

almondz
the financial powerhouse

Almondz Global Securities Ltd.

Ref:agsl/corres/Bse/16-17/reg30/0027

29th September, 2016

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

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

Re: Proceedings and Outcome of Annual General Meeting

Sir/Ma'm,

Pursuant to Regulation 30 of the SEBI(Listing Obligations and Disclosure Requirements) Regulation, 2015, please find attached herewith a copy of the Proceedings and outcome at the 22nd Annual General Meeting of the Company held on 29th September, 2016.

You are requested to kindly acknowledge the receipt hereof and take the same on your record.

Thanking you,

Yours Faithfully,
For Almondz Global Securities Ltd.


**Ajay Pratap
Company Secretary**



Encl: a/a

Almondz Global Securities Ltd.

PROCEEDINGS AT THE 22nd ANNUAL GENERAL MEETING OF THE MEMBERS OF ALMONDZ GLOBAL SECURITIES LTD., HELD ON THURSDAY, THE 29th DAY OF SEPTEMBER 2016 AT 12.00 NOON, AT MPCU SHAH AUDITORIUM, SHREE DELHI GUJARATI SAMAJ (REGD.), 2, RAJ NIWAS MARG, CIVIL LINES, DELHI- 110054

PRESENT

- | | | | |
|----|---------------------------|---|--|
| 1. | Mr. Navjeet Singh Sobti | - | Vice Chairman & Managing Director |
| 2. | Mr. Jagdeep Singh | - | Wholetime Director |
| 3. | Mr. Ajay Kumar | - | Independent Director & Chairman of Audit Committee and Nomination & Remuneration Committee |
| 4. | Mr. Govind Prasad Agrawal | - | Chief Financial Officer |

IN ATTENDANCE

- | | | | |
|----|-----------------|---|--|
| 1. | Mr. Ajay Pratap | - | Company Secretary |
| 2. | Ms. Ashu Gupta | - | Practicing Company Secretary & Secretarial Auditor |

114 members were present in person and 4 members were present through proxies.

CHAIRMAN

Mr. Navjeet Singh Sobti, the Vice Chairman & Managing Director of the Company was unanimously elected as the Chairman of the meeting and accordingly, took the Chair. The Chairman welcomed the members at the 22nd Annual General Meeting of the Company and announced that the requisite quorum was present and therefore the meeting was called to order.

Thereafter, the Chairman informed the shareholders that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulations 44 of SEBI (LODR) Regulation, 2015, of the Companies Act, 2013 and applicable Rules thereunder, the Company had provided e-voting facility for resolutions to be transacted at the Annual General Meeting. The e-voting commenced at 10:00 A.M. on September 26, 2016 and ended at 5:00 P.M. on September 28, 2016. Ms. Ashu Gupta, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize e-voting and physical poll process in a fair and transparent manner. He also informed that the Annual Report for the financial year 2015-16 had been posted/ emailed, to all the members and the Statutory Registers were available for inspection.

The Chairman further informed that M/s AVK & Associates, Statutory Auditors of the Company expressed their inability to attend the Annual General Meeting. The company exempted their presence in the meeting.

The Chairman then invited the members to raise their queries, if any, on the Annual Accounts of the Company.

On Request, Mr. Ajay Kumar, the Chairman of the Audit Committee, replied the queries of the members to their satisfaction.

As instructed by the Chairman, the Company Secretary read the Resolutions one by one. The Chairman ordered the poll to be taken up on all the resolutions as mentioned in the AGM notice for the shareholders who have not casted their votes through e-voting facility. The Chairman advised Ms. Ashu Gupta, Scrutinizer to take poll proceedings immediately upon the closure of the meeting and requested to submit their report within the stipulated time.

The voting commenced thereafter on the following Agenda items:



ORDINARY BUSINESS:

1. Ordinary Resolution to receive, consider and adopt the Audited Financial Statements for the Financial Year 2016 of the Company.
2. Ordinary Resolution for Re-appointment of Mrs. Neelu Jain, who retires by rotation and being eligible, offers herself for re-appointment as Director of the Company.
3. Ordinary Resolution for ratification of Appointment of M/s. AVK & Associates as the Auditors of the Company

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

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

SPECIAL BUSINESS:

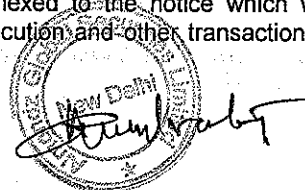
4. Ordinary Resolution for appointment of Mr. Satish Chandra Sinha as an Independent Director

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

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

5. Ordinary Resolution for ratify and enter into Related Party Transaction

"RESOLVED THAT pursuant to provisions of Section 188 of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and Securities and Exchange Board of India (LODR) Regulations, 2015, ("Regulations"), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to ratify and enter into Related Party Transactions as defined under section 188 of the Companies Act, 2013 with related party as mentioned in explanatory statement annexed to the notice which were executed prior to the applicability of Regulations and are still under execution and other transactions to be entered into by the Company."



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

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

6. Ordinary Resolution for Approval under Section 20 of the Companies Act for delivery of documents through a particular mode at the request of member & expense.

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

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

7. Special Resolution for Approval to keep the Registers of Members and other Register/Records at a place other than the Registered Office of the Company

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

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

VOTE OF THANKS

As there was no other business to be transacted the meeting ended with a vote of thanks to the Chair.

