

# Avonmore Capital & Management Services Ltd.

Ref:acms/corres/Bse/22-23/0035

September 30, 2022

**The General Manager  
(Listing & Corporate Relations)  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001**

**Re: Disclosure of Voting Results and Consolidated Scrutinizer's Report of 30<sup>th</sup> Annual General Meeting of the Company Held on 29<sup>th</sup> September, 2022 as per regulation 44(3) of the SEBI( Listing Obligation and Disclosure Requirements) Regulations, 2015**

Sir/Ma'm,

As per the Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of voting results and Consolidated Scrutinizer's Report of 30<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September 2022 through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

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

Thanking you,

**For Avonmore Capital & Management Services Limited.**

**Sonal  
Company Secretary & Compliance Officer**

Encl: a/a

<b>Avonmore Capital &amp; Management Services Limited — 30<sup>th</sup> Annual General Meeting - Voting Results Disclosure as per Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015</b>	
Date of AGM	29-09-2022
Total number of shareholders on record date	6262
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	3
b) Public	86
<b>No. of resolution passed in the meeting</b>	<b>6</b>

<b>Resolution (1)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Financial Statement (both Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2022 together with Reports of Board of Directors and the Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	157758 16	156197 30	99.0106	156197 30	0	100.000 0	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	157758 16	156197 30	99.0106	156197 30	0	100.000 0	0.0000
Public-Institutions	E-Voting	2600	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2600	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	757480 4	173827 1	22.9481	173825 8	13	99.9993	0.0007
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	757480 4	173827 1	22.9481	173825 8	13	99.9993	0.0007
<b>Total</b>	<b>Total</b>	233532 20	173580 01	74.3281	173579 88	13	99.9999	0.0001
<b>Whether resolution is Pass or Not.</b>							Yes	

<b>Resolution (2)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Govind Prasad Agrawal (DIN: 00008429), who retires by rotation at this Annual General Meeting in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	157758 16	156197 30	99.0106	156197 30	0	100.000 0	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	157758 16	156197 30	99.0106	156197 30	0	100.000 0	0.0000
Public-Institutions	E-Voting	2600	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2600	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	757480 4	173827 1	22.9481	173825 8	13	99.9993	0.0007
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	757480 4	173827 1	22.9481	173825 8	13	99.9993	0.0007
<b>Total</b>	<b>Total</b>	233532 20	173580 01	74.3281	173579 88	13	99.9999	0.0001
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint M/s. Mohan Gupta & Company, Chartered Accountants, New Delhi (Firm Registration No. 006519N) as statutory auditors of the Company and to fix their remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	157758 16	156197 30	99.0106	156197 30	0	100.000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		157758 16	99.0106	156197 30	0	100.000	0.0000
Public-Institutions	E-Voting	2600	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2600	0	0.0000	0	0.0000	0.0000
Public-Non Institutions	E-Voting	757480 4	173827 1	22.9481	173825 8	13	99.9993	0.0007
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		757480 4	173827 1	22.9481	173825 8	13	99.9993
Total	Total	233532 20	173580 01	74.3281	173579 88	13	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	

<b>Resolution (4)</b>								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the revision in managerial remuneration payable to Mr. Ashok Kumar Gupta, Managing Director & KMP of the Company				
Categor y	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15775816	15619730	99.0106	15619730	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15775816	15619730	99.0106	15619730	0	100.0000	0.0000
Public-Institutions	E-Voting	2600	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2600	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	7574804	1653905	21.8343	1653592	313	99.9811	0.0189
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7574804	1653905	21.8343	1653592	313	99.9811	0.0189
<b>Total</b>	<b>Total</b>	23353220	17273635	73.9668	17273322	313	99.9982	0.0018
<b>Whether resolution is Pass or Not.</b>							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	84366

<b>Resolution (5)</b>								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider and approve the Related Party Transactions of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1577581 6	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1577581 6	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	2600	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2600	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	7574804	1738271	22.9481	1736224	2047	99.8822	0.1178
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7574804	1738271	22.9481	1736224	2047	99.8822	0.1178
<b>Total</b>	<b>Total</b>	2335322 0	1738271	7.4434	1736224	2047	99.8822	0.1178
<b>Whether resolution is Pass or Not.</b>							Yes	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	15619730
Public Institutions	0
Public - Non Institutions	0

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider and approve the change of registered office of the Company from the State of NCT of DELHI to State of Maharashtra				
Categor y	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promot er and Promot er Group	E-Voting	1577581 6	1561973 0	99.0106	1561973 0	0	100.000 0	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1577581 6	1561973 0	99.0106	1561973 0	0	100.000 0	0.0000
Public- Institutions	E-Voting	2600	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2600	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	7574804	1738271	22.9481	1738258	13	99.9993	0.0007
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7574804	1738271	22.9481	1738258	13	99.9993	0.0007
Total	Total	2335322 0	1735800 1	74.3281	1735798 8	13	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	



NPS & ASSOCIATES  
Company Secretaries

P2/24, 4<sup>TH</sup> Floor, Pocket - P,  
Sector 75, BPTP Parklands,  
Faridabad, Haryana - 121002  
Ph - 9953709250  
E-mail- csnps11@gmail.com

**Consolidated Scrutinizer(s) Report**  
**FORM NO. MGT 13**

*[Pursuant to Regulation 44 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 as amended till date read with Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended]*

To,  
The Chairman,  
**Avonmore Capital & Management Services Limited**  
CIN: L67190DL1991PLC045857  
Registered Office: F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110020

**SUB: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted during the Annual General Meeting held 29<sup>th</sup> Day of September, 2022 through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).**

**Dear Sir,**

Your Company had provided a facility to the shareholders to exercise their votes on the resolution(s), as set out in the Notice of Annual General Meeting dated **August 12, 2022**, by way of Remote e-voting and e-voting conducted during the 30<sup>th</sup> Annual General Meeting (AGM) held on Thursday, September 29, 2022 at 01:00 P.M., pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended till date.

I, Nakul Pratap Singh, of NPS & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of Avonmore Capital & Management Services Limited ("**the Company**") pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended till date, for the purpose of scrutinizing the process of voting through electronic means ("e-voting") at the said AGM in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the said notice.



Further, the said notice, as confirmed by the Company, was sent to those Members whose email addresses were registered with the Company/ Depositories, in compliance with the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, June 15, 2020, September 28, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021 (collectively referred to as "SEBI Circulars"). The Annual General Meeting was convened through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of the shareholders at common venue in terms of above stated MCA Circulars and SEBI Circulars.

The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and rules made there-under relating to voting through electronic means on the resolutions proposed in the said notice of AGM.

My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast 'in favour' or 'against' if any, to the Chairman or his authorized representative, on the resolutions based on the votes cast and reports generated from the electronic voting system, provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide facility of Remote e-voting and e-voting during the AGM.

In this regard, I confirm that:

1. the public advertisement with respect to dispatch of Notice of AGM and conducting of Remote e-voting and e-voting during the AGM was published in 'Business Standard' Delhi Edition English and Hindi Daily on September 06, 2022;
2. the shareholders of the Company holding shares on the "cut-off date" i.e., Thursday, September 22, 2022, were entitled to vote on the resolution(s) proposed as set out in the notice of AGM by remote e-voting;
3. the Company had engaged Central Depository Services (India) Limited (CDSL) as the Agency for remote e-voting and also for e-voting at the AGM held through VC/OAVM; and
4. remote e-voting period remained open from Monday, September 26, 2022 (10:00 A.M.) and will end on Wednesday, September 28, 2022 (5:00 P.M.).

After the conclusion of e-voting cast during the AGM, we unblocked the result of votes cast through remote e-voting and e-voting by members during the AGM at 01:48 P.M. in the presence of Ms. Preksha Dawet D/o. Mr. Ashok Dawet and Mr. Lavan Raheja S/o. Mr. Surendra Raheja, who are not in the employment of the Company and who also appended their signature, as witnesses thereto, hereunder:



(Preksha Dawet)

(Lavan Raheja)

Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolution that was put to vote through Remote e-voting, were generated from the e-voting website of CDSL and consolidated with the e-voting cast at the AGM.

It is observed that -

89 members attended the AGM through VC and Other Audio-Visual Means;  
136 members had cast vote through remote e-voting;  
0 of the member(s) had cast their vote through e-voting at the AGM.

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting conducted during the 30<sup>th</sup> Annual General Meeting of the Company, based on the reports generated from e-voting platform of CDSL, scrutinized on test check basis and relied upon by me as under:

### **ORDINARY BUSINESS**

#### **Resolution No. 1: Ordinary Resolution**

To consider and adopt the Audited Financial Statements of the Company (both Standalone and Consolidated) for the Financial Year ended March 31, 2022 together with Reports of Board of Directors and the Auditors thereon:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at AGM	Total	
Votes in Favour	126	1,73,57,988	-	1,73,57,988	100.00
Votes Against	10	13	-	13	0.00
<b>Total</b>	<b>136</b>	<b>1,73,58,001</b>	<b>-</b>	<b>1,73,58,001</b>	<b>100.00</b>



### **Resolution No. 2: Ordinary Resolution**

To appoint a Director in place of Mr. Govind Prasad Agrawal (DIN: 00008429), who retires by rotation at this Annual General Meeting in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment, and in this regard, pass the following resolution as an Ordinary Resolution:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at AGM	Total	
Votes in Favour	126	1,73,57,988	-	1,73,57,988	100.00
Votes Against	10	13	-	13	0.00
<b>Total</b>	<b>136</b>	<b>1,73,58,001</b>	<b>-</b>	<b>1,73,58,001</b>	<b>100.00</b>

### **SPECIAL BUSINESS**

### **Resolution No. 3: Ordinary Resolution**

To re-appoint M/s. Mohan Gupta & Company, Chartered Accountants, New Delhi (Firm Registration No. 006519N) as statutory auditors of the Company and to fix their remuneration:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at AGM	Total	
Votes in Favour	126	1,73,57,988	-	1,73,57,988	100.00
Votes Against	10	13	-	13	0.00
<b>Total</b>	<b>136</b>	<b>1,73,58,001</b>	<b>-</b>	<b>1,73,58,001</b>	<b>100.00</b>



### **Resolution No. 4: Special Resolution**

To approve the revision in managerial remuneration payable to Mr. Ashok Kumar Gupta, Managing Director & KMP of the Company

(i) Valid Votes – Voted in Favour / Against

<b>Particulars</b>	<b>Number of members who cast their vote</b>	<b>Number of Votes cast in</b>			<b>% of total number of valid votes cast</b>
		<b>Remote e-voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	
Votes in Favour	124	1,72,73,322	-	1,72,73,322	100.00
Votes Against	11	313	-	313	0.00
<b>Total</b>	<b>135</b>	<b>1,72,73,635</b>	-	<b>1,72,73,635</b>	<b>100.00</b>

(ii) Invalid Votes

<b>Mode of Voting</b>	<b>Number of members present and voting</b>	<b>Number of votes cast by them</b>
Remote E-Voting	1	84,366
E-Voting at AGM	-	-
<b>Total</b>	<b>1</b>	<b>84,366</b>

### **Resolution No. 5: Special Resolution**

To consider and approve the Related Party Transactions of the Company:

(i) Valid Votes – Voted in Favour / Against

<b>Particulars</b>	<b>Number of members who cast their vote</b>	<b>Number of Votes cast in</b>			<b>% of total number of valid votes cast</b>
		<b>Remote e-voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	
Votes in Favour	122	17,36,224	-	17,36,224	99.88
Votes Against	11	2,047	-	2,047	0.12
<b>Total</b>	<b>133</b>	<b>17,38,271</b>	-	<b>17,38,271</b>	<b>100.00</b>

(ii) Invalid Votes

<b>Mode of Voting</b>	<b>Number of members present and voting</b>	<b>Number of votes cast by them</b>
Remote E-Voting	3	1,56,19,730
E-Voting at AGM	-	-
<b>Total</b>	<b>3</b>	<b>1,56,19,730</b>



## **Resolution No. 6: Special Resolution**

To consider and approve the change of registered office of the Company from the State of NCT of Delhi to State of Maharashtra:

<b>Particulars</b>	<b>Number of members who cast their vote</b>	<b>Number of Votes cast in</b>			<b>% of total number of valid votes cast</b>
		<b>Remote e-voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	
Votes in Favour	126	1,73,57,988	-	1,73,57,988	100.00
Votes Against	10	13	-	13	0.00
<b>Total</b>	<b>136</b>	<b>1,73,58,001</b>	<b>-</b>	<b>1,73,58,001</b>	<b>100.00</b>

Based on the aforesaid results, I report that Resolution(s) set out in the notice of the Annual General Meeting held on 29<sup>th</sup> Day of September, 2022 stands passed with requisite majority.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman/Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

The Company may accordingly declare the results of voting, as required.

Thanking you.

Yours faithfully,

**For NPS & Associates**

*Company Secretaries*



Nakul Pratap Singh

Company Secretary in Practice

M.No A55529

CP No. 22069

UDIN: **A055529D001089518**

**Countersigned by:**

Sonal

(Authorised by Chairman)

Avonmore Capital & Management Services Limited

Date: September 30, 2022

Place: New Delhi