

Avonmore Capital & Management Services Ltd.

Ref: acms/corres/Bse/Nse/25-26/33

September 9, 2025

**The General Manager
(Listing & Corporate Relations)
BSE 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**

**Central Depository Services (India) Limited
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel(East),
Mumbai - 400 013**

Re: Disclosure of Voting Results and Scrutinizer's Report of Extra Ordinary General Meeting of Avonmore Capital & Management Services Limited

Sir/Ma'am,

Please find enclosed herewith the Voting Results of the e-voting of the Extra Ordinary General Meeting ("EGM") of Avonmore Capital & Management Services Limited which was held on Tuesday, September 09, 2025 at 11.00 a.m. (IST) through video conferencing/other audio visual means as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure - A**.

Further, the Consolidated Report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the voting of the EGM is enclosed as **Annexure - B**

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

Thanking you

Yours truly,
For Avonmore Capital & Management Services Limited

**Sonal
Company Secretary & Compliance Officer
M No. 57027**

Encl:a/a

**Registered Office: Level-5, Grande Palladium,175,CST Road, Off BKC Kalina,Santacruz(E)
Vidyanagari, Mumbai, Maharashtra-400098
Tel. +91 22 67526699, Fax: +91 22 67526603
Corporate Office: F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020,
Tel:011-43500700, Fax: 011-43500735
CIN: L67190MH1991PLC417433
Email: secretarial@almondz.com Website: www.avonmorecapital.in**

Avonmore Capital & Management Services Ltd.

Annexure - A

Avonmore Capital & Management Services Limited	
Date of the EGM	09-09-2025
Total number of shareholders on record date	32173
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	4
b) Public	94

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval For the Issuance Of Upto 3,77,00,000 (Three Crore Seventy Seven Lakh) Fully Convertible Warrants ("Warrants/ Convertible Warrants") Of Rs. 1/- (Rupees One) Each Issued At A Price Of Rs. 19.85/- (Rupees Nineteen And Eighty Five Paise) Convertible Into Equity Shares Of Face Value Of Rs. 1/- (Rupees One) Each Fully Paid Up Of Rs. 1/- (Rupees One) On Preferential Allotment Basis To The Members Of The Promoter And Promoter Group 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

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		(1)	(2)	(3)=[(2) /(1)]*10 0	(4)	(5)	(6)=[(4) /(2)]*10 0	(7)=[(5) /(2)]*10 0
Promoter and Promoter Group	E-Voting	164968 197	164968 197	100.000 0	164968 197	0	100.000 0	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	164968 197	164968 197	100.000 0	164968 197	0	100.000 0	0.0000
Public-Institutions	E-Voting	154530	125783	81.3971	125783	0	100.000 0	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	154530	125783	81.3971	125783	0	100.000 0	0.0000
Public-Non Institutions	E-Voting	117062 014	485313 4	4.1458	484467 3	8461	99.8257	0.1743
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	117062 014	485313 4	4.1458	484467 3	8461	99.8257	0.1743
Total	Total	282184 741	169947 114	60.2255	169938 653	8461	99.9950	0.0050
Whether resolution is Pass or Not.							Yes	

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NPS & ASSOCIATES
Company Secretaries
(Peer Reviewed Firm)

P2/26, 4th Floor, Block P, Sector 75,
BPTP Parklands, Faridabad, Haryana - 121003
Ph - 9953709250, E-mail- csnps11@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to section 108 of the Companies Act, 2013 and rule 20
of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman,
Avonmore Capital & Management Services Limited
CIN: L67190MH1991PLC417433
Registered Office: Level 5, Grande Palladium, 175,
CST Road, Off BKC Kalina, Santacruz(E),
Vidyanagari, Mumbai, Maharashtra-400098

Sub: Consolidated Scrutinizer's Report on Remote e-voting and e-voting conduct pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended by Companies (Management and Administration) Amendment Rules 2015 for the Extraordinary General Meeting of Avonmore Capital & Management Services Limited held on Tuesday, September 9, 2025, at 11.01 a.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Dear Sir(s),

I, Nakul Pratap Singh, , Proprietor, (Membership No. A5529 & COP No. 22069) of M/s NPS & Associates., Company Secretaries (FRN: S2019HR680800) was appointed as Scrutinizer by the Board of Directors of Avonmore capital & Management Services Limited ("Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, to conduct the Remote e-Voting and e-Voting process in a fair and transparent manner in respect of the below mentioned resolution proposed at the Extraordinary General Meeting ("EGM") of Avonmore Capital & Management Services Limited ("the Company"), held on September 09, 2025 at 11.01 a.m. (1ST) through Video Conferencing (VC)/ Other Audio Visual Means ("VC I OA VM").

The management of the Company is responsible to ensure the compliances of the Act and the Rules thereof on the resolution contained in the Notice of the EGM.

REPORT ON SCRUTINY

The EGM Notice was circulated by the Company to the shareholders whose email addresses were registered with the Company/Depositories as on Friday, August 8, 2025 for convening of EGM of the Company on Tuesday, September 09, 2025 at 11.01 a.m. (1ST) through VC / OAVM to transact the business. as set out in the EGM Notice, in compliance with the applicable provisions of the Act and Rules framed thereunder read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020, and




subsequent circulars issued in this regard. the latest being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs and the Securities Exchange Board of India vide circular nos. SEBIHO/CFD/CMDI/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, have permitted the holding of EGM through Video Conferencing/ Other Audio Visual Means ("VC/OA VM"), without the physical presence of members at a common venue. The dispatch of the Notice of EGM through e-mails was completed on Monday, August 18, 2025.

The Company had sent a corrigendum to the Notice by email on Thursday, August 28, 2025 & Friday, September 05, 2025 to the shareholders whose names appear on the Register of Members/list of Beneficial Owners as received from the Depositories on Friday, August 8, 2025 and whose email addresses were registered with the Company/Depositories. As per the Corporate Announcement made by the Company to the Stock Exchanges on Thursday, August 28, 2025 & Friday, September 05, 2025, the cause of corrigendum was as follows:

The Company had filed applications with the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), for obtaining in-principle approvals in relation to the preferential issue of convertible warrants for which the approval of the shareholders is being sought. Thereafter, the Company received an observation Letter from NSE dated August 21, 2025 & September 02, 2025 wherein the Company was directed to rectify/provide additional details through a corrigendum and addendum.

This corrigendum and addendum is being issued to notify the amendments provide clarifications and additional details with respect to certain disclosures made under the explanatory statement with respect to Item No. 1, which is annexed to the EGM Notice ("Explanatory Statement").

Accordingly, this corrigendum and addendum ("Corrigendum and Addendum") is being issued in continuation to the EGM Notice dated August 13, 2025 together with the Explanatory Statement thereof and this Corrigendum and Addendum shall be deemed to be an integral part of and should be read in conjunction with the original EGM Notice dated August 13, 2025.

The Notice dated August 13, 2025 along with statement setting out material facts under Section 102 of the Act in respect of the resolutions mentioned therein, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members/

List of Beneficial Owners as received from Central Depository Services (India) Limited ("CDSL") and whose e-mail addresses were available with the Company as on September 02, 2025 ("cut-off date").

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 remote e-voting through electronic means on the resolutions proposed in the said notice.

My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render 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 to the shareholders of the Company.



NPS AND ASSOCIATES
M. NO. 55529
C.P. NO. 22069
COMPANY SECRETARIES

In this regard, I confirm that-

1. the shareholders of the Company holding shares on the "cut-off date" i.e. Tuesday, September 02, 2025, were entitled to vote on the resolution(s) proposed as set out in the notice.
2. the Company had engaged Central Depository Services (India) Limited (CDSL) as the Agency for remote e-voting; and
3. remote e-voting period remained open from Saturday, September 06, 2025, at 10:00 A.M. (IST) and will end on Monday, September 08, 2025, at 05:00 P.M. (IST).
4. After the conclusion of EGM on September 09, 2025 at 11:12 A.M., e-voting was made available to the shareholders who have not cast their vote during the remote e-voting period, for 15 minutes. The votes cast through e-voting at the EGM were unblocked on Tuesday, 09 September 2025 at 11:31 A.M. I have unblocked the electronic votes for e-voting process in the presence of two witnesses who are not in the employment of the Company. 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 Extra Ordinary General Meeting were generated from the e-voting website of CDSL.
5. I have relied on the information provided by Beetal Financial & Computer Services (P) Limited, the Registrar and Share transfer Agent (RTA) of the Company with regard to details regarding number of shares held and verification of specimen signatures of Shareholders.
6. Thereafter, the details containing, inter alia, the information about shareholders voting 'For' and 'Against' the resolutions that were put to vote, were generated from the e-voting portal of CDSL and based on such reports generated, data regarding the e-voting was diligently scrutinized.
7. The result of the e-voting on resolutions set out in the Notice are as under:

SPECIAL BUSINESS:

Resolution No. 1: Special Resolution

Item no. 1: Approval for the issuance of upto 3,77,00,000 (Three Crore Seventy-Seven Lakh) fully convertible warrants ("warrants/ convertible warrants") of Rs. 1/- (rupees one) each issued at a price of Rs. 19.85/- (Rupees Nineteen and Eighty-Five Paisa) convertible into equity shares of face value of Rs. 1/- (Rupees One) each fully paid up of Rs. 1/- (Rupees One) on preferential allotment basis to the members of the promoter and promoter group of the company.

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 EGM	Total	
Votes in Favour	156	16,99,38,535	118	16,99,38,653	99.99
Votes Against	26	8,461	-	8,461	0.01
Invalid Votes	-	-	-	-	-
Total	182	16,99,46,996	118	16,99,47,114	100.00



8. Based on above results, all the Members of the Company have voted in favour of resolutions proposed through the Notice of the Extra Ordinary General Meeting and therefore the resolutions shall stand passed by the requisite majority.
9. All electronic data and relevant records of voting shall remain in custody of the Chairman until he considers and approves the results of resolutions passed through Extra Ordinary General Meeting. Thereafter, all the documents shall be handed over to the Company Secretary for safe keeping.

Thanking you.
Yours faithfully,

For **NPS & Associates**
Company Secretaries



Nakul Pratap Singh
Company Secretary in Practice
M. No. A55529
COP No. 22069
UDIN: **A055529G001210716**

Countersigned by:

Chairman/Auth. Representative
**Avonmore Capital &
Management Services Limited**

Date: September 09, 2025
Place: Faridabad