

Avonmore Capital & Management Services Ltd.

Ref:acms/corres/Bse-Nse/23-24/0029

September 30, 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**

Re: Disclosure of Voting Results and Consolidated Scrutinizer's Report of 31st Annual General Meeting of the Company Held on 29th September, 2023 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 31st Annual General Meeting of the Company held on 29th September 2023 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

Voting results	
Record date	22-09-2023
Total number of shareholders on record date	7716
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	3
b) Public	103
No. of resolution passed in the meeting	4

Resolution (1)								
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, 2023 together with Directors' and Auditors' Reports 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	16142653	15974247	98.9568	15974247	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	16142653	15974247	98.9568	15974247	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	7207967	1517462	21.0526	1515915	1547	99.8981	0.1019
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	Total	7207967	1517462	21.0526	1515915	1547	99.8981	0.1019
Total	Total	23353220	17491709	74.9006	17490162	1547	99.9912	0.0088
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
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 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				
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	16142653	15974247	98.9568	15974247	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	16142653	15974247	98.9568	15974247	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	7207967	1517462	21.0526	1515428	2034	99.8660	0.1340
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7207967	1517462	21.0526	1515428	2034	99.8660	0.1340
Total	Total	23353220	17491709	74.9006	17489675	2034	99.9884	0.0116

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
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	16142653	15974247	98.9568	15974247	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	16142653	15974247	98.9568	15974247	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		0	0.0000	0	0	0	0

	(if applicable)							
	Total	2600	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	7207967	1433096	19.8821	1426812	6284	99.5615	0.4385
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7207967	1433096	19.8821	1426812	6284	99.5615	0.4385
Total	Total	23353220	17407343	74.5394	17401059	6284	99.9639	0.0361
Whether resolution is Pass or Not.							Yes	

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

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider and approve the material modification in respect of Material 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	16142653	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	16142653	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	7207967	1517462	21.0526	1511665	5797	99.6180	0.3820
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7207967	1517462	21.0526	1511665	5797	99.6180	0.3820
Total	Total	23353220	1517462	6.4979	1511665	5797	99.6180	0.3820
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	15974247
Public Insitutions	0
Public - Non Insitutions	0



NPS & ASSOCIATES
Company Secretaries

P2/24, 4TH 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 on Friday, 29th Day of September, 2023 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 **14th August, 2023**, by way of Remote e-voting and e-voting conducted during the 31st Annual General Meeting (AGM) held on Friday, 29th September, 2023 at 01:015 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 General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Securities Exchange Board of India (SEBI) vide its circular no. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 dated May 12, 2020, circular no. SEBI/ HO/ CFD/ CMD 2/ CIR/ P/ 2021/ 11 dated January 15, 2021, circular no. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated May 13, 2022 and circular no. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated Jan 5, 2023 (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 07.09.2023;
2. the shareholders of the Company holding shares on the "cut-off date" i.e., Friday, September 22, 2023, 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 Tuesday, September 26, 2023 (9:00 A.M.) and will end on Thursday, September 28, 2023 (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 02:01 P.M. in the presence of 2 people, 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 Remote e-voting, were generated from the e-voting website of CDSL and consolidated with the e-voting cast at the AGM.

It was observed that -

106 members attended the AGM through VC and Other Audio-Visual Means;
162 members had cast vote through remote e-voting;
None 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 31st 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 Statement (both Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2023 together with Directors' and Auditors' Reports thereon.

(i) Valid Votes - Voted in favour / against:

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	144	1,74,90,162	-	1,74,90,162	99.99 %
Votes Against	18	1,547	-	1,547	00.01 %
Total	162	1,74,91,709	-	1,74,91,709	100.00 %

(ii) Invalid Votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Remote E-Voting	-	-
E-Voting at AGM	-	-
Total	-	-

Resolution No. 2: Ordinary Resolution

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.



(i) Valid Votes - Voted in favour / against:

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	143	1,74,89,675	-	1,74,89,675	99.99 %
Votes Against	19	2,034	-	2,034	00.01 %
Total	162	1,74,91,709	-	1,74,91,709	100.00 %

(ii) Invalid Votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Remote E-Voting	-	-
E-Voting at AGM	-	-
Total	-	-

SPECIAL BUSINESS

Resolution No. 3: Special Resolution

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.

(i) Valid Votes - Voted in favour / against:

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	140	1,74,01,059	-	1,74,01,059	99.96 %
Votes Against	21	6,284	-	6,284	00.04 %
Total	161	1,74,07,343	-	1,74,07,343	100.00 %

(ii) Invalid Votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Remote E-Voting	1	84,366
E-Voting at AGM	-	-
Total	1	84,366



Resolution No. 4: Ordinary Resolution

To consider and approve the material modification in respect of Material Related Party Transactions of the Company.

(i) Valid Votes - Voted in favour / against:

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	139	15,11,665	-	15,11,665	99.62 %
Votes Against	20	5,797	-	5,797	00.38 %
Total	159	15,17,462	-	15,17,462	100.00 %

(ii) Invalid Votes:

Mode of Voting	Number of members who voted	Number of votes cast by them
Remote E-Voting	3	1,59,74,247
E-Voting at AGM	-	-
Total	3	1,59,74,247

Based on the aforesaid results, I report that Resolution(s) set out in the notice of the Annual General Meeting held on Friday, 29th Day of September, 2023 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: **A055529E001135509**

Countersigned by:

For Avonmore Capital & Management Services Limited

Date: September 29, 2023
Place: New Delhi