



ALMONDZ GLOBAL SECURITIES LIMITED

Corporate Identity Number (CIN) : L74899DL1994PLC059839

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

Tel : 011-41514666-69; Fax : 011-41514665;

Website : www.almondzglobal.com; email id : delhi@almondz.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the Company seeks approval of Members to the following Special Business via Postal Ballot :

- (i) Approval for borrowing in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 400 Crores at any point of time.
- (ii) Approval for creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.
- (iii) Giving Loans / Guarantees or providing securities and / or making investments exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves subject to the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 400 Crores over and above the paid up capital of the Company and its free reserves.
- (iv) Approval for entering into various related party transactions by the Company.

Accordingly, the draft resolutions and the explanatory pursuant to Section 102 of the Companies Act, 2013 are being sent to you along with a Postal Ballot Form for your consideration. The Company has appointed Mr. Chandra Bhushan Mishra, Company Secretary in Practice, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self addressed postage prepaid envelope, so as to reach the Scrutinizer not later than close of working hours on Friday, the 27th March 2015.

Members may note that as required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to the Members of the Company. Accordingly, the Company is also providing e-voting facility as an alternate, which would enable Members to cast votes electronically, instead of returning Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes and Instructions to this Notice.

Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of this Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the e-voting facility are given separately.

The scrutinizer will submit his final report as soon as possible after completion of scrutiny to the Wholetime Director of the Company, and in his absence to the Company Secretary of the Company, after completion of the scrutiny of the Postal Ballots, the results thereof will be announced by either by the said Wholetime Director, or by the Company Secretary in the former's absence on 30th March 2015, at 5.00 p.m. at the Registered Office of the Company. The aforesaid results would be displayed at the Company's website at www.almondzglobal.com and intimated to the stock exchanges where the Company is listed.

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

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

New Delhi
12 February, 2015

Sd/-
Ajay Pratap
Company Secretary

SPECIAL BUSINESS :

1. "RESOLVED THAT in supersession of the Resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the 16th Annual General Meeting of the Company held on September 28, 2010 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 400 Crores."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

2. "RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may direct, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures / bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 400 crore together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

3. "RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 400 Crores over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

4. RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and subject to such approvals, consents, sanctions and permissions as may be necessary and in furtherance to the earlier resolution passed by the members on 29 September 2014, consent of the members of the company be accorded to the Board of Directors of the company to enter into contracts and/or agreements with related parties as defined under the Act with respect to Sale, purchase or supply of goods or materials, leasing of properties, availing or rendering of any services, or any other transactions of whatever nature with related parties up to the maximum per annum for the year 2014-15 and further years as provided in the table in the explanatory statement forming part of the notice.

"FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all

other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution”

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

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

New Delhi
12 February, 2015

Sd/-
Ajay Pratap
Company Secretary

EXPLANATORY STATEMENT

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

Item Nos. 1 & 2 :

Under the erstwhile Section 293(1)(a) & 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow monies and can create charge on such borrowing (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose. Under the provisions of Section 180(1)(a) & 180(1)(c) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain fresh approval of the shareholders by means of Special Resolutions, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the paid up capital and free reserves of the Company and to create charges / mortgages / hypothecations on such borrowings. The shareholders of the Company, in its 16th Annual General Meeting of the Company held on September 28, 2010 had accorded their consent to the Board of Directors for borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 200 Crores at any point of time. It is proposed to increase the borrowing limits to enable the Directors to borrow monies and creation of charges / mortgages / hypothecations etc., on such borrowings, provided that the total amount so borrowed by the Board shall not at any time exceed 400 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The Company shall ensure that the debt equity ratio of the Company, at all times, will be within prudent limits.

The Board recommends the Resolutions at Item Nos. 1 & 2 of the Notice for approval of the shareholders by Special Resolutions. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item Nos. 1 & 2.

Item No. 3 :

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to any person or body corporate for an amount not exceeding Rs. 400 Crores. The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds / internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board recommends the Resolution at Item No. 3 of the Notice for approval of the shareholders by a Special Resolutions. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3

Item No. 4 :

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up share capital of Rupees Ten Crore or more, prior approval of the shareholders by way of a Special Resolution must be obtained. The Listing Agreement also provide for the approval of the Audit Committee/Board and of members of the Company for entering into related party transactions. The company has also a related party transaction policy in place to look after such transactions.

In the light of provisions of the Companies Act, 2013 and the listing agreement, the shareholders in their 20th Annual General Meeting held on 29 September 2014 had approved the related party transactions along with annual limit that Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

Post shareholders approval, the Company foresee several other related party transactions which the Company may enter into with related party in future besides increase in the annual limits of the related party transactions already approved . Accordingly, it is proposed that the Board of Directors of the company approve the proposed transactions along with annual limit that Company may enter into with the related parties (as defined under Section 2(76) of the Companies Act, 2013) and recommend the same for the approval of the member of the Company.

The disclosures required to be provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the members :

Name of the Related Party	Nature, Material Items, Monetary Value and Particulars of the Contract or Arrangement	Other Details	Maximum Amount per annum (in Crores)
Almondz Insurance Brokers Pvt. Ltd.	Existing agreement for sharing of premises situated at Fifth Floor, 175, Grande palladium, Kalina, Santacruz (East) Mumbai	The Company is in possession of several premises. Considering the current strength of the Company, it has certain additional premises that it does not need immediately. Considering availability of extra space at the premises which are not immediately required by the Company, it has provided and may provide such excess premises to other related parties on rent, lease, leave and license or any other similar arrangement basis for a period not exceeding sixty (60) months. The amount being charged for the said services is fixed after considering all the relevant factors and are on arms length basis.	3
Almondz Reinsurance Brokers Pvt. Ltd.	Existing agreement for sharing of premises situated at Fifth Floor, 175, Grande palladium, Kalina, Santacruz (East) Mumbai		3
Subsidiaries / Step Down subsidiary / Joint Venture / Associates incorporated / to be incorporated, from time to time as per regulatory requirement / strategic business decision / Directors and their relatives. List of existing Subsidiaries is given in Annexure	The value for the said services is / shall be fixed after considering all the relevant factors and are on arms length basis		1
Subsidiaries / Step Down subsidiary / Joint Venture / Associates incorporated / to be incorporated, From time to time as per regulatory requirement / strategic business decision / Directors and their relatives. List of existing Subsidiaries is given in Annexure	Securities are sold / purchased at the rates available at FIMDA / exchange / market price.	As a part of regular business, the company sales / purchases Govt., PSU bonds in the secondary market.	500

Name of the Related Party	Nature, Material Items, Monetary Value and Particulars of the Contract or Arrangement	Other Details	Maximum Amount per annum (in Crores)
Subsidiaries / Step Down subsidiary / Joint Venture / Associates incorporated / to be incorporated, from time to time as per regulatory requirement / strategic business decision. List of existing Subsidiaries is given in Annexure	Loans and advances to subsidiary companies / step down Subsidiary companies / Associates etc., at the rate of interest of prevailing yield of one year, three year, five year or ten year Government Securities closest to the tenure of the loan.	Investment / disinvestment / providing any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt and/or provide inter corporate loan(s) or a combination thereof, Inter corporate	300
Subsidiaries / Step Down subsidiary / Joint Venture / Associates incorporated / to be incorporated, from time to time as per regulatory requirement / strategic business decision / Directors and their relatives. List of existing Subsidiaries is given in Annexure	Demat, Brokerage and processing charges.	The Company is stock broker and a depository participant. The Company has also license for sale and purchase of securities in the wholesale debt market. The Company receives service charge in the form of brokerage, demat and processing charges	1
Subsidiaries / Step Down subsidiary / Joint Venture / Associates incorporated / to be incorporated, from time to time as per regulatory requirement / strategic business decision. List of existing Subsidiaries is given in Annexure	Recoveries / payment of expenses	The Company being the main functioning company in the group sometime makes expenses on behalf of group companies and vice versa, which the company recovers/ pays on actual basis.	5

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

Annexure :

1. Almondz Commodities Pvt. Ltd.
2. Almondz Finanz Limited
3. Avonmore Capital & Management Services Limited
4. Innovative Money Matters Pvt. Ltd.
5. Almondz Wealth Advisors Limited
6. Skiffle Healthcare Services Limited
7. Almondz Global Infra-Consultants Limited
8. Rinku Sobti Fashions Pvt. Ltd.
9. New Age Blocks Pvt. Ltd.
10. Yug Infrastructures Pvt. Ltd.
11. Avonmore Developers Pvt. Ltd.
12. Anemone Holdings Pvt. Ltd.
13. Carya Chemicals & Fertilizers Pvt. Ltd.
14. North Square Projects Pvt. Ltd.
15. Almondz Infosystem Pvt. Ltd.
16. Amandeep Johl Golf Academy Pvt. Ltd.
17. Almondz Debt Advisors Limited
18. Other Associates of the Company

The Board recommends the Resolution at Item No. 4 of the Notice for approval of the shareholders by a Special Resolution. None of the Directors and Key Managerial Personnel of the Company, save and except to the extent of their share holding interest in the respective company, or their respective relatives are concerned or interested in the passing of the Resolution at Item No. 4.

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

New Delhi
12 February, 2015

Sd/-
Ajay Pratap
Company Secretary

ALMONDZ GLOBAL SECURITIES LIMITED

Corporate Identity Number (CIN) : L74899DL1994PLC059839

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

Tel : 011-41514666-69; Fax : 011-41514665;

Website : www.almondzglobal.com; email id : delhi@almondz.com

POSTAL BALLOT FORM

SERIAL No. :

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

S. No.	Particulars	I / We assent to the Resolution / s	I / We dissent to the Resolution / s
1.	Special Resolution for Approval for borrowing in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 400 crores at any point of time		
2.	Special Resolution for creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings		
3.	Special Resolution for Giving Loans / Guarantees or providing securities and / or making investments exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves subject to the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 400 Crores over and above the paid up capital of the Company and its free reserves		
4.	Special Resolution for entering into various related party transactions by the Company		

Place :

Date :

Signature of the Shareholder / Beneficial Owner

NOTES AND INSTRUCTIONS :

- The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Shareholders / Beneficial Owners.
- Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his / her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- Voting period commences on and from February 26, 2015 and ends on March 27, 2015.
- The result of the voting on the Resolutions will be declared at the Registered Office of the Company at 2nd Floor, 3 Scindia House, Janpath, New Delhi-110001, on March 30, 2015 at 5.00 PM.
- Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
- The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to :

The Company Secretary,
Almondz Global Securities Limited,
2nd Floor, 3 Scindia House, Janpath, New Delhi - 110001

INSTRUCTIONS FOR VOTING BY :

(A) PHYSICAL POSTAL BALLOT FORM

- A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed envelope on which postage will be paid by the Company which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- 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.
- The Postal 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 Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 pm on March 27, 2015. Postal 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 Postal Ballot Form well before the last date providing sufficient time for the postal transit.

- In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal 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 Postal Ballot Form.
- Shareholders are requested not to send any paper (other than the Resolution / authority as mentioned under instruction above) along with the Postal 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.
- There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website www.almondzglobal.com and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
- The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

(B) E-VOTING

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID (For CDSL : 16 digits beneficiary ID, For NSDL : 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- Now, fill up the following details in the appropriate boxes :

	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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (4).

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly the EVSN 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.

- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the relevant EVSN along with Company name on which you choose to vote.
- 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.
- Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- 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 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.

In case of members receiving the physical copy :

- Please follow all steps from sl. no. (1) to sl. no. (17) above to cast vote.
- The voting period begins on February 26, 2015 at 10.00 a.m. and ends on March 27, 2015 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date February 13, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.