

# Avonmore Capital & Management Services Ltd.

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September 29, 2023

**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**

## **Sub: Proceedings of the 31<sup>st</sup> Annual General Meeting**

Sir/Ma'am,

Pursuant to Regulation 30 read with Para A of the Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith proceedings of the 31<sup>st</sup> Annual General Meeting ("AGM") of the Company held on Friday, September 29, 2023 at 1:15 p.m. through electronic mode (video conference or other audio visual means) and concluded at 1.39 p.m.

We request you to take the aforesaid on records.

Thanking you,

Yours Faithfully,  
**For Avonmore Capital & Management Services Limited**

**Sonal  
Company Secretary & Compliance Officer**

**Encl: a/a**

# Avonmore Capital & Management Services Ltd.

**PROCEEDINGS OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING (“AGM”) OF AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED (“THE COMPANY”) HELD ON FRIDAY, SEPTEMBER 29, 2023 AT 1:15 P.M. THROUGH ELECTRONIC MODE (VIDEO CONFERENCE OR OTHER AUDIO VISUAL MEANS) AND CONCLUDED AT 01.39 P.M.**

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**Present:**

- |                              |   |  |
|------------------------------|---|--|
| 1. Mr. Govind Prasad Agrawal | - | Chairman- Through VC   |
| 2. Mr. Ashok Kumar Gupta     | - | Managing Director  |
| 3. Mr. Ajay Kumar            | - | Independent Director & Chairman of Audit Committee & Nomination & Remuneration Committee –Through VC |
| 4. Mrs. Ashu Gupta           | - | Non- Executive Director - Through VC   |

**In Attendance:**

- |              |   |  |
|--------------|---|--|
| 1. Ms. Sonal | - | Company Secretary & Compliance Officer |
|--------------|---|--|

**Invitees:**

- |                     |   |  |
|---------------------|---|--|
| 1. Mr. Nakul Pratap | - | Practicing Company Secretary & Scrutinizer- Through VC         |
| 2. Mr. Sahil Gupta  | - | Partner of M/s Mohan Gupta & Co, Statutory Auditor- Through VC |
| 3. Mr. Shakti Singh | - | Chief Financial Officer- Through VC                            |

1. The 31<sup>st</sup> Annual General Meeting (“AGM”) of the members of Avonmore Capital & Management Services Ltd (“The Company”) was held on Friday, September 29, 2023 at 1:15 p.m. (IST) through VC/ OAVM platform provided by Central Depository Services (India) Limited (“CSDL”). The AGM commenced at 1:15 p.m. (IST). Due to some technical glitch the meeting was extended 15 minutes i.e. from 01.00 p.m. to 01.15 p.m. Ms. Sonal, Company Secretary introduced herself and welcomed Chairman, all Directors and shareholders present for the AGM. The Company secretary informed that this AGM was held through Video Conferencing in accordance with the circular issued by Ministry of Corporate Affairs (MCA) and SEBI. Participation of members through video conferencing was counted for the purpose of the quorum as per the applicable circulars issued by MCA and SEBI. Thereafter, she requested all the Directors to introduce themselves.
2. She further informed that Mr. Sahil Gupta, Partner of M/s Mohan Gupta & Co, Chartered Accountants (Statutory Auditors) attended the meeting through Video Conferencing. Mr. Nakul Pratap Singh, Proprietor of M/s NPS & Associates., Scrutinizer was also present for AGM through Video Conferencing.

Total 106 Shareholders attended the AGM.

3. Ms. Sonal, Company Secretary walked the Members through instructions for participating in the 31<sup>st</sup> Annual General Meeting (“AGM”) through video conference. She informed the Members that the Company had taken all feasible efforts under the current circumstances to enable Members to participate through video conference and vote at the AGM. Further, she informed that the facility for appointment of proxies by the Members was not applicable as the AGM was held through video conference and hence the proxy register was not available for inspection. The documents/registers as per the regulatory requirement were available for inspection electronically to the Members requesting for the same.

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4. The Company Secretary requested Mr. Govind Prasad Agrawal, Chairman to take the Chair and Start with the proceeding of the AGM.
5. The requisite quorum being present, the Chairman called the meeting to order. He said that the notice and the Annual Report for the Financial Year 2022-2023 have already been circulated to the members electronically. With the permission of Shareholder, he took them as read. He further informed that the Auditors' Report on the Financial Statements and the Secretarial Audit Report of the Company for the financial year ended March 31, 2023 does not contain any qualification, reservation, adverse remark or disclaimer. Accordingly, the reports were not required to be read out as provided in the Companies Act, 2013
6. The Chairman then delivered his speech to the Shareholders and briefed the highlights of performance of the Company during the Financial Year 2022-23.
7. The Company Secretary briefed shareholders inter alia, about certain procedural and technical aspects of the AGM. She informed that:
  - a) The Company had provided to the Shareholders, the facility to cast their vote electronically through remote e-voting facility provided by CDSL which had commenced on Tuesday, 26<sup>th</sup> September, 2023 at 9.00 a.m. (IST) to Thursday, 28<sup>th</sup> September, 2023 at 5.00 p.m. (IST), on all resolutions set forth in the Notice of the AGM.
  - b) Shareholders who were present at the AGM and had not casted their vote electronically were provided an opportunity to cast their votes though e-voting during the Meeting.
8. She further informed that the Notice of the AGM contains ordinary businesses as well as special businesses on Agenda.

Sr. No.	Resolutions Type	Particulars
<b>ORDINARY BUSINESS</b>		
1	Ordinary	To consider and adopt the Audited Financial Statement (both Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2023 together with Directors' and Auditors' Reports thereon
2	Ordinary	To appoint a Director in place of Mrs. Ashu Gupta, 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
<b>SPECIAL BUSINESS</b>		
3	Special	To ratify and approve the increase in the managerial remuneration limit payable to Mr. Ashok Kumar Gupta, Managing Director of the Company, for the remaining period of his tenure.
4	Ordinary	To consider and approve the material modification in respect of Material Related Party Transactions of the Company.

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9. The Company Secretary informed that Mr. Nakul Pratap Singh, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the votes cast at the meeting and through the remote e-voting. Since the AGM is being held through Video Conference/ OAVM, and the resolutions mentioned in the notice convening this AGM have been already put to vote through remote e-voting, there will be no proposing and seconding of resolutions.
10. The Company Secretary informed that the Company had received a request from the shareholders for allowing him to speak in the meeting. Accordingly, he then allowed them one by one to express their views and queries.
11. Mr. Shakti Singh, CFO of the Company, answered the queries of the Shareholders.
12. The Chairman further informed that e-voting facility would remain open for 15 minutes post conclusion of the AGM and requested the Members who had not exercised their votes through the remote e-voting facility, to cast their votes through this e-voting facility.
13. The Chairman thanked the Members and the AGM was concluded at 1.39 p.m.
14. Thereafter, the voting process was concluded.

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

**Sonal**  
**Company Secretary & Compliance Officer**