84,09,385	50,81,604	97,91,26,536
Segment Liabilities	-	-	-	13,39,642	1,15,853	14,55,495
Capital Expenditure	-	-	-	-	-	-
Depreciation	-	-	-	-	18,737	18,737
Non cash expenditure other than depreciation (net of non-cash income)	-	-	-	-	-	-

Notes to financial statements

(Amount in Indian Rupees)

- a) Primary Business Segments: The Company's business segments have been classified as above. This business segregation forms the basis for review of operating performance by the management.
- b) Fees and Commission activities comprises of broking/ commission/ underwriting/ arranger fees mainly in the nature of services involving no or negligible financial risk.
- c) Income from Investments activities comprises of dividend received , interest on Fixed Deposits, Profit on sale of Investment.
- d) Debt & Equity market Operations include profit on trading activities.
- e) Finance activities include Interest income on loan given.
- f) The accounting policies of the segments are the same, to the extent possible, as those described in the summary of significant accounting policies as referred to in 'Note 1' to the accounts.

2.26 Related Party Disclosures

(A) Names of related parties & description of relationship:

(i) Subsidiaries (Entities with which control relationship exists)

- a) Almondz Infosystem Private Limited (AIPL)
 b) Almondz Global Securities Limited (AGSL)
 c) Avonmore Developers Private Limited (ADPL)
 d) Apricot Infosoft Private Limited (APIPL)
 e) Anemone Holdings Private Limited (AHPL)
 f) Glow Apparels Private Limited (GAPL)
 g) Red Solutions Private Limited (RSPL)
 h) North Square Projects Private Limited (Subsidiary of AGSL)
 i) Almondz Global Infra-Consultant Limited (Subsidiary of AGSL)
 j) Latitude 23 Communications Limited (Ceased on 01.01.2019)
 k) SKTK Projects Limited (formerly as Shivsathi Niketan Ltd.) (Ceased on 01.10.2018)
 l) TRP Social Consultant Private Limited (Ceased on 19.03.2019)

(ii) Associates

- a) Willis Towers Watson India Insurance Brokers Private Limited
 b) Carya Chemical & Fertilizers Private Limited (Ceased on 22.03.2019)
 c) Yug Infrastructure Private Limited (Ceased on 22.03.2019)
 d) Shiivaz Spas & Hospitality Private Limited

iii) Investing parties in respect of which company is an associate.

- a) Innovative Money Matters Private Limited (IMMPL)

(iv) Key Managerial Personnel:

- a) Mr. Ashok Kumar Gupta - Managing Director
 b) Mr. Sagar Gupta - Company Secretary (upto 06-04-2019)
 c) Miss Shilpa Bhatia - Company Secretary (wef 30-05-2019)
 d) Mr. Swapan Guha - Chief Financial Officer (upto 12-02-2019)
 e) Mr. Shakti Singh - Chief Financial Officer (wef 13-02-2019)

(B) Transactions during the year and the balances outstanding with the related parties:

For the year ended 31 March 2019

(i) Transactions with subsidiaries, associates and key managerial personnel:

Particulars	YUG	NORTH	AGICL	AGSL	AIPL	GAPL	LATITUDE	APIPL	CCFPL
Income									
Interest received	6,98,301	7,58,236	1,35,13,490	21,04,946	-	-	-	3,12,098	-
Sale of investments	-	-	-	-	-	-	-	-	-
Sale of bonds	-	-	-	-	-	-	-	-	-
Expenditure									
Delay payment charges paid	-	-	-	1,456	-	-	-	-	-
Depository charges paid	-	-	-	8,750	-	-	-	-	-
Brokerage paid	-	-	-	79,128	-	-	-	-	-

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Notes to financial statements

(Amount in Indian Rupees)

Assets / Liabilities									
Transaction during the year	YUG	NORTH	AGICL	AGSL	AIPL	GAPL	LATITUDE	APIPL	CCFPL
Purchase of securities	-	-	-	-	-	-	-	-	-
Loans granted	20,00,000	1,00,000	1,52,00,000	8,56,90,000	-	-	-	1,00,000	-
Repayment of loans granted	-	1,51,00,000	5,61,00,000	8,56,75,000	-	-	-	76,50,000	-
Advances given	-	-	-	-	400	1,200	2,100	2,03,022	-
Advances given repayment	-	-	-	-	-	1,200	-	23,022	-
Advances received	-	-	-	4,21,202	-	-	-	-	-
Advances received repayment	-	-	-	4,17,500	-	-	-	-	-
Interest Receivable	6,28,471	6,82,412	1,21,62,141	18,94,468	-	-	-	2,80,889	-
Repayment of Interest receivable	83,441	5,04,439	21,45,224	13,62,738	-	-	-	1,96,397	-
Investment made	-	-	-	-	-	-	-	-	-
Closing balances as on 31.03.19									
Non-Current Investment	-	-	-	38,02,84,855	5,00,000	2,77,50,000	-	3,00,00,000	-
Advances given	-	-	-	-	-	-	-	-	-
Interest Receivable	6,58,554	1,82,412	1,21,62,141	18,94,468	-	-	-	2,80,889	-
Other recoverable	-	-	-	-	400	-	2,100	1,80,000	600
Loans given	60,00,000	-	5,40,50,000	65,000	-	-	-	24,50,000	-
Sundry debtors	-	-	-	12	-	-	-	-	-

(i) Transactions with subsidiaries, associates and key managerial personnel (contd..)

Particulars	AHPL	ADPL	ACPL	TRP	RSPL	Ashok Kumar Gupta	Sagar Gupta	Swapan Guha/ Shakti
Income	-	-	-	-	-	-	-	-
Interest received	-	-	24,658	5,57,179	-	-	-	-
Sale of investments	-	-	-	-	-	-	-	-
Sale of bonds	-	-	-	-	-	-	-	-
Expenditure	-	-	-	-	-	-	-	-
Remuneration	-	-	-	-	-	22,58,400	4,93,400	-
Remuneration - Swapan Guha	-	-	-	-	-	-	-	3,31,107
Remuneration - Shakti	-	-	-	-	-	-	-	92,714
Assets / Liabilities	-	-	-	-	-	-	-	-
Transaction during the year								
Loans granted	-	-	10,00,000	50,00,000	2,01,50,000	-	-	-
Repayment of loans granted	9,000	-	10,00,000	-	3,03,50,000	-	-	-
Advances given	8,294	600	-	600	6,47,280	-	-	-
Advances given repayment	8,294	600	-	600	-	-	-	-
Interest Receivable	-	-	22,192	5,01,460	-	-	-	-
Repayment of Interest receivable	-	-	-	-	12,90,000	-	-	-
Purchase of Investments	-	-	-	-	-	-	-	-
Closing balances as on 31.03.19								
Non-Current Investment	1,00,000	8,50,00,000	-	-	11,77,65,000	-	-	-
Loans given	7,91,000	-	-	50,00,000	-	-	-	-
Other recoverable	-	-	-	-	6,47,280	-	-	-
Interest Receivable	-	-	22,192	5,01,460	2,494	-	-	-

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED
Notes to financial statements

(Amount in Indian Rupees)

Particulars	AHPL	ADPL	ACPL	TRP	RSPL	Ashok Kumar Gupta	Sagar Gupta	Swapan Guha/Shakti
Sundry debtors	5,88,52,263	-	-	-	-	-	-	-

(B) Transactions during the year and the balances outstanding with the related parties for the year ended 31 March 2019:

Particulars	Shyam Sunder Lal Gupta	Chand Krishna Tikku	Ajay Kumar	G.P. Agrawal	Ashu Gupta
Expenditure					
Director sitting Fees	93,500	93,500	44,500	1,08,500	55,000

(i) Transactions with subsidiaries, associates and key managerial personnel:

Particulars	YUG	NORTH	AGICL	AGSL	AIPL	GAPL	LATITUDE	APIPL
Income								
Interest received	1,22,795	4,932	23,83,582	15,14,153	-	-	-	2,18,219
Sale of investments	-	-	-	-	-	-	-	-
Sale of bonds	-	1,72,69,192	-	-	-	-	-	-
Expenditure								
Delay payment charges paid	-	-	-	52,709	-	-	-	-
Depository charges paid	-	-	-	15,851	-	-	-	-
Brokerage paid	-	-	-	4,58,944	-	-	-	-
Purchase of securities	-	-	-	2,26,26,637	-	-	-	-
Assets / Liabilities								
Transaction during the year								
Loans granted	62,00,000	1,50,00,000	9,49,50,000	19,27,00,000	-	-	-	1,00,00,000
Repayment of loans granted	22,00,000	-	-	19,26,50,000	-	-	-	-
Advances given	-	-	-	2,00,000	370	-	-	-
Advances given repayment	-	-	-	2,00,000	370	-	-	-
Interest Receivable	1,22,795	4,932	23,83,582	15,14,153	-	-	-	2,18,219
Repayment of Interest receivable	-	493	2,38,358	1,51,415	-	-	-	21,822
Investment made	-	-	-	-	-	-	-	-
Closing balances as on 31.03.18								
Non-Current Investment	-	-	-	38,02,84,855	5,00,000	2,77,50,000	9,91,780	3,00,00,000
Advances given	-	-	-	-	-	-	-	-
Interest Receivable	1,22,795	4,439	21,45,224	13,62,738	-	-	-	1,96,397
Loans given	40,00,000	1,50,00,000	9,49,50,000	50,000	-	-	-	1,00,00,000
Sundry debtors	-	-	-	1,45,27,135	-	-	-	-

(i) Transactions with subsidiaries, associates and key managerial personnel (contd..)

Particulars	AHPL	ADPL	SNL	SSPL	RSPL	Ashok Kumar Gupta	Sagar Gupta	Swapan Guha
Income								
Interest received	76,932	-	-	-	14,36,104	-	-	-
Sale of investments	5,80,61,263	-	-	-	-	-	-	-
Sale of bonds	-	-	-	-	-	-	-	-
Expenditure								
Remuneration	-	-	-	-	-	20,18,400	3,68,400	2,83,250
Assets / Liabilities								
Transaction during the year								
Loans granted	8,00,000	-	-	-	5,27,00,000	-	-	-

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED
Notes to financial statements

(Amount in Indian Rupees)

Particulars	AHPL	ADPL	SNL	SSPL	RSPL	Ashok Kumar Gupta	Sagar Gupta	Swapan Guha
Repayment of loans granted	-	-	-	-	4,25,00,000	-	-	-
Advances given	-	-	-	-	5,39,590	-	-	-
Advances given repayment	-	-	-	-	5,39,590	-	-	-
Interest Receivable	76,932				14,36,104			
Repayment of Interest receivable	7,694				1,43,610			
Purchase of Investments	-	-	-	-	-	-	-	-
Closing balances as on 31.03.18								
Non-Current Investment	1,00,000	8,50,00,000	2,60,000	2,00,000	9,60,25,000	-	-	-
Loans given	8,00,000	-	-	-	1,02,00,000	-	-	-
Interest Receivable	69,238	-	-	-	12,92,494	-	-	-
Sundry debtors	5,80,61,263	-	-	-	-	-	-	-

(B) Transactions during the year and the balances outstanding with the related parties for the year ended 31 March 2018:

Particulars	Shyam Sunder lal Gupta	Chand Krishna Tikku	Ajay Kumar	G.P. Agrawal	Ashu Gupta
Expenditure					
Director sitting Fees	1,23,000	1,23,000	1,04,000	1,23,000	80,000

2.27 Corporate Guarantee	As at	As at
	31 March 2019	31 March 2018
Corporate Guarantee to Axis Bank for working capital limits to Almondz Global Securities Limited.	13,13,11,000	1,27,50,00,000

As per our Report of even date
For **Mohan Gupta & Company**
Chartered Accountants
Firm Registration No. 006519N

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

CA MOHAN GUPTA
Partner
Membership No. - 082466

Ashok Kumar Gupta
Managing Director
DIN: 02590928

Govind Prasad Agrawal
Director
DIN:00008429

Place: New Delhi
Date: 30th May 2019

Shilpa Bhatia
Company Secretary
ACS: A49386

Shakti Singh
Chief Financial Officer
PAN: BKMP56127D

INDEPENDENT AUDITOR’S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Members of AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Report on the Consolidated Financial Statements

Opinion

We have audited the Consolidated financial statements of AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED (hereinafter referred to as “the holding company”), its subsidiaries (the holding company and its subsidiaries together referred to as “the group”) and its associates, which comprising of the consolidated balance sheet as at 31st March 2019, and the statement of Profit and Loss, the statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit/loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our audit addressed the key audit matter
Revenue recognition for advisory and consultancy services (As described in accounting policies)	
<p>The company has adopted AS-09, Revenue Recognition for the Advisory and Consultancy services provided to Customers.</p> <p>The Company has applied Proportionate Completion Method and Completed Service Contract Method.</p>	We have read the company’s revenue recognition accounting policies and assessed compliance of the policies with AS-09.
Claims, litigations and contingencies (As described in Note-2.27)	
<p>The company is having various ongoing litigations, court and other legal proceedings before tax and regularity authorities and courts.</p> <p>The Company has disclosed the impact of pending litigations on its financial position in its Consolidated financial statements – Refer Note 6 to the Consolidated financial statements</p>	<p>Our audit procedures included:</p> <p>We understood management’s process relating to the identification and impact analysis of claims, litigations and contingencies;</p> <p>We analyzed responses obtained from management.</p> <p>We have read the minutes of meeting of the audit committee and the board of directors.</p> <p>We have assessed management assumptions and estimates related to disclosures of contingent liabilities in the financial statements.</p>
Assessing the carrying value of the Inventory comprise of Shares and Securities (As described in Note: 2.16)	
<p>The company inventory comprise of Shares and Securities. As at 31st March 2019.</p> <p>The inventories are carried at the lower of the cost and fair value. The fair value is arrived at with reference to the market value, if available, quotation in any stock exchange or any other available information to indicate a transaction between unrelated willing buyer and willing seller at arm’s length price.</p>	<p>Our audit procedures/testing included:</p> <p>We read and evaluated the accounting policies and disclosures made in the financial statement with respect to Inventories/Investment.</p> <p>Since the inventory consist shares and securities, we have tested accounting policies in line with AS-13 (Accounting for Investment).</p> <p>We have checked the document provided by the management related to ascertaining fair value of inventories.</p>
Revenue recognition of Interest Income against advancing loans (As described in accounting policies)	
<p>Revenue is recognized to the extent it is possible that economic benefits will flow to the Company and revenue can be reliably measured.</p> <p>Income/revenue is generally accounted on accrual as they are earned except income from non-performing assets as defined in the guidelines of the Reserve Bank of India on prudential norms for income recognition of Non-Banking Financial Companies.</p>	We have read the company’s revenue recognition accounting policies and assessed compliance of the policies with AS-09 and guidelines of the Reserve Bank of India on prudential norms for income recognition of Non-Banking Financial Companies.

Management's Responsibility and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Other Matter

The consolidated financial statements also include the group's share of net profit of Rs. 2,42,95,083/- for the year ended March 31, 2019 as considered in the consolidated financial statements, in respect of 2 associate, whose financial statements have not been audited by us. These financial statement have been audited by other auditors whose reports have been furnished to us by the management and our opinion on consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, and our report in terms of sub-sections (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the auditors.

Our opinion on consolidated financial statements, and our report on other legal and regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor and the financial statement certified by the management

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its consolidated financial statements – Refer Note 2.27 to the consolidated financial statements.
 - ii. As informed to us, the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. As informed to us, the company has no amount for transferring to the Investor Education and Protection Fund by the Company.

For **Mohan Gupta & Company**
Chartered Accountants
Firm's Registration Number:-0006519N

CA Mohan Gupta
Partner

Place: New Delhi
Date: 30.05.2019

Membership Number-082466

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of **AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED** as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of **AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED** (hereinafter referred to as the "holding company") and its subsidiary companies, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with references to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, and its subsidiary companies, have, maintained in all material respects, an adequate internal financial controls system over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Mohan Gupta & Company**
Chartered Accountants
Firm's Registration Number:-0006519N

Place: New Delhi
Date: 30.05.2019

CA Mohan Gupta
Partner
Membership Number-082466

Consolidated Balance Sheet as at 31 March 2019

(Amount in Indian rupees)

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
I EQUITY AND LIABILITIES			
(1) Shareholders' funds			
a) Share capital	2.1	24,92,17,131	24,92,17,131
b) Reserves and surplus	2.2	1,16,20,71,305	1,09,13,49,619
		1,41,12,88,436	1,34,05,66,750
(2) Minority Interest		61,06,23,776	56,85,53,905
(3) Non-current liabilities			
a) Long-term borrowings	2.3	13,29,76,814	11,02,35,866
b) Other long-term liabilities	2.4	61,47,915	12,40,775
c) Long-term provisions	2.5	1,73,87,722	99,53,818
		15,65,12,451	12,14,30,459
(4) Current liabilities			
a) Short-term borrowings	2.6	5,85,72,035	8,07,17,211
b) Trade payables	2.7	2,30,97,776	3,66,36,281
c) Other current liabilities	2.8	41,08,87,321	28,10,23,225
d) Short-term provisions	2.9	1,37,10,462	82,89,476
		50,62,67,594	40,66,66,193
TOTAL		2,68,46,92,257	2,43,72,17,307
II ASSETS			
(1) Non-current assets			
a) Property, Plant and Equipments			
i) Tangible assets	2.10	36,46,52,581	36,56,37,090
ii) Intangible assets	2.11	66,05,069	49,61,728
iii) Goodwill on consolidation		28,73,950	28,73,950
iv) Capital work-in-progress		2,52,170	-
b) Non-current investments	2.12	65,13,01,393	45,94,10,590
c) Deferred tax assets (net)	2.13	1,75,08,586	1,80,33,493
d) Long-term loans and advances	2.14	6,54,20,589	6,47,66,546
e) Other non-current assets	2.15	5,18,91,473	6,09,35,234
		1,16,05,05,811	97,66,18,631
(2) Current assets			
a) Inventories	2.16	1,89,59,253	13,43,78,910
b) Trade receivables	2.17	32,28,45,231	21,71,01,536
c) Cash and cash equivalents	2.18	17,49,78,089	28,58,80,818
d) Short-term loans and advances	2.19	84,14,94,484	72,54,42,523
e) Other current assets	2.20	16,59,09,389	9,77,94,889
		1,52,41,86,446	1,46,05,98,676
TOTAL		2,68,46,92,257	2,43,72,17,307

Significant accounting policies

1

Notes to financial statements.

2

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached.

For Mohan Gupta & Company

Chartered Accountants

Firm Registration No.006519N

For and on behalf of the Board of Directors of

Avonmore Capital & Management Services Limited

CA Mohan Gupta

Partner

Membership No.- 082466

Ashok Kumar Gupta

Managing Director

DIN: 02590928

Govind Prasad Agrawal

Director

DIN: 00008429

Place: New Delhi

Date : 30-May-2019

Shilpa Bhatia

Company Secretary

ACS: A49386

Shakti Singh

Chief Financial Officer

PAN: BKMP6127D

Consolidated Statement of Profit and Loss for the year ended 31 March 2019

(Amount in Indian rupees)

Particulars	Note	Year ended 31 March 2019	Year ended 31 March 2018
I Revenue from operations	2.21	78,36,11,785	98,03,69,832
II Other income	2.22	3,02,55,842	5,29,50,131
III Total revenue (I+II)		81,38,67,627	1,03,33,19,963
IV Expenses:			
Employee benefits expenses	2.23	31,26,97,208	27,63,90,290
Finance costs	2.24	1,02,92,417	2,59,34,798
Depreciation and amortisation expense	2.10 & 2.11	1,61,64,622	1,27,19,644
Other expenses	2.25	36,35,97,187	40,84,61,264
Total expenses		70,27,51,434	72,35,05,996
V Profit/(loss) before prior period items and tax expense		11,11,16,193	30,98,13,967
Less: Prior period expenses/(Incomes) (net)		1,58,027	(4,239)
VI Profit/ (loss) before tax		11,09,58,166	30,98,18,206
VII Tax expense			
- Current tax		2,35,91,046	6,56,52,845
- Current tax of previous years		1,53,010	2,58,765
- MAT credit		(1,10,67,480)	(6,32,400)
- Wealth Tax		-	-
- Deferred tax charge/(credit)		4,06,678	(76,40,555)
VIII Profit for the year		9,78,74,912	25,21,79,551
Add: Profit/(loss) of Associates		6,12,35,383	2,37,16,773
Less: Minorities share of profit		4,16,67,407	2,72,35,422
IX Net surplus carried to reserves and surplus		11,74,42,888	24,86,60,902
X Earnings per share			
Basic	2.26	4.84	10.25
Diluted	2.26	4.84	10.25

Significant accounting policies

1

Notes to financial statements.

2

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached.

For Mohan Gupta & Company
Chartered Accountants

Firm Registration No.006519N

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

CA Mohan Gupta

Partner

Membership No.- 082466

Ashok Kumar Gupta

Managing Director

DIN: 02590928

Govind Prasad Agrawal

Director

DIN: 00008429

Place: New Delhi

Date : 30-May-2019

Shilpa Bhatia

Company Secretary

ACS: A49386

Shakti Singh

Chief Financial Officer

PAN: BKMP56127D

Consolidated Cash flow statement for the year ended 31 March 2019

(Amounts in Indian rupees)

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
A. Cash flow from operating activities		
Profit before prior period items and taxes	11,11,16,193	30,98,13,967
Adjustments for		
Depreciation	1,61,64,622	12,719,644
(Profit)/loss on sale of fixed assets	(93,534)	(3,514,609)
(Profit)/loss on sale of investment (net)	28,96,019	(252,123,757)
Fixed assets written off	-	32,601
Provision for employee benefits (net)	79,03,996	2,206,870
Bad debts written off	1,51,80,114	104,734,132
Advance/debit balances written off	12,52,476	3,038,045
Provision for non performing assets	1,00,000	1,500,000
Provision for standard assets	-	582,336
Interest received	(26,27,767)	(3,609,037)
Interest expense	1,02,92,417	14,737,261
Liabilities no longer required written back	17,08,79,009	-
	17,08,79,009	190,117,453
Less: Prior period expense	1,58,027	(4,239)
Operating profit before working capital changes	17,07,20,982	190,121,692
Adjusted for net changes in working capital		
(Increase)/decrease in inventories	11,54,19,657	(27,596,651)
(Increase)/decrease in trade receivables	(12,09,23,809)	(100,039,773)
(Increase)/decrease in loans and advances and other current assets	(11,88,93,399)	(253,233,104)
Increase/(decrease) in current liabilities and provisions	118,084,924	(2,237,545)
Cash flow before extra ordinary items and tax	16,44,08,355	(192,985,381)
Taxes paid	(1,26,76,576)	(57,638,655)
Net cash generated from/(used in) operating activities (A)	15,17,31,779	(250,624,036)
B. Cash flow from investing activities		
Purchase of fixed assets	(17,582,009)	(29,509,615)
(Payments)/proceeds for capital work in progress	(252,170)	17,487,662
Proceeds from sale of fixed assets	852,089	-
Fixed deposits (with a maturity more than 90 days) placed/ matured	8,389,718	(11,127,657)
Investments made /disposal of investment	(17,64,02,874)	-
Dividend received	-	252,123,757
Net cash from/(used in) investing activities (B)	(18,49,95,246)	228,974,147

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

(Amounts in Indian rupees)

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
C. Cash flow from financing activities		
Proceeds from acquisition of minority interest	4,20,69,871	(27,235,422)
Repayment /Proceeds from long term borrowings (net)	(31,308,052)	-
Proceeds /repayment from short term borrowings (net)	(22,145,176)	118,775,097
Interest received	2,627,767	(14,737,261)
Interest paid	(10,292,417)	3,609,037
Net cash from/(used in) financing activities (C)	(1,90,48,007)	80,411,451
Net cash inflows during the year (A+B+C)	(52,311,474)	58,761,562
Cash and cash equivalents (opening balance)	183,485,153	124,723,591
Cash and cash equivalents (closing balance)	131,173,679	183,485,153
Notes		
1 The cash flow statement has been prepared in accordance with the 'Indirect Method' as set out in the Accounting Standard (AS)-3 on 'Cash Flow Statement', of the Companies (Accounting Standards) Rules, 2006.		
2 Cash and bank balances includes:-		
Cash and cash equivalents		
Cash in hand	19,870,654	6,848,141
Cheques/draft in hand	12,653,907	-
Deposit with bank (less than 3 months)	25,952,560	-
Balances with banks in current account	72,696,558	176,637,012
Cash and cash equivalents (closing balance)	131,173,679	183,485,153
Other bank balances		
Deposit with bank (less than 3 months- lien)	375,000	51,500,000
Deposit with bank (less than 12 months- lien)	43,429,410	50,700,000
Unpaid dividend account (not available to for use of the company)	-	195,665
Cash and bank balances at the end of the year	174,978,089	285,880,818

As per our report of even date attached.

For Mohan Gupta & Company
Chartered Accountants

Firm Registration No.006519N

CA Mohan Gupta

Partner

Membership No.- 082466

Place: New Delhi

Date : 30-May-2019

For and on behalf of the Board of Directors of
Avonmore Capital & Management Services Limited
Ashok Kumar Gupta

Managing Director

DIN: 02590928

Shilpa Bhatia

Company Secretary

ACS: A49386

Govind Prasad Agrawal

Director

DIN: 00008429

Shakti Singh

Chief Financial Officer

PAN: BKMP56127D

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

1. Consolidated Financial Statement Significant accounting policies

(i) Principles of consolidation

The consolidated financial statements relate to Avonmore Capital & Management Services Limited hereinafter referred to as the "Company" and its subsidiaries and its associates, together hereinafter referred to as the "Group" comprise the following:

S. No.	Name of the Subsidiary Company	Incorporated on	Country of Incorporation	% of voting power held as at	
				31 March 2019	31 March 2018
(I)	Subsidiaries				
a)	Almondz Infosystem Private Limited (AIPL)	31 December 2012	India	100%	100%
b)	Glow Apparels Private Limited (GAPL)	24 January 2012	India	100%	100%
c)	Anemone Holdings Private Limited (AHPL)	17 July 2014	India	100%	100%
d)	Apricot Infosoft Private Limited (AIPL)	21 March 2014	India	100%	100%
e)	Avonmore Developers Private Limited (ADPL)	04 June 2013	India	100%	100%
f)	Latitude 23 Communication Limited (LCL) till 1 st January 2019	28 September 2005	India	-	100%
g)	Red Solutions Private Limited (RSPL)	09 August 2012	India	100%	100%
i)	Almondz Global Securities Limited (AGSL) (w.e.f. 01 April 2015)	28 June 1994	India	56.87%	56.87%
j)	TRP Social Consultants Private Limited (for period from 30 May 2018 till 19 th March 2019)	31 March 2017	India	-	-
(II)	Associates				
a)	Carya Chemicals Fertilizers Private Limited (upto 22 March 2019)	22 May 2013	India	-	29.05%
b)	Yug Infrastructures Private Limited (upto 22 March 2019)	09 September 2013	India	-	50%
c)	Premier Alcobev Private Limited	25 May 2007	India	50%	50%
d)	Willis Tower Watson India Insurance Brokers Private Limited	06 December 1996	India	26%	26%

In the preparation of these consolidated financial statements, investment in subsidiary companies has been accounted for in accordance with AS 21 - Accounting for Consolidated Financial Statements prescribed by Companies (Accounting Standards) Rules, 2006. The consolidated financial statements are prepared, subject to the above, on the following basis:

(a) Subsidiary company is consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses, after eliminating all significant intra-group balances and intra-group transactions and unrealised profits or losses, except where cost cannot be recovered. Subsidiaries are excluded from consolidation when control is intended to be temporary because subsidiary is acquired and held exclusively with a view to its subsequent disposal in near future.

Temporary Subsidiary is as under:

S. No.	Name of the Subsidiary Company	Incorporated on	Country of Incorporation	% of voting power held as at	
				31 March 2019	31 March 2018
a)	SKTK Projects Limited (formerly Shivsathi Niketan Limited) (SNL) (Subsidiary w.e.f. 14 May 2014 & upto 1 st October 2018)	02 April 2013	India	-	52%

(b) The difference of the cost to the Company of its investment in subsidiary over its proportionate share in the equity of the investee company, as at the date of acquisition of stake is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.

(c) Minority interest, if any, in net profits of consolidated subsidiary for the year is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Company. Their share of net assets is identified and presented in the Consolidated Balance Sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity, in absence of the

contractual obligation on the minorities, the same is accounted for by the holding company.

(d) Investment in associates are dealt with in accordance with AS-23 'Accounting for Investment in Associates in CFS. Effect has been given to the carrying amount of investment in associates using the equity method. The company share of post acquisition profit and loss is including in the carrying cost of investment. Goodwill/Capital Reserve on consolidation is recognised on the line of AS-21.

(e) As far as possible, the consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances

and are presented in the same manner as the Company's separate financial statements.

- (F) The financial statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company i.e. year ended 31 March 2019.

(ii) Basis of preparation

The financial statements are prepared under the historical cost convention, in accordance with the Indian Generally Accepted Accounting Principles (GAAP), to comply with the accounting standards specified u/s 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, relevant pronouncements of the Institute of Chartered Accountants of India (ICAI), relevant provisions of the Companies Act, 2013. In respect of NBFC activities, prudential norms for asset classification, income recognition, valuation of investments, provisioning of bad and doubtful assets as prescribed by Reserve Bank of India for non banking finance company are complied. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy either to in use.

The consolidated financial statements have been prepared based on the Schedule III of the Companies Act, 2013. All assets and liabilities have been classified as current or non-current as per company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Previous year's figures have been regrouped/reclassified wherever considered necessary. Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of its assets and liabilities.

(iii) Use of estimates

The preparation of consolidated financial statements in conformity with GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Where, actual results could differ from these estimates, the differences between actual results and estimates are recognised in the periods in which the results are known / materialized.

(iv) Current/Non-current classification

All assets and liabilities are classified as current and non-current.

i) Assets

An asset is classified as current when it satisfies any of the following criteria:

- a. It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is expected to be realized within 12 months after the reporting date; or
- d. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

ii) Liabilities

A liability is classified as current when it satisfied any of the following criteria.

- a. It is expected to be settled in the Company's normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is due to be settled within 12 months after the reporting date; or
- d. The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities includes current portion of non-current financial liabilities. All other liabilities are classified as non-current.

(v) Revenue recognition

- a. *Advisory and consultancy services:* Fees is booked on the completion of task/project as per the terms of agreement. However, where the percentage of completion is significant enough to ascertain the outcome reliably, revenue is recognised to the extent it can be accurately measured.
- b. *Wealth / Broking activities:* Income from broking on distribution operations is recognised on the closure of the issue of mutual funds, bonds, fixed deposits and other money market instruments. Income from stock broking operations and commodity broking operation is accrued on completion of transaction at the respective stock exchanges.
- c. In the case of loans advanced / interest bearing securities / deposits, the interest is recognized as earned on day to day basis. In case of interest on investments held as stock in trade, broken period interest on every purchase or sale is split from the price as accrued interest paid or realised. Such broken period accrued interest paid on purchase & received subsequently on its sale is netted and reckoned as income.
- d. In respect of NBFC activities, the revenue recognition policies are in accordance with Non-banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 ('prudential norms') as amended from time to time by the Reserve Bank of India. Reversal of income, necessitated by these guidelines, has been netted off from income from operations and accounting of interest on non-performing assets and penal interest on cash basis.
- e. In the case of trading in bonds, the profit/loss from the transaction is recognised on the closure of the deal and consequent delivery of the bond.
- f. Revenue on account of trading in shares is recognized on the basis of each trade executed at the stock exchange during the financial year.
- g. In respect of non delivery based transactions such as derivatives, the profit/loss is accounted for at the

completion of each settlement, however in case of an open settlement, the net result of transaction which are squared up on FIFO basis, is recognized as profit/loss in the account.

- h. Dividend income is recognised when the right to receive the income is established.
- i. Depository Charges is accounted for on accrual basis.
- j. In case of fixed income securities/ deposits/ loans, interest is recognised on a time proportionate basis.
- k. Sale of Goods: Income from sale of goods is accounted net of taxes on accrual basis. When risk and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. In respect of other heads of income, the Company follows the practice of recognizing income on accrual basis.
- l. Healthcare Activities : Income from healthcare Activities is accounted for on accrual basis for services rendered.
- m. Brokerage and other revenue from operations are net of service tax / GST wherever applicable.
- n. In respect of other heads of income, the Company follows the practice of recognising income on accrual basis.

(vi) Provision for standard and non-performing assets

Provisions for standard and non-performing assets are created in accordance with the Non-banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007. Further, specific provisions are also created based on the management's best estimate of the recoverability of non-performing assets.

(vii) Borrowing Cost

Borrowing cost that are directly attributable to the acquisition, construction or production of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for intended use or sale. All other borrowing costs are charged to the statement of profit & loss.

(viii) Expenditure

Expenses are recognised on accrual basis and provisions are made for all known losses and liabilities. Expenses incurred on behalf of other companies, for sharing personnel, common services and facilities like premises, telephones, etc. are allocated to them at cost and reduced from respective expenses.

Similarly, expense allocation received from other companies is included within respective expense classifications.

(ix) Employee benefits

The Company's obligations towards various employee benefits have been recognised as follows:

(a) Short term benefits

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as

salaries, wages and bonus etc., are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

(b) (Defined contribution plan)

Retirement / employee benefits in the form of Provident Fund, Employee State Insurance and Labour Welfare are considered as defined contribution plan and contributions to the respective funds administered by the Government are charged to the Statement of Profit and Loss of the year when the contribution to the respective funds are due.

(c) Gratuity (Defined benefit plan)

Gratuity is defined benefit plan. The present value of obligations under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the statement of profit and loss.

The Company makes contribution to an insurer managed funds for discharging its gratuity liability.

(d) Compensated absences (Other long-term benefits)

The Company provides for leave encashment based on actuarial valuation using projected unit credit method in respect of past service. In respect of compensated absences arising during the tenure of service, lying to the credit of employee as on the last day of financial year, subject to the maximum period of leave allowable as per HR policy of the company. The defined benefit obligation is calculated taking into account the pattern of an availment of leave. The valuation of leave encashment benefit is done as at the balance sheet date by an independent actuary. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss. However, company does not en-cash compensated absences.

(x) Property, Plant & Equipments, depreciation and amortisation

(i) Tangible assets

Tangible assets are stated at the cost of acquisition or construction, less accumulated depreciation and impairment losses. Cost comprises the purchase price and any attributable costs of bringing the assets to their working condition for intended use. Borrowing costs directly attributable to acquisition or construction of Property, Plant & Equipments, which necessarily takes a substantial period of time to be ready for their intended use are capitalized as part of the cost of such assets to the extent they relates to the period till such assets are ready to be put to use.

- (a) Leasehold improvements are depreciated over the lease period as stated in the lease agreement or over the estimated useful life of the assets, whichever is shorter.
- (b) Depreciation is provided based on useful life of assets on Straight Line Method (SLM). The useful life of assets is taken as prescribed in Schedule II to the Companies Act, 2013.

(ii) Intangible assets and its amortisation

Intangible assets are recorded at cost and are amortised over the period the Company expects to derive economic benefits from their use.

Softwares are stated at cost of acquisition and are amortized on straight line basis.

- (iii) Advances paid towards acquisition of Property, Plant & Equipments and cost of assets not ready for use before year end are disclosed as capital work in progress.

(xi) Impairment

The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. For assets that are not yet available for use, the recoverable is estimated at each balance sheet date. An impairment loss is recognised whenever the carrying amount of an asset or cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the statement of profit and loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

(xii) Stock-in-Trade

Securities acquired with the intention to trade are classified as Stock-in-trade. Stock-in-Trade of Securities is valued at lower of the cost or fair value. Cost is determined on First-in-First-Out (FIFO) basis.

(xiii) Investments

Investments are classified into long-term investments and current investments based on intent of the management at the time of making the investment. Investment intended to be held for more than one year from the date such investments are made, are classified as long-term investments. All long-term investments are classified as non-current investments in the balance sheet. The portions of long-term investments which are expected to be realised within twelve months from the balance sheet date are classified as current investments. Current investments are valued at lower of cost and market value, computed category-wise e.g. quoted shares, unquoted shares, government securities and non government securities/bonds. The diminution in current investments is charged to the statement of profit and loss and appreciation, if any, is recognised at the time of sale. Long-term investments, including investments in subsidiaries, are valued at cost unless there is diminution, other than temporary, in their value. Diminution is considered other than temporary based on criteria that include the extent to which cost exceeds the market value, the duration of the market value decline and the financial health of and specific prospects of the issuer.

- i) The Cost is arrived at Average method and is inclusive of brokerage, transfer expenses and demat charges, if any. The fair value is arrived at with reference to the market value, if available, quotation in any stock exchange or any other available information to indicate a transaction between unrelated willing buyer and willing seller at arm's length price.
- ii) In case of unquoted investments, the fair value is arrived on the basis of breakup value as per latest available audited balance sheet of the investee company.
- iii) Interest accrued and/or broken period interest paid on unsold securities is recognized as 'Interest Accrued on Investment' under Other current assets.

(xiv) Foreign currency transactions

Transactions in foreign currency are recorded at the exchange rates prevailing at the date of the transaction. Exchange differences arising on settlement of foreign currency transactions are recognised in the statement of profit and loss. Monetary assets and liabilities denominated in foreign currency are translated at year-end rates and resultant gains/losses on foreign exchange translations other than in relation to acquisition of Property, Plant & Equipments and long term foreign monetary liabilities are recognised in the Statement of Profit and Loss.

(xv) Current and deferred tax

Income-tax expense comprises current tax and deferred tax. Current tax expense is the amount of tax for the period determined in accordance with the income-tax law and deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

(xvi) Provisions, contingent liabilities and contingent assets

A provision is created when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company does not recognise assets which are of contingent nature until there is virtual certainty of realisability of such assets. However, if it has become virtually certain that an inflow of economic benefits will arise, asset and related income is recognised in the financial statements of the period in which the change occurs.

(xvii) Earnings per share

Earnings per share is calculated by dividing the net profit of loss for the year (including prior period item, if any) attributable

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

to equity shareholders by the weighted average number of equity shares outstanding during the year. Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and dilutive potential shares outstanding during the year, except where the results would be anti-dilutive.

(xviii) Operating leases

Lease payments under operating lease are recognised as an expense on a straight line basis over the lease term.

(xix) Employee Stock Option Scheme (“ESOS”)

The employees stock option Scheme (“the Scheme”) provides for grant of equity shares of the company to whole-time directors and employees of the company. The scheme provides that employees are granted an option to subscribe to equity shares of the company that vests in a graded manner. The options may be exercised within a specified period. The company follows the intrinsic value method to account for its stock-based employee compensation plans. Compensation cost is measured as the excess, if any, of the fair market price of the underlying stock over the exercise price on the grant date. The fair market price is the closing price of the equity shares of the company on the stock exchange/s on which the shares of the company are listed, immediately prior to the date of the meeting of compensation committee of board of directors of the company in which the options are granted. If

the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date is considered.

(xx) Cash and cash equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

(xxi) Segment reporting

- Segments are identified by the management, keeping in view the dominant source and nature of risks and returns and the internal organization and management structure.
- Revenue and expenses have been identified to a segment on the basis of relationship to the operating activities of the segment.
- Revenue and expenses, which relate to the company as a whole and are not allocable to a segment on reasonable basis, have been disclosed as ‘unallocable’.
- Segment assets and liabilities represent assets and liabilities in respective segments. Tax related assets, and other assets and liabilities that are not reported or cannot be allocated to a segment on a reasonable basis, have been disclosed as ‘unallocable’.

2. Notes to the consolidated financial statements

2.1 Share Capital

(Amounts in Indian Rupees)

Particulars	As at 31 March 2019		As at 31 March 2018	
	No. of shares	Amount	No. of shares	Amount
Authorised share capital				
Equity shares of Rs.10	3,00,00,000	30,00,00,000	3,00,00,000	30,00,00,000
Issued, subscribed				
Equity shares of Rs.10 each	2,56,50,280	25,65,02,800	2,56,50,280	25,65,02,800
Paid up Capital				
Equity shares of Rs. 10 each fully paid up	2,42,70,900	24,27,09,000	2,42,70,900	24,27,09,000
Add: 13,79,380 shares forfeited (at the beginning of the year)	13,79,380	65,08,131	13,79,380	65,08,131
	2,56,50,280	24,92,17,131	2,56,50,280	24,92,17,131

The reconciliation of number of shares outstanding and the amount of share capital as at 31 March 2019 and 31 March 2018 is set out below:

Particulars	As at 31 March 2019		As at 31 March 2018	
	No. of shares	Amount	No. of shares	Amount
Equity shares of Rs. 10 each				
At the beginning of the year	2,42,70,900	24,27,09,000	2,42,70,900	24,27,09,000
Add: Shares forfeited (at the beginning of the year)	13,79,380	65,08,131	13,79,380	65,08,131
Add: Shares issued during the year	-	-	-	-
At the end of the year	2,56,50,280	24,92,17,131	2,56,50,280	24,92,17,131

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Detail of shareholders holding more than 5% shares of the Company

(Amounts in Indian Rupees)

Particulars	As at 31 March 2019		As at 31 March 2018	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Innovative Money Matters Private Limited	90,53,010	37.30	90,53,010	37.30
Veena Gases & Chemicals Private Limited	15,11,506	6.23	15,14,566	6.24
Navjeet Singh Sobti	20,76,315	8.55	20,76,315	8.55
Rakam Infrastructures Private Limited	13,71,929	5.65	Nil	Nil

2.2 Reserves and surplus

(Amounts in Indian Rupees)

Particulars	As at 31 March 2019	As at 31 March 2018
(a) Securities premium	25,64,17,900	25,64,17,900
(b) Capital reserve	7,44,48,968	7,44,48,968
(c) Capital Reserve on Consolidation	34,93,31,123	34,93,31,123
(d) Special reserve created under section 45-IC of the RBI Act, 1934		
At the beginning of the year	7,58,31,759	3,02,05,683
Add: Transferred from Surplus*	1,24,45,029	4,56,26,076
Balance at the end of year	8,82,76,788	7,58,31,759
(e) Surplus in the Statement of Profit and Loss		
At the beginning of the year	33,53,19,869	13,22,85,043
Add: Profit transfer from profit and loss account	11,74,42,888	24,86,60,902
Less: Adjustment and allocation	4,55,37,174	-
Less : Effect of Disposal of investment in associates	11,84,028	-
Less: Transfer to special reserve	(1,24,45,029)	(4,56,26,076)
At the end of the year	39,35,96,526	33,53,19,869
Total (a+b+c+d+e)	1,16,20,71,305	1,09,13,49,619

*Special reserve represents reserve fund created under section 45-IC of the Reserve Bank of India Act, 1934 (RBI Act).

2.3 Long-term borrowings

(Amounts in Indian Rupees)

Particulars	As at	
	31-Mar-19	31-Mar-18
Secured term loan		
Long Term maturities of finance lease obligation	3,08,910	9,03,449
Secured term loan from banks	7,30,49,077	10,75,06,213
Secured term loan from others	55,68,827	18,25,704
Unsecured term loan		
Loans and Advance from related party	5,40,50,000	-
Total	13,29,76,814	11,02,35,866

Nature of security

- i) Term loan from a bank amounting to Rs. 9,61,64,543 (previous year Rs. 12,43,41,559) are secured by way of equitable mortgage of property situated at unit no. 501, Grande Palladium, Kalina, Santacruz East, Mumbai owned by the Company. Further, the loan has also been guaranteed by Mr. Navjeet Singh Sobti, Vice Chairman and Managing Director of the Company and Corporate guarantee by Avonmore Capital & Management Services Limited.

Terms of payment

Term loan taken from Bank and carries an interest rate of MCLR for 1 year tenor. The interest rate as at year end is 10.35% per annum (previous year 10.85% from financial institution). The last installment would fall due on 30 April 2022. The loan is repayable in 37 equal monthly installments along with the interest. Loan amounting to Rs. 3,15,34,884 (previous year Rs. 2,74,64,445) repayable in next 12 months has been shown as current maturities of secured long-term borrowings in Note 2.8.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

ii) Finance Lease obligation amounting to Rs. 3,83,568 (previous year Rs. 11,12,154) are secured against hypothecation of specific vehicles financed.

Loans are repayable in 36 equal monthly installments along with the interest and carries fixed interest rate from 10.00% to 9.51% per annum specific to the respective banks. The last installment would fall due on 05 January 2020. Loan amounting to Rs. 3,83,568 (previous year Rs. 7,96,308) repayable in next 10 months has been shown as current maturities of secured long-term borrowings in Note 2.8.

iii) Term loan to a subsidiary amounting to Rs. 91,87,750 (previous year Rs. 129,37,750.) from Bank is secured against hypothecation of equipment purchased and collateral security of property No. S-416, Fourth Floor, South Block, Manipal Centre, Dickenson Road, Bangalore-562042 in the name of Almondz Global Securities Limited.

Loans are repayable in 48 equal monthly installments along with the interest and carries interest rate from 13.25%. Loan amounting to Rs. 37,50,000 (previous year Rs. 37,50,000) repayable in next 12 months has been shown as current maturities of secured long-term borrowings in Note 2.8.

iv) Term loan from NBFC (Diamler Financial Services India Pvt. Ltd.) to a subsidiary amounting to Rs. 13,64,348 (previous year Rs. 19,50,965) is secured against hypothecation of specific equipment purchased..

Loans are repayable in 47 equal monthly installments along with the interest and carries interest rate of 10.0195%. The last installment would fall due on 03 March 2021. Loan amounting to Rs. 6,48,169 (previous year Rs. 5,86,617) repayable in next 12 months has been shown as current maturities of secured long-term borrowings in Note 2.8.

v) Term loan from Reliance Capital Limited to a subsidiary amounting to Rs. 18,22,104 (previous year Rs. 33,38,371) is secured against hypothecation of plant & machinery.

Loans are repayable in 28 to 48 equal monthly installments along with the interest and carries interest rate of 11.46%. Loan amounting to Rs. 11,25,256 (previous year Rs. 15,12,667) repayable in next 12 months has been shown as current maturities of secured long-term borrowings in Note 2.8.

vi) Term loan from Clix India Finance Private Limited to a subsidiary amounting to Rs. 59,73,998 (previous year Nil) is secured against hypothecation of plant & machinery.

Loans are repayable in 28 to 48 equal monthly installments along with the interest and carries interest rate of 12.50%. Loan amounting to Rs. 11,15,020 (previous year Rs. Nil) repayable in next 12 months has been shown as current maturities of secured long-term borrowings in Note 2.8.

vii) Finance Lease obligation to a subsidiary amounting to Rs. 5,48,795 (previous year Rs. 7,67,784) is secured against hypothecation of vehicle purchased.

Loans are repayable in 48 equal monthly installments along with the interest and carries interest rate of 9.01%. The last instalment would fall due on 02 May 2021. Loan amounting to Rs. 2,39,885 (previous year Rs. 2,18,989) repayable in next 12 months has been shown as current maturities of secured long-term borrowings in Note 2.8.

2.4 Other long-term liabilities

Particulars	As at 31 March 2019	As at 31 March 2018
Security deposits received	34,41,314	7,72,238
Rent equalisation reserve	19,15,604	4,68,537
Others	7,90,997	
Total	61,47,915	12,40,775

2.5 Long-term provisions

Particulars	As at 31 March 2019	As at 31 March 2018
Provision for employee benefits:		
Gratuity	1,29,85,269	68,71,517
Compensated absences	29,21,012	12,52,051
Other Provisions		
Rent equalization reserve	-	9,87,416
Contingent provision for standard assets	14,81,441	8,42,834
Total	1,73,87,722	99,53,818

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

2.6 Short-term borrowings

(Amounts in Indian Rupees)

Particulars	As at 31 March 2019	As at 31 March 2018
Secured		
(a) Working capital facilities	-	7,88,002
(b) Secured overdraft from banks	78,50,714	50,79,209
(c) Loans from others	35,21,321	-
Unsecured		
(d) Loan from related party	-	9,50,000
(e) Loan from others	4,72,00,000	7,39,00,000
Total	5,85,72,035	8,07,17,211

b) Overdraft From Bank

IDBI Bank Limited

Overdraft limit of Rs. 200 lacs is secured by way of pledge of Fixed Deposit with IDBI Bank Limited. The rate of interest is 9.15% p.a. The amount outstanding as on 31st March 2019 is Rs.69,27,519.

Vijaya Bank

Overdraft limit of Rs. 5 lacs is secured by way of pledge of Fixed Deposit with Vijaya Bank. The rate of interest is 8.5% p.a. The amount outstanding as on 31st March 2019 is Rs. 5,03,250.

Vijaya Bank

Overdraft from bank is secured by way of pledge of Fixed Deposit of Rs. 5,60,000. The amount outstanding as on 31st March 2019 is Rs. 4,19,945

c) Loans From Others

Tata Capital Financial Services Limited

The rate of interest is 11.00% p.a. The amount outstanding as on 31st March 2019 is Rs. 35,21,321.

e) Loans From Others

Lakhi Gems impex Private Limited

Loan of Rs. 125 lac carries the rate of interest is 16.50 % p.a and repayable within one year

Fintech Compu System Limited

Loan of Rs. 100 lac carries the rate of interest is 12.00 % p.a and repayable within one year

Rakam Infrastructures Private Limited

Loan of Rs. 27.50 lac carries the rate of interest is 9.00 % p.a.

Other Loans

Loan of Rs. 760 lac is interest free loan and repayable on demand

2.7 Trade payables

(Amounts in Indian Rupees)

Particulars	As at 31 March 2019	As at 31 March 2018
Trade payables*	2,30,97,776	3,66,36,281
Total	2,30,97,776	3,66,36,281

*The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that Micro and Small Enterprises should mention in their correspondence with their customers, the Entrepreneurs Memorandum number as allocated after filing of the Memorandum. Based on information received and available with the Company, there are no trade payables and other current liabilities payable to Micro and Small Enterprises as at 31 March 2019 and 31 March 2018.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

2.8 Other current liabilities

Particulars	As at 31 March 2019	As at 31 March 2018
Payable to NSEL clients	14,84,30,257	14,95,90,405
Less: Receivable from NSEL Exchange	14,84,30,257	14,95,90,405
	-	-
Current maturities of long-term debt	3,59,33,053	3,34,74,797
Current maturities of long-term debt	6,23,453	10,15,297
Rent equalization reserve	26,13,560	7,07,558
Interest accrued but not due on borrowings	-	2,10,08,967
Interest accrued and due on borrowings	2,70,01,298	-
Unpaid dividend ¹	-	1,95,665
Due to clients	14,65,10,448	14,94,05,433
Expenses payable ²	3,33,50,793	4,68,12,118
Statutory dues	3,60,62,517	2,82,81,128
Security deposit- received	43,87,155	1,22,262
Advance Received against property	11,60,00,000	-
Book Overdraft	84,05,044	-
Total	41,08,87,321	28,10,23,225

¹There are no amounts due for payment to the Investor Education and Protection Fund under Section 125(2) of the Companies Act, 2013 as at the year end.

²The balance includes salary payable amounting to Rs. 2,20,29,795 (previous years. 2,10,46,007).

2.9 Short-term provisions

Particulars	As at 31 March 2019	As at 31 March 2018
Provision for employee benefits		
Gratuity	49,12,053	54,08,590
Compensated absences	3,72,779	6,36,794
	52,84,832	60,45,384
Other provisions		
Rent equalization	-	1,65,952
Provision for taxes (Net of tax deducted at source)	84,25,630	20,78,140
	84,25,630	22,44,092
Total	1,37,10,462	82,89,476

2.10 Tangible assets

(Amounts in Indian rupees)

Cost	As at 1 April 2017	Additions	Additions on Consolidation	Deletions	As at 31 March 2018	Additions	Deletions	Other adjustment	As at 31 March 2019
Land (free hold)	59,43,853	-	-	-	59,43,853	-	-	-	59,43,853
Office Buildings	33,95,20,730	-	-	-	33,95,20,730	-	-	-	33,95,20,730
Plant & Machinery	2,19,54,036	2,09,96,587	-	-	4,29,50,623	54,75,381	-	-	4,84,26,004
Furniture and fixtures	2,63,29,276	4,56,000	-	11,12,131	2,56,73,145	4,88,945	-	-	2,61,62,090
Vehicles	2,13,66,802	12,56,680	-	-	2,26,23,482	-	15,08,812	-	2,11,14,670
Office equipments	2,62,08,615	13,36,060	-	28,21,132	2,47,23,543	13,97,655	3,63,688	-	2,57,57,510
Computers and peripherals	3,88,91,578	29,01,358	-	8,09,599	4,09,83,337	32,65,402	-	-	4,42,48,739
Leasehold improvements	2,15,51,511	42,93,650	-	1,55,09,880	1,03,35,281	34,45,433	-	-	1,37,80,714
Total	50,17,66,401	3,12,40,335	-	2,02,52,742	51,27,53,994	1,40,72,816	18,72,500	-	52,49,54,310

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Depreciation	As at 1 April 2017	Additions	Additions on Consolidation	Deletions	As at 31 March 2018	Additions	Deletions	Other adjustment	As at 31 March 2019
Land (free hold)	-	-	-	-	-	-	-	-	-
Office Buildings	3,75,70,887	52,59,158	-	-	4,28,30,045	53,59,953	-	-	4,81,89,998
Plant & Machinery	42,93,876	19,65,311	-	-	62,59,187	29,12,828	-	-	91,72,015
Furniture and fixtures	2,36,43,584	3,45,160	-	8,54,433	2,31,34,311	3,47,861	-	-	2,34,82,172
Vehicles	1,26,48,493	15,44,252	-	-	1,41,92,745	16,57,373	14,01,276	-	1,44,48,842
Office equipments	2,21,72,205	8,25,421	-	25,74,782	2,04,22,844	11,79,666	2,98,375	-	2,13,04,135
Computers and peripherals	3,53,15,904	16,45,288	-	7,96,834	3,61,64,358	24,87,481	-	12,9,34	3,86,38,905
Leasehold improvements	1,91,39,005	4,84,292	-	1,55,09,883	41,13,414	9,52,248	-	-	50,65,662
Total	15,47,83,954	1,20,68,882	-	1,97,35,932	14,71,16,904	1,48,97,410	16,99,651	12,934	16,03,01,729

Carrying amounts	As at 31 March 2018	As at 31 March 2019
Land (free hold)	59,43,853	59,43,853
Office Buildings	29,66,90,685	29,13,30,732
Plant & Machinery	3,66,91,436	3,92,53,989
Furniture and fixtures	25,38,834	26,79,918
Vehicles	84,30,737	66,65,828
Office equipments	43,00,699	44,53,375
Computers and peripherals	48,18,979	56,09,834
Leasehold improvements	62,21,867	87,15,052
Total	36,56,37,090	36,46,52,581

2.11 Intangible assets

(Amounts in Indian rupees)

Cost	As at 1 April 2017	Additions	Additions on Consolidation	Deletions	As at 31 March 2018	Additions	Deletions	Other adjustment	As at 31 March 2019
Trademark in process	22,000	-	-	-	22,000	-	-	-	22,000
Computer software	2,64,97,294	21,68,418	-	7,20,725	2,79,44,987	29,10,553	-	-	3,08,55,540
Painting and sculpture	12,67,147	-	-	-	12,67,147	-	-	-	12,67,147
Web Design	-	1,00,000	-	-	1,00,000	-	-	-	1,00,000
Total	2,77,86,441	22,68,418	-	7,20,725	2,93,34,134	29,10,553	-	-	3,22,44,687

Amortisation	As at 1 April 2017	Additions	Additions on Consolidation	Deletions	As at 31 March 2018	Additions	Deletions	Other adjustment	As at 31 March 2019
Trademark in process	-	-	-	-	-	-	-	-	-
Computer software	2,36,64,354	5,19,668	-	7,20,406	2,34,63,616	10,80,167	-	-	2,45,43,783
Painting and sculpture	7,77,695	1,28,390	-	-	9,06,085	1,77,549	-	-	10,83,634
Web Design	-	2,705	-	-	2,705	9,496	-	-	12,201
Total	2,44,42,049	6,50,763	-	7,20,406	2,43,72,406	12,67,212	-	-	2,56,39,618

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Carrying amounts	As at 31 March 2018	As at 31 March 2019
Trademark in process	22,000	22,000
Computer software	44,81,371	63,11,757
Painting and sculpture	3,61,062	1,83,513
Web Design	97,295	87,799
Total	49,61,728	66,05,069

2.12 Non-current investments (valued at cost unless otherwise stated)

(Amounts in Indian Rupees)

Particulars	As at 31 March 2019	As at 31 March 2018
(A) Investment in Property		
Building (No. 42, 3rd Floor, Ahuja Towers, R.S. Puram, Coimbatore, Tamil Nadu)	13,91,009	13,91,009
Building (Flat No.1C, 1st Floor, Tower-13, Sankalpa, Kolkatta, West Bengal)	75,10,766	75,10,766
Building (Flat No.1D, 1st Floor Tower-13, Sankalpa, Kolkatta, West Bengal)	75,10,766	75,10,766
Building (Flat No. 705, B Wing, 7 th Floor, Goregaon, Mumbai)	1,09,04,150	-
Building (Flat No. 905, B Wing, 7 th Floor, Goregaon, Mumbai)	1,09,04,150	-
Building (Khata No. 102, Part of Khasra No. 533, Noida, Uttar Pradesh)	6,56,65,280	6,56,65,280
Building (Plot No. 007, Block B, Sector-41, Noida, Uttar Pradesh)	1,65,64,644	1,65,64,644
Building (Sector- 128, Noida, Gautam Budh Nagar, Uttar Pradesh)	92,70,604	92,70,604
Building (2 nd Floor, Red Mall Ghaziabad , Uttat Pradesh, SF-201A)	10,40,00,000	-
Net Total (A)	23,37,21,369	10,79,13,069
(B) Investment in Equity Instruments (Quoted)		
Indo Korea Exports Limited [3,89,600 (previous year 3,89,600) equity shares of Rs.10 fully paid up]	38,96,000	38,96,000
Shaily Engineering Plastic Limited [20,085 (previous year 300) equity shares of Rs. 10 fully paid up]	2,85,78,111	1,68,359
Aditya Birla Capital Limited [10,000(previous year 10,000) equity shares of Rs.10 fully paid up]	18,39,962	18,39,962
Aptech Limited [10,606 (previous year 10,606) equity shares of Rs.10 fully paid up]	32,25,238	32,25,238
Dhanuka Agritech Limited [2,724(previous year 4430) equity shares of Rs.2 fully paid up]	18,56,218	32,42,763
IRB InvIT Fund [50,000(previous year 50,000) equity shares of Rs.102 fully paid up]	43,99,950	43,99,950
Sadbhav Infrastructure Project Limited [30,668(previous year 36,781) equity shares of Rs.10 fully paid up]	46,48,834	55,75,504
Unitech Limited [13,30,000(previous year 16,80,000) equity shares of Rs.2 fully paid up]	1,01,02,042	1,27,60,474
Wockhardt Limited [12,317(previous year 12,317) equity shares of Rs.5 fully paid up]	99,99,864	99,99,864
Indiabulls Real Estate Limited [Nil (previous year 22,500) equity shares of Rs.2 fully paid up]	-	45,80,648
ISMT Limited [59,970(previous year 59,970) equity shares of Rs.5 fully paid up]	11,21,653	11,21,653
Ritesh Polyester Limited [34,600 (previous year 34,600) equity shares of Rs.10 fully paid up]	5,23,860	5,23,860

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Particulars	As at 31 March 2019	As at 31 March 2018
Ecoplast India Limited [2,500 (previous year 2,500) equity share of Rs.1 fully paid up]	20,000	20,000
Vantech Industries Limited [3,000 (previous year 3,000) equity shares of Rs.10 fully paid up]	30,000	30,000
Total	7,02,41,732	5,13,84,275
Less: Provision for diminution in value of investments	44,69,860	44,69,860
Net Total (B)	6,57,71,872	4,69,14,415
(C) Investment in Bonds (Quoted)		-
8.95% PFC 2018 6 Bonds @ Face value of Rs. 10 Lac each with ex-interest coupon	60,65,540	-
Total (C)	60,65,540	-

2.12 Non-current investments (valued at cost unless otherwise stated) (Contd.)

(Amounts in Indian Rupees)

Particulars	As at 31 March 2019	As at 31 March 2018
(D) Investment in Equity Instruments (Unquoted)		
Dijit Prognosis Private Limited [3,000 (previous year 3,000) equity shares of Rs.100 fully paid-up]	3,00,000	3,00,000
N1 Media Consultancy Private Limited [7,844 (previous year 7,844) equity shares of Rs.10 fully paid-up]	30,00,000	30,00,000
Globus Industries & Services Limited [10,000 (previous year 10,000) equity shares of Rs.100 fully paid-up]	1,00,000	1,00,000
Carya Chemicals & Fertilizers Private Limited [19,50,000 (previous year 29,50,000) equity shares of Rs. 10 each]	1,95,00,000	2,95,00,000
Willis Tower Watson India Insurance [7,02,000 (previous year 7,02,000*) equity shares of Rs.10 fully paid-up]	6,59,26,846	6,59,26,846
Shivsathi Niketan Limited [26,000 (previous year 26,000) equity shares of Rs.10 fully paid-up]	2,60,000	2,60,000
Shivaz Spas & hospitality Private Limited [20,000 (previous year 20,000) equity shares of Rs.10 fully paid-up]	2,00,000	2,00,000
New Age Blocks Private Limited [67,575 (previous year 67,575) equity shares of Rs.10 fully paid-up]	6,75,750	6,75,750
Premier Alcobev Private Limited [1,44,91,011 (previous year 1,44,91,011) equity shares of Rs.10 fully paid-up]	14,51,00,110	14,51,00,110
Yug Infrastructures Private Limited [5,70,000 (previous year 15,00,000) equity shares of Rs.10 fully paid-up]	57,00,000	1,50,00,000
Shriram New Horizons India Limited (formerly New Horizon India Limited) [4,00,000 (previous year 4,00,000) equity shares of Rs.10 fully paid- up]	2,00,00,000	2,00,00,000
Almondz Insolvency Resolutions Services Private Limited [33,000 (previous year 33,000) equity shares of Rs.10 fully paid-up]	3,30,000	3,30,000
Total	26,10,92,706	28,03,92,706
Less: Provision for diminution in value of investment	35,13,700	35,13,700
Add : Profit from associates	8,69,80,628	2,65,21,122
Total (D)	34,45,59,634	30,34,00,128

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

(Amounts in Indian Rupees)

Particulars	As at 31 March 2019	As at 31 March 2018
(E) Other non-current investment		
Painting & Sculpture	11,82,978	11,82,978
National Saving Certificates	23,000	23,000
Total	12,05,978	12,05,978
Less: Provision for diminution in value of investments	23,000	23,000
Net Total (E)	11,82,978	11,82,978
Net Total (A+B+C+D+E)	65,13,01,393	45,94,10,590

2.13 Deferred tax assets (net)

(Amounts in Indian Rupees)

Particulars	As at 31 March 2019	As at 31 March 2018
Deferred tax asset		
Provision for doubtful debts	6,23,448	8,70,083
Provision for diminution in value of investments	41,25,737	38,57,751
Provision for employee benefits	57,15,969	39,36,029
Difference in the written down value of Property, Plant & Equipments as per the Companies Act, 2013 and the Income-Tax Act, 1961	59,37,501	71,64,981
Others	11,05,931	22,04,649
Total deferred tax asset	1,75,08,586	1,80,33,493
Deferred tax asset/(liability) recognised (net) *	1,75,08,586	1,80,33,493
Deferred tax charged/ (credit) to Statement of Profit and Loss	4,06,678	(76,40,555)
Deferred tax assets not recognised (net)	-	-

*The "Group" has carried out computation of deferred tax in accordance with Accounting Standard 22 - Accounting for Taxes on Income notified in the Companies (Accounting Standards) Rules, 2006. The deferred tax assets of Rs. 1,80,33,493 disclosed in the consolidated financial statement represents deferred tax asset consolidated on a line by line basis.

2.14 Long-term loans and advances

Particulars	As at 31 March 2019	As at 31 March 2018
Security deposits	2,36,74,719	97,77,014
Rental deposits	16,72,920	16,72,920
Security deposits with stock exchanges	2,17,54,730	3,69,25,000
Advance against property*	1,27,65,000	1,27,65,000
Loans to staff	6,51,446	7,09,000
Prepaid expenses	47,89,574	28,05,412
Advance income-tax and tax deducted at source (Net of provision)	1,12,200	1,12,200
Total	6,54,20,589	6,47,66,546

*Acquired under agreement to sell from a borrower in settlement of loan.

2.14 Other non-current assets

(Amounts in Indian Rupees)

Particulars	As at 31 March 2019	As at 31 March 2018
Long-term deposits with maturity of more than 12 months	4,23,02,507	5,64,93,854
Retention money	95,88,966	44,41,380
Total	5,18,91,473	6,09,35,234

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

2.16 Inventories

Particulars	As at 31 March 2019	As at 31 March 2018
Stock in trade*		
Equity shares - quoted	57,48,770	7,89,36,891
Corporate, Central Government and State Government Bonds	1,21,24,000	5,43,05,519
Spectacles & Consumables	10,86,483	11,36,500
Total	1,89,59,253	13,43,78,910

*Inventories is valued lower of cost or fair value

Break-up of Inventories held as at 31 March 2019 is as follows :

Particulars	Nos.	Amount
Shares		
Aptech Ltd.	2,500	4,41,500
HDFC Asset Management Company	1,000	15,34,200
Jagsonpal Pharmaceuticals	21,418	5,63,293
Linde india Limited	1,058	5,16,251
Bank of Maharashtra	18	246
Shaily Engineering Plastics Limited	3,203	26,93,279
Elder Pharmaceuticals Limited	200	1
Bonds		
8.75% Power Finance Corporation 2026	110	1,09,89,000
8.46% Rural Electric Corporation 2027	10	11,35,000
Spectacles		8,80,448
Consumables		2,06,035
Total		1,89,59,253

Break-up of Inventories held as at 31 March 2018 is as follows :

Particulars	Nos.	Amount
Adlabs Entertainment Limited	2,000	93,200
Aptech Ltd.	2,500	6,45,375
ANI Integrated Services Limited	2,400	2,42,400
Dhanuka Agritech Ltd.	503	2,78,260
DPSC Limited	5,000	1,35,750
Dunlop India Limited	1,111	1
Firstsource Solutions Limited	29,000	14,83,000
Indiabulls Real Estate	10,000	18,11,000
Indian Metals & Ferro Alloys Limited	1,000	4,29,450
IL&FS Investment Managers Limited	25,000	4,27,500
Elder Pharmaceuticals Limited	200	1
Indian Overseas Bank	10,000	1,72,500
Jhandewalas Foods Limited	2,000	78,500
Kesoram Industries Limited	2,500	2,69,888
Kotak Mahindra Bank Limited	1,609	5,19,989
Bank of Maharashtra	10,000	1,36,000
Max India Limited	2,000	1,66,700
Max Venture and Industries Limited	2,000	1,34,700
Ortel Communications Limited	10,947	2,20,035
Panasonic Carbon India Co. Limited	100	55,875

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Premier Explosives Limited	1,400	4,69,000
RCI Industries & Technologies Limited	2,000	2,78,600
Reliance Naval & Engineering Limited	2,500	68,875
Shaily Engineering Plastics Limited	18,251	2,04,56,542
Timex Group India Limited	1,000	43,150
Vivimed Labs Limited	2,000	1,42,100
Yuken India Limited	12,500	4,99,75,000
Zenotech Laboratories Limited	5,000	2,03,500
Bonds		
8.75% BAJAJ FIN	470	4,73,52,829
8.02% Corporation Bank	70	69,32,800
Other	200	19,890
Spectacles		6,69,083
Consumables		4,67,417
Total		13,43,78,910

2.17 Trade receivables

(Amounts in Indian Rupees)

Particulars	As at 31 March 2019	As at 31 March 2018
Secured, considered good		
Outstanding for more than six months	-	55,04,656
Other debts	11,71,56,759	8,43,11,723
Total (a)	11,71,56,759	8,98,16,379
Unsecured, considered good		
Outstanding for more than six months	5,19,42,163	4,88,69,606
Other debts	15,37,46,309	7,84,15,551
Total (b)	20,56,88,472	12,72,85,157
Unsecured, considered doubtful		
Outstanding for more than six months	22,41,006	24,67,461
Less: Provision for doubtful debts	22,41,006	24,67,461
Total (c)	-	-
Total (a+b+c)	32,28,45,231	21,71,01,536

2.18 Cash and cash equivalents

Particulars	As at 31 March 2019	As at 31 March 2018
Cash and cash equivalents		
Cash in hand	1,98,70,654	68,48,141
Cheques /drafts in hands	1,26,53,907	-
Balances with banks in current accounts	7,26,96,558	17,58,37,012
Deposits with maturity of less than 3 months	8,00,000	8,00,000
Total cash and cash equivalents (a)	10,60,21,119	18,34,85,153
Other bank balances		
Deposit with bank less than 3 months-lien	2,55,27,560	5,15,00,000
Deposit with bank less than 12 months-lien	4,34,29,410	5,07,00,000
Unpaid dividend account	-	1,95,665
Total other bank balances (b)	6,89,56,970	10,23,95,665
Total (a+b)	17,49,78,089	28,58,80,818

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED
2.19 Short-term loans and advances (unsecured considered good, unless otherwise stated)

(Amounts in Indian Rupees)

Particulars	As at 31 March 2019	As at 31 March 2018
Loans to related parties		
Unsecured, considered good	-	1,21,00,000
Loans to body corporate		
Secured, considered doubtful	-	1,75,00,000
Less: Provision for non-performing assets	-	52,50,000
	-	1,22,50,000
Unsecured, considered good	49,60,57,709	37,61,80,377
Less: Provision for non-performing assets	16,00,000	15,00,000
	49,44,57,709	37,46,80,377
Unsecured, considered doubtful	-	1,25,86,633
Less: Provision for non-performing assets	-	1,25,86,633
		-
Security deposits - stock exchange	1,64,75,000	14,75,000
Security deposits - others	97,85,546	1,61,88,393
Security deposits – rentals	4,09,500	3,34,000
Loans to employees	15,91,500	15,29,500
Balance with statutory- government authorities	86,21,278	47,24,881
Prepaid expenses	89,50,976	90,77,201
Advance income tax - tax refundable (net of provision)	10,68,01,702	6,98,00,916
Advances for rendering services	1,16,31,349	1,17,23,817
Other advances	62,05,547	2,01,81,774
Capital advance	16,43,09,421	18,58,08,764
Other recoverable	1,22,54,956	56,67,900
Less: Provision for doubtful security deposits	-	100,000
Total	84,14,94,484	72,54,42,523

2.20 Other current assets (Unsecured considered good, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
Interest accrued on loan	6,05,77,212	1,37,18,217
Less: provision of non-performing assets	7,53,043	5,03,178
	5,98,24,169	1,32,15,039
Deposits with maturity of more than 3 months but less than 12 months	3,52,75,479	3,75,41,707

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Properties acquired in settlement of loans		
*II nd Floor - B-42, Rangpuri, Vasant Kunj , New Delhi -110070	75,00,000	75,00,000
*III nd Floor - B-42, Rangpuri, Vasant Kunj , New Delhi -110070	75,00,000	75,00,000
*III rd Floor B-127, Rangpuri Vasant Kunj New Delhi-110 070	25,00,000	-
Interest accrued on bonds	1,52,461	27,73,342
Interest accrued but not due	2,97,546	1,95,06,901
Earnst money deposit recoverable	63,05,510	9,42,600
Work in process	2,21,95,984	49,54,545
Other advance	1,00,00,229	2,61,177
Retention money	10,91,716	31,97,921
Accured income	94,18,394	25,000
Unbilled revenue	38,47,898	3,76,657
Total	16,59,09,389	9,77,94,889

* Acquired under agreement to purchase from an borrower in settlement of loan. The conveyance deed is yet to be executed in the name of the company. The Company has taken over the possession.

2.21 Revenue from operations
(Amounts in Indian Rupees)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Advisory and consultancy fees	51,73,90,031	44,86,23,928
Sale of spectacles	20,14,170	15,49,895
Broking activities	14,19,29,343	16,03,86,632
Interest income on loan	9,25,96,407	8,80,65,124
Net gain/(loss) in trading of bonds (Refer 2.21(a))	1,67,16,304	2,90,52,253
Profit/(loss) on derivatives	(1,73,43,017)	(2,63,24,063)
Net gain/(loss) in trading of shares (Refer 2.21 (b))	42,08,251	90,86,103
Other operating income (Refer 2.21(c))	2,34,60,590	26,93,30,472
Rent Received	26,39,706	5,99,488
Total	78,36,11,785	98,03,69,832

2.21 (a) Net results in trading of bonds:

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Trading of bonds		
Opening stock of bonds	5,43,05,519	9,14,81,055
Add: Cost of bonds purchased	7,60,32,35,208	6,45,16,77,655
	7,65,75,40,727	6,54,31,58,710
Less: Closing stock of bonds	1,21,24,000	5,43,05,519
Cost of bonds sold	7,64,54,16,727	6,48,88,53,191
Less: Sale of bonds	7,66,21,33,031	6,51,79,05,444
Net gain/(loss) in trading of bonds	1,67,16,304	2,90,52,253

2.21 (b) Net results in trading of shares:

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Trading of shares		
Opening stock of shares	7,89,36,891	1,39,23,793
Add: Cost of shares purchased	8,62,13,448	33,25,86,212
	16,51,50,339	34,65,10,005

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Less: Closing stock of shares	57,48,770	7,89,36,891
Cost of shares sold	15,94,01,569	26,75,73,114
Less: Sale of shares	16,36,09,820	27,66,59,217
Net gain/(loss) in trading of shares	42,08,251	90,86,103

2.21 (c) Other operating income:

(Amounts in Indian Rupees)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Delayed payment charges	79,62,316	79,29,265
Ancillaries activities of broking	27,121	26,989
Processing fee & Others	-	25,21,23,757
Interest on fixed deposits pledged with exchanges	85,82,971	87,46,216
Dividend income	68,92,182	5,04,245
Total	2,34,60,590	26,93,30,472

*The interest income on deposits pledged with banks / stock exchanges has been included in operating income since the same is directly attributable to primary revenue generating operation of the company.

2.22 Other Income

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest income on		
- Bank deposits	25,67,757	36,09,037
- Other loans & advances	60,010	10,78,273
Net gain on sale of investments	5,85,900	39,97,253
Rent received	1,54,54,286	2,47,69,080
Excess provision on employee benefit no longer required written back	13,40,153	43,34,779
Excess provision written back	5,96,907	3,42,167
Provision for doubtful debts written back	-	16,56,949
Liabilities no longer required written back	80,71,479	11,76,976
Bad debts recovered	-	-
Interest received on Income Tax refund	4,83,864	77,12,439
Miscellaneous income	9,75,865	7,58,569
Profit on sale of Property, Plant & Equipments	93,534	35,14,609
Excess contingent Provision on standard asset written back	26,087	-
Total	3,02,55,842	5,29,50,131

* Includes interest on loan to associates and deposits with body corporate.

2.23 Employee benefits expenses

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Salaries, wages and bonus	28,88,50,106	25,70,75,400
Contribution to provident and other funds	81,88,318	72,50,947
Gratuity and leave encashment	92,44,149	65,41,649
Staff welfare expense	64,14,635	55,22,294
Total	31,26,97,208	27,63,90,290

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

2.24 Finance cost

(Amounts in Indian Rupees)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest expense and other borrowing cost	1,02,92,417	2,59,34,798
Total	1,02,92,417	2,59,34,798

2.25 Other expenses

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Advance/debit balances written off	12,52,476	30,38,045
Advertisement expenses	6,64,048	25,11,340
Bad debts written off	1,51,80,114	10,47,34,132
Provision for doubtful debts	-	32,91,566
Bank & processing charges	91,03,277	58,32,714
Business promotion expense	40,43,237	29,85,127
Charity and donations	6,23,500	6,55,600
Contingent provision on standard assets	2,55,477	5,82,336
Communication expenses	81,17,357	83,37,596
Car lease charges	4,80,000	4,80,000
Commission and brokerage	4,60,38,261	5,50,48,563
Demat Charges	22,634	62,070
Repair and maintenance:		
- Computer maintenance	15,60,635	14,20,596
- Building	4,29,688	1,44,969
- Office maintenance	55,17,008	55,72,294
- Vehicle repair and maintenance	29,09,785	25,20,797
Rent	3,04,96,174	2,59,04,103
Provision for non performing assets	1,00,000	15,00,000
Professional charges	13,42,98,253	10,32,13,622
Electricity, generator and water charges	81,35,168	74,97,621
Expenditure on CSR activities	5,57,700	7,30,000
Travelling and conveyance expenses	2,58,23,224	2,34,01,799
Insurance charges	18,92,623	14,40,966
Property, Plant & Equipments written off	-	32,601
Interest on late deposit on Government Dues	8,38,310	2,54,719
Rates and taxes	45,50,145	44,66,954
Printing and stationery	39,92,139	37,66,429
Legal and professional charges ¹	4,10,97,086	2,13,76,217
Loss on sale of investment	28,96,019	24,11,248
Loss on error trades	15,950	721030
SEBI and stock exchange fee and charges	9,96,713	18,77,032
Membership and subscription	15,15,295	14,09,993
Tender expenses	7,08,007	11,01,479
Site expenses	43,63,676	60,75,190
Consumables	33,05,223	17,96,246
Miscellaneous expenses	18,17,985	22,66,270
Total	36,35,97,187	40,84,61,261

¹Auditor's remuneration (excluding taxes)

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

(Amounts in Indian Rupees)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Statutory Audit fee	12,97,400	13,77,250
Certification fee	44,500	2,71,811
Others	1,07,900	1,01,950
Tax audit fee	70,000	60,000
Total	15,19,800	18,11,011

2.26 Earnings per share

Earnings per share (EPS) are computed in accordance with Accounting Standard "AS 20- Earnings per Share" by dividing the net profit after tax by the weighted average number of equity shares outstanding for the period.

Particulars		For the year ended 31 March 2019	For the year ended 31 March 2018
Net profit/ (loss) after tax available for equity shareholders (A)		11,74,42,888	24,86,60,902
Weighted average number of equity shares for Basic EPS (B) (Face value of Rs.6 each)		2,42,70,900	2,42,70,900
Weighted average number of equity shares for diluted EPS (C) (Face value of Rs.6 each)		2,42,70,900	2,42,70,900
Basic EPS (A/B)		4.84	10.25
Diluted EPS (A/C)		4.84	10.25

2.27 Contingent Liabilities

(Amounts in Indian Rupees)

	Particulars	As at	
		31 March 2019	31 March 2018
1	Suit filed by clients on the Company for recovery on account of unauthorised trades on stock exchanges/ deficiency in services. These matters are pending before various dispute resolution authorities.	1,52,546	1,52,546
2	Suit filed by previous employees on the Company for recovery of their dues from Company. These matters are pending before various courts.	1,85,700	1,85,700
3	Show cause notice for service tax demand in relation to the financial year ended 31 March 2007 and 31 March 2008. Appeal filed with Service Tax Tribunal, R. K. Puram, New Delhi. Hearing awaited.	64,44,100	64,44,100
4	Show cause notice for service tax demand in relation to the financial years ended 31 March 2006 till the financial year ended 31 March 2009. Reply filed with Assistant Commissioner of Service Tax, M G Road, New Delhi, Hearing awaited.	5,000	5,000
5	Corporate guarantee issued for Almondz Finanz Limited, a wholly owned subsidiary of the Company.	-	-
6	Corporate guarantee issued for Almondz Commodities Private Limited, a subsidiary of the Company.	-	5,00,00,000
7	Corporate Guarantee issued for Skiffle Healthcare Services Limited, a wholly owned subsidiary of the Company	78,34,316	2,48,08,000
8	Corporate Guarantee issued for Almondz Global Infra-Consultant Limited, a wholly owned subsidiary of the company, Vijaya Bank	7,99,34,259	11,34,38,000
9	Corporate Guarantee issued for Almondz Global Infra-Consultant Limited, a wholly owned subsidiary of the company, Axis Bank	-	3,00,00,000
10	Capital Commitments (net of advances)	1,61,72,716	161,72,716
11	Income tax demand disputed by Almondz Finanz Limited	-	8,94,000
12	Bank Guarantees	26,18,11,000	1,44,68,00,000
13	Bank Guarantee in favour of ECHS, CGHS and ESI	13,50,000	13,50,000
14	Collateral given to Oriental Bank of Commerce for Credit facility taken by one of the associates	5,86,29,515	5,66,77,680
	Total	43,25,19,152	174,69,27,742

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

**2.28 Segment Reporting
For the year ended 31 March 2019**

(Amounts in Indian Rupees)

Particulars	Debt and equity market operations	Corporate finance and advisory fee	Infrastructure advisory	Finance activities	Investment activities	Wealth/ Broking activities	Healthcare Activities	Other	Unallocable	Total
Segment Revenue										
Segment Revenue	42,10,244	11,87,35,579	36,82,04,005	9,25,96,407	61,42,500	15,60,23,590	3,49,05,759	27,59,706	-	78,35,77,790
Segment Results										
Segment Results	(2,74,05,036)	5,44,24,736	4,49,93,114	5,23,65,284	72,48,475	19,53,199	24,00,516	18,62,549	2,01,34,096	15,79,76,933
Less: Unallocable expenses (net)	-	-	-	-	-	-	-	-	3,67,26,351	3,67,26,351
Less : Interest expenses	27,33,391	58,553	13,46,240	16,40,273	8,59,972	-	8,20,863	-	28,33,125	1,02,92,417
Profit/(Loss) before tax	(3,01,38,427)	5,43,66,183	4,36,46,874	5,07,25,011	63,88,503	19,53,199	15,79,653	18,62,549	(1,94,25,380)	11,09,58,165
Less: Provision for tax for the Year	-	-	51,71,646	-	67,749	7,55,419	6,837	1,85,963	68,95,640	1,30,83,254
Net Profit/ (Loss) after tax	(3,01,38,427)	5,43,66,183	3,84,75,228	5,07,25,011	63,20,754	11,97,780	15,72,816	16,76,586	(2,63,21,020)	9,78,74,911
Other Information										
Segmental assets	8,84,04,005	4,03,84,207	33,52,65,559	63,36,02,759	9,71,05,603	29,12,40,034	6,34,89,146	21,23,86,197	92,27,68,309	2,68,46,45,819
Segmental liabilities	1073481	2899790	103296590	25625871	70746	173345726	12649664	702092	343116085	66,27,80,045
Capital expenditure	-	3,78,000	41,21,225	-	-	13,40,310	96,21,697	-	15,22,136	1,69,83,368
Depreciation	11,32,704	34,46,137	50,17,451	33,105	-	33,08,977	28,23,464	4,624	3,98,160	1,61,64,622

**2.28 Segment Reporting (Contd.)
For the year ended 31 March 2018**

(Amounts in Indian Rupees)

Particulars	Debt and equity market operations	Corporate finance and advisory fee	Infrastructure advisory	Finance activities	Investment activities	Wealth / Broking activities	Healthcare Activities	Other	Unallocable	Total
Segment Revenue										
Segment Revenue	1,18,67,575	17,60,79,967	25,58,27,923	8,80,13,590	25,21,23,757	17,38,70,189	2,16,78,309	9,08,522	-	98,03,69,832
Segment Results										
Segment Results	(1,09,89,488)	10,28,88,353	1,27,78,844	(1,64,55,686)	25,21,23,757	34,81,264	(17,96,559)	9,83,426	(16,77,908)	34,13,36,003
Less: Unallocable expenses (net)	-	-	-	-	-	-	-	-	(55,20,183)	(55,20,183)
Less : Interest expenses	81,95,395	63,707	17,77,214	(2,33,393)	-	6,22,618	6,00,639	4,932	1,49,66,502	2,59,97,614
Profit/(Loss) before tax	(1,91,84,883)	10,28,24,646	1,10,01,630	(1,62,22,293)	25,21,23,757	28,58,646	(23,97,198)	9,78,494	(2,21,64,593)	30,98,18,206
Less :Provision for tax for the Year	-	-	15,77,983	-	-	(1,12,101)	(2,591)	69,971	5,61,05,393	5,76,38,655
Net Profit/ (Loss) after tax	(1,91,84,883)	10,28,24,646	94,23,647	(1,62,22,293)	25,21,23,757	29,70,747	(23,94,607)	9,08,522	(7,82,69,986)	25,21,79,551
Other Information										
Segmental assets	20,50,12,035	3,81,57,894	27,25,95,676	46,51,32,650	6,59,23,452	36,42,74,682	4,50,29,623	21,37,97,860	76,72,93,435	2,43,72,17,307
Segmental liabilities	5,87,67,278	82,78,412	6,20,39,137	20,69,250	-	12,09,66,069	79,65,098	1,56,99,475	25,23,11,933	52,80,96,652
Capital expenditure	-	23,729	2,63,74,875	12,597	-	28,95,707	40,22,468	-	79,377	3,34,08,753
Depreciation	10,58,487	21,49,166	32,88,860	-	40,59,030	-	19,26,407	5,051	2,32,643	1,27,19,644

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

2.28 Segment Reporting (Contd.)

Notes:

- (I) **Business Segments:** The entity's business segments have been classified as above. This business segregation forms the basis for review of operating performance by the management. The following are the business segments identified by the management:
- **Debt and equity market operations** comprises dealing/trading in securities and bonds which involves exposure to market risk.
 - **Corporate finance and advisory** comprises merchant banking, underwriting commission, corporate and infrastructure advisory and loan syndication fees and arranger of debts/bonds, etc. These are mainly in the nature of services involving no or negligible risk.
 - **Wealth / Broking activities** comprises commodity broking on various commodity exchanges in the country, stock and share broking on National Stock Exchange of India Limited and Bombay Stock Exchange Limited and other related ancillary services and comprises broking and commission of mutual funds, equity initial public offerings, capital gain bonds, fixed deposits of government undertakings and RBI taxable bonds, etc. These are mainly in the nature of services involving no or negligible risk and Real Estate broking activities.
 - **Finance activities** comprises granting of loans.
 - **Infrastructure advisory** comprises advisory services in relation to infrastructure projects mainly in the nature of services involving no or negligible risk.
 - **Healthcare Activities** comprises to establish, administer, own & run the eye care hospitals.
 - **Investment activities** comprises of profit on sale of investment.
 - **Others** involves the business which are not reportable segment during the year.

2.29 Statement of Net Assets and Profit or Loss attributable to owners and minority interest

As at 31 March 2019

(Amounts in Indian Rupees)

	Name of Entity	Reporting Currency	As % of consolidated net assets	Net Assets, i.e total assets minus total liabilities	As % of consolidated profit or loss	Share in profit or (loss)
A.	Parent					
	Avonmore Capital & Management Services Limited	INR	37.55%	1,00,59,73,297	17.79%	2,83,02,256
B.	Indian Subsidiaries					
1	Glow Apparels Private Limited	INR	1.01%	2,70,81,689	0.00%	(7,348)
2	Almondz Global Securities Limited	INR	52.88%	1,41,65,93,364	60.72%	9,66,08,872
3	Almondz Info system Private Limited	INR	0.02%	5,29,705	0.01%	14,060
4	Anemone Holdings Private Limited	INR	1.54%	4,13,10,255	21.49%	3,41,88,563
5	Apricot Infosoft Private Limited	INR	1.09%	2,92,69,855	(0.14%)	(2,29,451)
6	Avonmore Developers Private Limited	INR	3.14%	8,41,65,363	0.21%	3,32,807
8	Red Solutions Private Limited	INR	2.76%	7,38,99,16,161	(0.06%)	(99,465)
	TOTAL					
C.	Adjustment due to consolidation			(1,51,67,35,195)		(607,19,616)
	Minority Interest in Subsidiary			(61,06,23,776)		4,16,67,607
	Indian Subsidiaries					
D.	Associates					
	Indian					
1	Willis Tower Watson India Insurance Brokers Private Limited	INR		5,11,63,608		2,78,67,809
2	Almondz Insolvency Resoultion Services Private Limited	INR		1,01,51,575		3,31,11,428
3	Premier Alcobev Private Limited	INR		40,76,26,576		(2,59,420)

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

2.29 Statement of Net Assets and Profit or Loss attributable to owners and minority interest (Contd.)

As at 31 March 2018

(Amounts in Indian Rupees)

	Name of Entity	Reporting Currency	As % of consolidated net assets	Net Assets, i.e total assets minus total liabilities	As % of consolidated profit or loss	Share in profit or (loss)
A.	Parent					
	Avonmore Capital & Management Services Limited	INR	38.45%	97,76,71,041	79.32%	20,67,76,100
B.	Indian Subsidiaries					
1	Glow Apparels Private Limited	INR	1.07%	2,70,89,037	(0.004%)	(10,704)
2	Almondz Global Securities Limited	INR	51.87%	1,31,90,43,682	18.002%	4,69,30,596
3	Almondz Info system Private Limited	INR	0.02%	5,15,645	0.04%	9,596
4	Anemone Holdings Private Limited	INR	0.28%	71,21,692	2.711%	70,66,697
5	Apricot Infosoft Private Limited	INR	1.16%	2,94,99,306	(0.008%)	(22,044)
6	Avonmore Developers Private Limited	INR	3.30%	8,38,32,556	(0.015%)	(39,348)
7	Latitude 23 Communications Limited	INR	0.01%	2,64,790	(0.005%)	(12,538)
8	Red Solutions Private Limited	INR	3.85%	9,78,79,611	(0.003%)	(8,117)
	TOTAL			2,54,29,17,360		26,06,90,238
C.	Adjustment due to consolidation			(1,21,23,50,610)		(85,10,687)
	Minority Interest in Subsidiary			56,85,53,905		2,73,72,738
	Indian Subsidiaries					
D.	Associates					
	Indian					
1	Carya Chemicals and Fertilizers Private Limited	INR		10,29,00,162		-
2	Yug Infrastructures Private Limited	INR		3,15,79,473		1,07,129
3	Premier Alcobev Private Limited	INR		34,14,03,000		1,72,20,500
4	Willis Tower Watson India Insurance Brokers Private Limited	INR		56,10,60,916		70,74,583
5	Almondz Insolvency Resolutions Services Private Limited	INR		(10,70,088)		(6,85,439)

As per our report of even date attached

For **Mohan Gupta & Company**

Chartered Accountants

FRN. 006519N

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

CA MOHAN GUPTA

Partner

Membership No. 082466

Date : 30 May 2019

Ashok Kumar Gupta

Managing Director

DIN : 02590928

Shilpa Bhatia

Company Secretary

ACS. A49386

Govind Prasad Agrawal

Director

DIN:00008429

Shakti Singh

Chief Financial Officer

PAN: BKMP56127D

Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company

(as required in terms of paragraph 13 of Non-Banking Financial)
(Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) direction, 2007)

(Rs. in Lakhs)

Particulars			
Liabilities side			
(1)	Loans and advances availed by Non-Banking Financial Company inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
	(a) Debentures: Secured		
	: Unsecured	-	-
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	-	-
	(c) Term Loan	-	-
	(d) Inter-corporate loans and borrowing	-	-
	a) from holding company-Unsecured	-	-
	b) from others-Unsecured	-	-
	(e) Commercial Paper	-	-
	(f) Other loans	-	-
	Unsecured loan repayable on demand	-	-
Assets side			
(2)	Break - up of loans and Advances including bills receivables (other than those included in (4) below		Amount Outstanding
	(a) Secured		-
	(b) Unsecured		2,518.15
(3)	Break - up of Leased Assets and stock on hire and other asset counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtors:		
	(a) Financial lease		-
	(b) Operating lease		-
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire		-
	(b) Repossessed Assets		-
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		-
	(b) Loans other than (a) above		-

Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company (Contd.)

(4)	Break-up of Investments	
	Current Investments:	
	(1) Quoted:	
	(i) shares : (a) Equity	-
	(b) Preference	-
	(ii) Debenture and Bonds	-
	(iii) Units of mutual Funds	-
	(iv) Government Securities	-
	(v) Others (please specify)	-
	(2) Unquoted:	
	(i) shares : (a) Equity	-
	(b) Preference	-
	(ii) Debenture and Bonds	-
	(iii) Units of mutual Funds	-
	(iv) Government Securities	-

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

(v) Others (please specify)	-
Long Term Investments:	
(1) Quoted:	
(i) shares : (a) Equity	3,802.85
(b) Preference	-
(ii) Debenture and Bonds	-
(iii) Units of mutual Funds	-
(iv) Government Securities	-
(v) Others (please specify)	-
(2) Unquoted:	
(i) shares : (a) Equity	1,431.21
(b) Preference	1,177.40
(ii) Debenture and Bonds	-
(iii) Units of mutual Funds	-
(iv) Government Securities	-
(v) Others (please specify)	11.83
Total	6,423.29

(5) Borrower group - wise classification of assets financed as in (2) and (3) above:			
Category	Amount net of provision		
	Secured	unsecured	Total
(1) Related Parties			
(a) Subsidiaries	-	565.65	565.65
(b) Companies in the same group	-	60.00	60.00
(c) Other related parties	-	-	-
(2) Other than related parties	-	1,892.50	1,892.50
Total	-	2,518.15	2,518.15

Schedule to the Balance Sheet of a non - deposit taking Non-Banking Financial Company (Contd.)

(6) Investor group - wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)			
Category	Market Value/ Break up or fair value of NAV	Book Value (net of Provisions)	
(1) related Parties			
(a) Subsidiaries	6,996.71	6,408.00	
(b) Companies in the same group	-	-	
(c) Other related parties	-	-	
(2) Other than related parties	3.46	3.46	
Total	7,000.17	6,411.46	

(7) Other information		
	Particulars	Amount
(i)	Gross Non- Performing Assets	
	(a) Related Parties	
	(b) Other than related Parties	25
(ii)	Net Non- Performing Assets	
	(a) Related Parties	
	(b) Other than related Parties	9
(iii)	Assets acquired in satisfaction of debt	

Avonmore Capital & Management Services Limited

Corporate Identity Number (CIN) : L67190DL1991PLC045857

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

Tel : 011-43500700; Fax : 011-43500787;

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

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of **AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED** will be held on **Friday, the 27th day of September, 2019, at 12.00 P.M.** at M. P. C. U. Shah Auditorium, Shree Delhi Gujrati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110 054 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with Reports of Board of Directors and the Auditors thereon, and in this regard, pass the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements as at 31 March 2019 of the Company together with Directors’ Report and Auditors’ Report thereon as presented to the meeting, be and are hereby, approved and adopted.”
2. To appoint a Director in place of Ms. Ashu Gupta (DIN: 00007836), who retires by rotation at this Annual General Meeting in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment, and in this regard, pass the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Ashu Gupta (DIN: 00007836), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Ajay Kumar as a Non-Executive Independent Director of the Company for second term of five consecutive years**
To consider and if thought fit, to pass the following Resolution as Special Resolution:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) Mr. Ajay Kumar (DIN: 01954049), who was appointed as an Independent Director of the Company at the 22nd Annual General Meeting of the Company and holds office upto 28th September, 2019 and who meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations and has submitted a declaration to that effect and eligible for the re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f. 29th September, 2019 to 28th September, 2024.”
4. **Re-appointment of Mr. Shyam Sunder Lal Gupta as a Non Executive Independent Director of the Company for second term of five consecutive years**
To consider and if thought fit, to pass the following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) Mr. Shyam Sunder Lal Gupta (DIN: 00044635), who was appointed as an Independent Director of the Company at the 22nd Annual General Meeting of the Company and holds office upto 28th September, 2019 and who meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations and who is above the 75 years and has submitted a declaration to that effect and eligible for the re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f. 29th September, 2019 to 28th September, 2024.”

5. **Appointment of Mr. Bhupinder Singh as a Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Bhupinder Singh (DIN: 00062754) who is above 75 years and has submitted a declaration that he meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations and who is eligible for the appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five consecutive years w.e.f. 27th September, 2019 to 26th September, 2024.”

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

Shilpa Bhatia
Company Secretary &
Compliance Officer

Date: August 21, 2019
Place: New Delhi

Registered Office:
F-33/3, Okhla Industrial Area, Phase-II,
New Delhi – 110 020, India
CIN: L67190DL1991PLC045857
Website: www.avonmorecapital.in
E-mail: secretarial@almondz.com
Tel.: +91 43500700 Fax: +91 43500787

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
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. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. The Register of Members and Transfer Books of the Company will be closed from September 21, 2019 to September 27, 2019, both days inclusive.
5. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
6. In terms of Section 152 of the Act, Ms. Ashu Gupta, Director, retire by rotation at the Meeting and being eligible, offer herself for re-appointment.
7. Ms. Ashu Gupta is interested in the Ordinary Resolution set out at Item No. 2, of the Notice with regard to her re-appointment.
8. Additional information, pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, in respect to director seeking appointment/re-appointment at the AGM, is furnished as **Annexure-A** to the Notice. The directors have furnished consent/declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules made there under.
9. 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.
10. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Beetal Financial & Computer Services Pvt. Ltd., for consolidation into a single folio.
11. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth**

Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
13. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the Notice of the AGM along with the Annual Report 2018-19 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. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.avonmorecapital.in.
14. 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.
15. 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.
16. All documents referred to in the accompanying Notice 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.
17. At the 25th Annual General Meeting of the Company held on September 28, 2017, the members approved appointment of, M/s Mohan Gupta & Company, Chartered Accountants (Firm Registration No. 006519N) as Statutory Auditors of the Company in place of retiring auditors M/s H. K. Chhabra & Co., to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 30th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting held during their tenure of appointment, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.
- Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 27th Annual General Meeting.
18. 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.

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

19. The Company is registered with the following depositories for dematerialization of its Equity Shares:
- National Securities Depositories Ltd. (NSDL) at Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013
 - Central Depository Services (India) Ltd. (CDSL), at Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013
- The Registration No. granted by NSDL & CDSL is ISIN INE-INE323B01016.
20. **To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.**
21. In compliance with the provisions of section 108 of the Companies Act, 2013 (the Act), read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI (LODR) Regulations, 2015, 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.
22. 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.
23. M/s. **C. B. Mishra & Associates**, Practicing Company Secretaries (Membership No. FCS 4006), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
24. 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.
25. 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.
26. 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.
27. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to complianceacms@almondz.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, M/s. **C. B. Mishra & Associates** not later than Thursday, September 26, 2019 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.
28. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.avonmorecapital.in and on the website of CDSL <https://www.evotingindia.com> within three days of the passing of the resolutions at the 27th AGM of the Company on September 27th, 2019 and communicated to the Bombay Stock Exchange Limited, where the shares of the Company are listed.

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

Date: August 21, 2019 **Shilpa Bhatia**
Place: New Delhi **Company Secretary & Compliance Officer**

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. 3 to 4 of the accompanying Notice:

Item No. 3:

At the Annual General Meeting (AGM) held on September 29, 2014 Mr. Ajay Kumar (DIN: 01954049) was appointed as an Independent Director of the Company for a first term of 5 consecutive years i.e. upto 28th September, 2019.

Mr. Ajay Kumar is 1976 batch Indian Administrative Services Officer (IAS). He has vast and varied experience in Administration, Urban Development, Real Estate Development, Housing, Poverty, Public Health, Comparative Politics, International Relations & Law. He held the offices of Principal Secretary, Rural Engineering Organization & Vice Chairman, Bihar Rural Roads Development agency; Principal Secretary, Science and Technology, Govt. of Bihar; Principal Secretary Building & Housing cum Chairman Bihar State Housing Board (BSHB); Secretary Urban Development & Housing Department, Govt. of Bihar.

Mr. Ajay Kumar is associated with the Company from the year 2013 as an Independent Director. He attends Board and Committee meetings of the Company, participates in various discussions and provides his valuable suggestions to the Board. His rich knowledge, skills, wide experience, contributions have immensely benefited the Company.

Considering all the aforesaid factors and on the basis of report of performance evaluation of Mr. Ajay Kumar, the Nomination and Remuneration Committee recommended to the Board that his continued association will immensely benefit the Company. Pursuant to the recommendation of Nomination and Remuneration Committee and report of performance evaluation and in order to reap benefits of his rich and varied experience, the Board at its meeting held on 21st August, 2019 approved and recommended the re-appointment of Mr. Ajay Kumar, as a Non-Executive Independent Director of the Company for a second term of five consecutive years with effect from 29th September, 2019 to 28th September, 2024 not liable to retire by rotation.

Mr. Ajay Kumar has given consent for the said re-appointment and he is not disqualified from being re-appointed as a director of the Company under Section 164 of the Companies Act, 2013 ("the Act"). Further, the Company has received declaration of independence from Mr. Ajay Kumar confirming that he meets the criteria of independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Board after assessing veracity of the same is of the opinion that he fulfills the conditions for appointment as an Independent Director as specified in the Act, and rules made thereunder and the Listing Regulations and he is independent of the management. Further, Mr. Ajay Kumar is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The details of Mr. Ajay Kumar required under Regulation 36(2) of the Listing Regulations and Secretarial Standard - 2 are provided in Annexure to the Notice. The draft letter of re-appointment of Mr. Ajay Kumar setting out the terms and conditions of the said re-appointment is available for inspection at the Registered Office of the Company on all days except Saturdays, between 11.00 a.m. to 1.00 p.m. upto the date of the AGM and also at the AGM. Further, the letter of appointment is also available on website of the Company.

Pursuant to the provisions of Section 149(10) of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company.

The Board of Directors recommends the resolution as set out in Item No. 3 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ajay Kumar and his relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 4:

At the Annual General Meeting (AGM) held on September 29, 2014 Mr. Shyam Sunder Lal Gupta (DIN: 00044635) was appointed as an Independent Director of the Company for a first term of 5 consecutive years i.e. upto 28th September, 2019.

Further, pursuant to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, at the Annual General Meeting held on 27th September, 2019, members of the Company approved continuation of term of Shyam Sunder Lal Gupta upto 28th September, 2019.

Mr. Shyam Sunder Lal Gupta is M.Com, LL.B, MBA & CAIIB and Advocate at Supreme Court of India and the Delhi High Court. He was associated for over 3 decades with the Industrial Finance Corporation of India as Legal Adviser & Head of the Legal Department and Chief General Manager. Mr. Shyam Sunder Lal Gupta was also associated with M/s Orr. Dinam & Co., a renowned firm of Solicitors and Advocates, as the head of their Delhi office.

Mr. Shyam Sunder Lal Gupta is associated with the Company from past 11 years as an Independent Director. Mr. Shyam Sunder Lal Gupta, aged 85 years, is fit and capable of discharging his duties as an Independent Director of the Company. He attends Board and Committee meetings of the Company, participates in various discussions and provides his valuable suggestions to the Board. His rich knowledge, skills, wide experience, contributions have immensely benefited the Company.

Considering all the aforesaid factors and on the basis of report of performance evaluation of Mr. Shyam Sunder Lal Gupta, the Nomination and Remuneration Committee recommended to the Board that his continued association will immensely benefit the Company. Pursuant to the recommendation of Nomination and Remuneration Committee and report of performance evaluation and in order to reap benefits of his rich and varied experience, the Board at its meeting held on 21st August, 2019 approved and recommended the re-appointment of Mr. Shyam Sunder Lal Gupta, as a Non-Executive Independent Director of the Company for a second term of five consecutive years with effect from 29th September, 2019 to 28th September, 2024 not liable to retire by rotation.

Mr. Shyam Sunder Lal Gupta has given consent for the said re-appointment and he is not disqualified from being re-appointed as a director of the Company under Section 164 of the Companies Act, 2013 ("the Act"). Further, the Company has received declaration of independence from Mr. Shyam Sunder Lal Gupta confirming that he meets the criteria of independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Board after assessing veracity of the same is of the opinion that he fulfills the conditions for appointment as an Independent Director

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

as specified in the Act, and rules made thereunder and the Listing Regulations and he is independent of the management. Further, Mr. Shyam Sunder Lal Gupta is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The details of Mr. Shyam Sunder Lal Gupta required under Regulation 36(2) of the Listing Regulations and Secretarial Standard - 2 are provided in Annexure to the Notice. The draft letter of re-appointment of Mr. Shyam Sunder Lal Gupta setting out the terms and conditions of the said re-appointment is available for inspection at the Registered Office of the Company on all days except Saturdays, between 11.00 a.m. to 1.00 P.M upto the date of the AGM and also at the AGM. Further, the letter of appointment is also available on website of the Company.

Pursuant to the provisions of Section 149(10) of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company. As per Regulation 17(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1st April, 2019, no listed company shall appoint

or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless the same is approved by members of the Company by way of

Special Resolution.

The Board of Directors recommends the resolution at Item No. 4 of the Notice for the approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Shyam Sunder Lal Gupta and his relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 5:

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and as per the recommendation of Nomination and Remuneration Committee the Board of Directors at their meeting held on 21st August, 2019 approved and recommended the appointment of Mr. Bhupinder Singh (DIN: 00062754) as a Non-Executive Independent Director for a first term of five consecutive years w.e.f 27th September, 2019 to 26th September, 2024.

Mr. Bhupinder Singh is a commerce graduate from Delhi University, MBA, CA (Inter), Fellow British Institute of Management (UK) and Fellow Institute of Directors (UK). He is eminently experienced in well known public and private sector organization in various capacities around 55 years. He was CMD of State Trading Corporation (STC) and was Consultant to Ministry of Commerce and Member Task Force, Ministry of Heavy Industry.

The brief profile and other details of Mr. Bhupinder Singh required as per Regulation 36(2) of the Listing Regulations and Secretarial Standard - 2 are provided in Annexure to this Notice.

The Company has received declaration of independence from Mr. Bhupinder Singh confirming that he meets the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In the opinion of the Board, Mr. Bhupinder Singh fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations and he is independent of the management. Further, Mr. Bhupinder Singh is not disqualified to act as Director of the Company. He has also given a declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The letter of appointment of Mr. Bhupinder Singh setting out the terms and conditions of the said appointment is available for inspection at the Registered Office of the Company on all days except Saturdays, between 11.00 a.m. to 1.00 p.m. upto the date of the AGM and also at the AGM. Further, the letter of appointment is also available on website of the Company.

Further, Mr. Bhupinder Singh is above the age of 75 years. Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on May 09, 2018, prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.

Considering rich knowledge, skills, varied experience of Mr. Bhupinder Singh, the Board is of the opinion that his appointment on the Board will immensely benefit the Company and it is desirable to avail services of Mr. Bhupinder Singh as an Independent Director.

The Board of Directors recommends the resolution as set out in Item No. 5 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Bhupinder Singh and his relatives are concerned or interested, financially or otherwise, in the said resolution.

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

Shilpa Bhatia
Company Secretary &
Compliance Officer

Date: August 21, 2019
Place: New Delhi

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED
Annexure A
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE- APPOINTMENT AT THE ANNUAL GENERAL MEETING, SCHEDULED TO BE HELD ON SEPTEMBER 27, 2019 PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS), REGULATION, 2015

Name of the Director	Mr. Ajay Kumar	Mr. Shyam Sunder Lal Gupta	Mr. Bhupinder Singh	Ms. Ashu Gupta
Date of Birth	30-01-1951	28-09-1933	10-07-1939	23-12-1969
Age (in years)	68	85	80	49
DIN	01954049	00044635	00062754	00007836
Qualification	IAS	M.Com, LL.B, MBA & CAIIB	B.COM, MBA, CA (Inter), Fellow British Institute of Management (UK) and Fellow Institute of Directors (UK).	B.Com, FCS, LLB
Date of first Appointment on the Board	12-11-2013	30-07-2008	27-09-2019	20-03-2015
Brief Profile/ nature of Expertise in specific functional area	He has vast and varied experience in Administration, Urban Development, Real Estate Development, Housing, Poverty, Public Health, Comparative Politics, International Relations & Law.	He was associated for over 3 decades with the Industrial Finance Corporation of India as Legal Adviser & Head of the Legal Department and Chief General Manager. He had handled the work of Supreme Court, High Courts, MRTD Commission, CLB, Arbitrators etc	He is eminently experienced in well known public and private sector organization in various capacities around 55 years. He was CMD of State Trading Corporation (STC) and was Consultant to Ministry of Commerce and Member Task Force, Ministry of Heavy Industry.	She has Immense knowledge and experience of over 2 decades in almost every facet of Corporate Secretarial, Legal Advisory and Consulting Profession
Terms of conditions of appointment/ re-appointment	As per resolution mentioned in Item no. 3 of the Notice	As per resolution mentioned in Item no. 4 of the Notice	As per resolution mentioned in Item no. 5 of the Notice	As per resolution mentioned in Item no. 2 of the Notice
Details of remuneration sought to be paid and remuneration last drawn.	Mr. Ajay Kumar shall be entitled for sitting fees as may be approved by the Board from time to time. At present, sitting fees for attending each Board/ Audit Committee/ Other Committee meeting is Rs. 15,000/-, Rs.7,500/- and 3000 respectively. For FY 2018-19: Sitting Fees: Rs. 44,500/-	Mr. Shyam Sunder Lal Gupta shall be entitled for sitting fees as may be approved by the Board from time to time. At present, sitting fees for attending each Board/ Audit Committee/ Other Committee meeting is Rs. 15,000/-, Rs.7,500/- and 3000 respectively. For FY 2018-19: Sitting Fees: Rs.93,500/-	Mr. Bhupinder Singh shall be entitled for sitting fees as may be approved by the Board from time to time. For FY 2018-19: Sitting Fees: NA	Mrs. Ashu Gupta shall be entitled for sitting fees as may be approved by the Board from time to time. At present, sitting fees for attending each Board meeting is Rs. 15,000/- For FY 2018-19: Sitting Fees: Rs.55,000/-
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of Board Meetings attended during the year	2	4	Not Applicable*	4
Board Membership of other Companies as on March 31, 2019 (excluding foreign, private and Section 8 Companies)	1. Almondz Global Securities Limited 2. Almondz Finanz Limited	Rama Vision Limited Instapower Limited	1.Panacea Biotec Limited 2.Emmsons International Limited	NIL

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Chairman/ Member of the Committee of the Board of Directors of the Company as on March 31, 2019	Chairman of Audit Committee & Nomination & Remuneration Committee	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	NIL	NIL
Chairman/Member of the Committee of Directors of other companies in which he is a director as on March 31, 2019				
a) Audit Committee	Almondz Global Securities Limited-Chairman Almondz Finanz Limited-Member	Rama Vision Limited- Chairman	NIL	NIL
b)Stakeholders Relationship Committee	Almondz Global Securities Limited-Chairman	Rama Vision Limited- Chairman	Emmsons International Limited-Chairman	NIL
c)Nomination and Remuneration Committee	Almondz Global Securities Limited-Chairman Almondz Finanz Limited-Chairman	Rama Vision Limited- Member	NIL	NIL
Number of shares held in the Company as on March 31, 2019	NIL	NIL	NIL	NIL

* Mr. Bhupinder Singh shall appoint as an Independent Director w.e.f 27th September, 2019.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 24, 2019 at 10:00 A.M and ends on September 26, 2019 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> • 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. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR 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"> • 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) **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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The instructions for shareholders voting physically are as under :

1. A Shareholder desirous of exercising vote by physical Ballot should complete the Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed envelope on which postage will be paid by the Company which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar / Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar / Depository) by the first named Member and in his / her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Ballot Forms will be rejected.
4. Duly completed Ballot Form should reach the Scrutinizer not later than 5.00 pm on September 26, 2019. 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.avonmorecapital.in and the duly completed Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Ballot Form shall be rejected.

PROXY FORM
AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Corporate Identity Number (CIN): L67190DL1991PLC045857
Regd. Office: F-33/3, Phase-II, Okhla Industrial Area, New Delhi - 110 020
Tel: 011-43500700; Fax: 011-43500787;
Website: www.avonmorecapital.in; email id: secretarial@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 _____
Email 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 27th Annual General Meeting of the Company, to be held on Friday, the 27th day of September, 2019 at 12:00 Noon at M.P.C.U. Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi-110054 and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolution	For	Against
1.	Adoption of Financial Statements and other Reports of the Company		
2.	Appointment of Mrs. Ashu Gupta as a Director liable to retire by rotation		
3.	Re-appointment of Mr. Ajay Kumar (DIN: 01954049), as a Non-Executive Independent Director of the Company for second term of five consecutive years.		
4.	Re-appointment of Mr. Shyam Sunder Lal Gupta (DIN: 00044635), as a Non-Executive Independent Director of the Company for second term of five consecutive years.		
5.	Appointment of Mr. Bhupinder Singh (DIN: 00062740), as a Non-Executive Independent Director of the Company		

Signed this _____ day of _____ 2019.

Signature of Shareholder _____

Signature of Proxy _____

Affix a
Re.1/-
Revenue
Stamp

NOTE: (i) this form of proxy in order to be effective should be duly completed and deposited at Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

(ii) Please complete all details including all details of Member(s) in above box before submission

-----TEAR HERE-----

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Corporate Identity Number (CIN) : L67190DL1991PLC045857
Regd. Office: F-33/3, Phase-II, Okhla Industrial Area, New Delhi - 110 020
Tel: 011-43500700; Fax: 011-43500787;
Website: www.avonmorecapital.in; email id: secretarial@almondz.com

ATTENDANCE SLIP

I hereby record my presence at the 27th Annual General Meeting of the Company held on Friday, the 27th day of September, 2019 at 12:00 Noon at M. P. C. U. Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110054

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.

TEAR HERE

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Corporate Identity Number (CIN) : L67190DL1991PLC045857

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

Tel: 011-43500700; Fax: 011-43500787;

Website: www.avonmorecapital.in; email id: secretarial@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 :

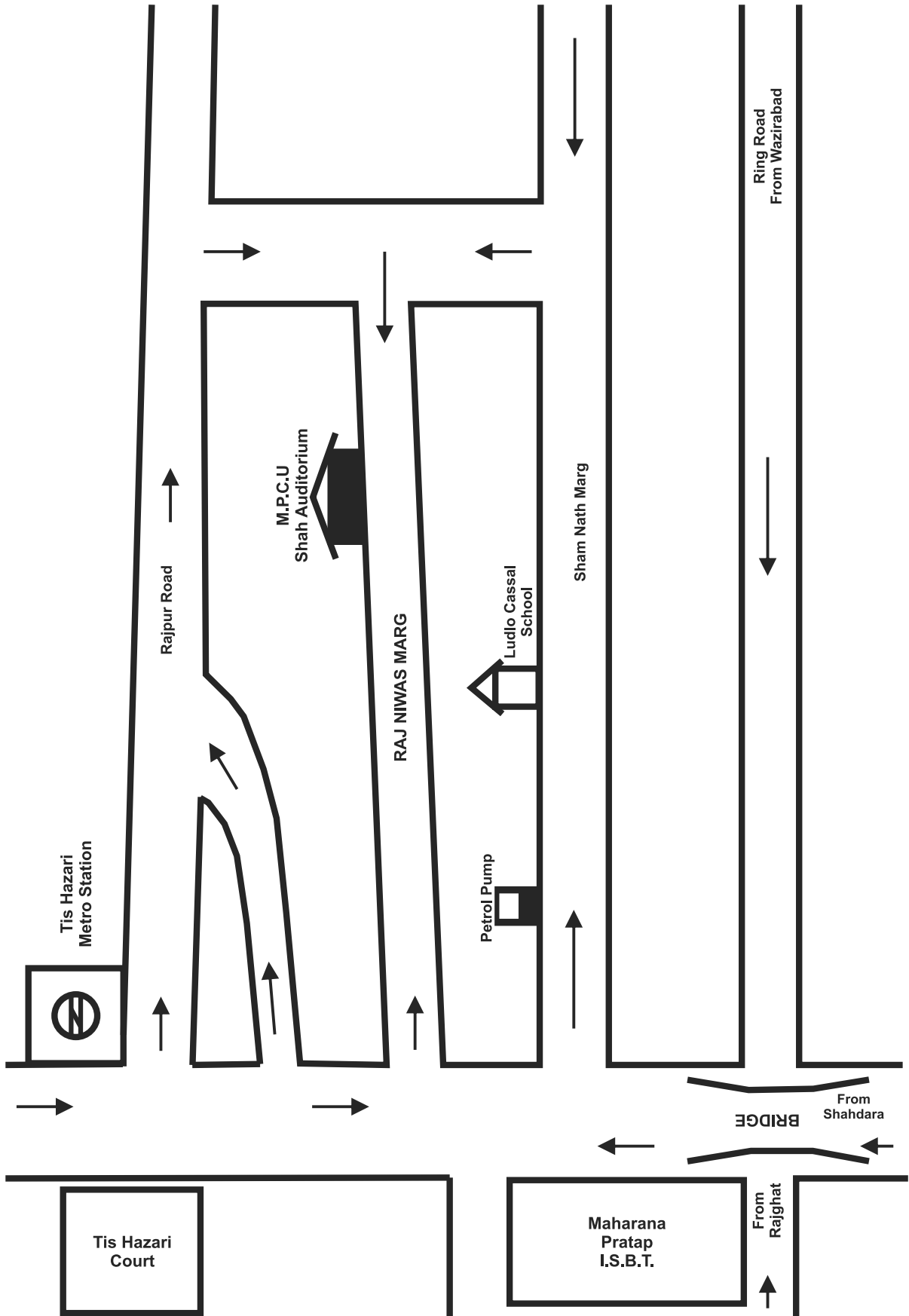
S. No.	Resolution Type	Particulars	I / We assent to the Resolution / s	I / We dissent to the Resolution / s
1.	Ordinary Resolution	Adoption of Financial Statements and other Reports of the Company		
2.	Ordinary Resolution	Appointment of Ms. Ashu Gupta as a Director liable to retire by rotation		
3.	Special Resolution	Re-appointment of Mr. Ajay Kumar (DIN: 01954049), as a Non-Executive Independent Director of the Company for second term of five consecutive years.		
4.	Special Resolution	Re-appointment of Mr. Shyam Sunder Lal Gupta (DIN: 00044635), as a Non-Executive Independent Director of the Company for second term of five consecutive years.		
5.	Special Resolution	Appointment of Mr. Bhupinder Singh (DIN: 00062740), as a Non-Executive Independent Director of the Company		

Place :

Date :

Signature of the Shareholder / Beneficial Owner

VENUE ROUTE MAP FOR ANNUAL GENERAL MEETING, MPCU SHAH AUDITORIUM



If undelivered please return to :

Avonmore Capital & Management Services Ltd.

F-33/3, Phase-II, Okhla Industrial Area, New Delhi - 110 020, Tel.: +91-11-43500700