

# Avonmore Capital & Management Services Ltd.

**PROCEEDINGS OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING (“AGM”) OF AVONMORE CAPITAL & MANAGEMET SERVICES LIMITED (“THE COMPANY”) HELD ON FRIDAY, SEPTEMBER 27, 2024 AT 1:01 P.M. THROUGH ELECTRONIC MODE (VIDEO CONFERENCE OR OTHER AUDIO VISUAL MEANS) AND CONCLUDED AT 01:35 P.M.**

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## **Present:**

- |                              |   |   |
|------------------------------|---|---|
| 1. Mr. Ashok Kumar Gupta     | - | Managing Director   |
| 2. Mr. Ajay Kumar            | - | Independent Director & Chairman of Audit Committee, Nomination & Remuneration Committee -Through VC |
| 3. Mrs. Ashu Gupta           | - | Non- Executive Non Independent Director - Through VC  |
| 4. Mr. Govind Prasad Agrawal | - | Chairman of Meeting-Through VC  |
| 5. Mrs. Neelu Jain           | - | Non-Executive Independent Director – Through VC   |

## **In Attendance:**

- |              |   |                   |
|--------------|---|-------------------|
| 1. Ms. Sonal | - | Company Secretary |
|--------------|---|-------------------|

## **Invitees:**

- |                           |   |  |
|---------------------------|---|--|
| 1. Mr. Nakul Pratap Singh | - | Scrutinizer- Through VC  |
| 2. Mr. Sahil Gupta        | - | Partner, Mohan Gupta & Company & Statutory Auditors-Through VC |
| 3. Mr. Shakti Singh       | - | Chief Financial Officer  |

1. The 32<sup>nd</sup> Annual General Meeting (“AGM”) of the members of Avonmore Capital & Management Services Limited (“The Company”) was held on **Friday, September 27, 2024 at 01:01 p.m. (IST)** through VC/ OAVM platform provided by [Central Depository Services \(India\) Limited](#) (“CSDL”). The AGM commenced at **01:01 p.m. (IST)**. 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 were also present for AGM through Video Conferencing.

Total 82 Shareholders attended the AGM.

3. Ms. Sonal, Company Secretary walked the Members through instructions for participating in the 32<sup>nd</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. G.P.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. She said that the notice and the Annual Report for the Financial Year 2023-2024 have already been circulated to the members electronically. With the permission of Shareholder, She took them as read. She 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, 2024 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 2023-24.
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, September 24, 2024 (10:00 A.M. IST) and will end on Thursday, September 26, 2024 (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	Adoption of Audited Annual Financial Statements (Standalone and Consolidated), Board's Report and Auditor's Reports for the Financial Year Ended March 31,2024
2	Ordinary	To appoint a Director in place of Mr. Govind Prasad Agrawal (DIN 00008429) who retires by rotation and being eligible, offers himself for re-appointment
<b>SPECIAL BUSINESS</b>		
3	Special	To regularize Mr. Rajkumar Khanna (DIN No. 05180042) as an Independent Director (under Non-Executive category) of the Company for the term of 5 years
4	Special	To regularize Mr. Satish Chandra Sinha (DIN No. 03598173)) as an Independent Director (under Non-Executive category) of the Company for the term of 5 years.
5	Special	To regularize Ms. Neelu Jain (DIN No. 00227058) as an Independent Director (under Non-Executive category) of the Company for the term of 5 years.
6	Special	To Ratification and approval of the payment of excess remuneration to Mr. Ashok Kumar Gupta, Managing Director of the Company, for the Financial Year 2023-24

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		arising out of exercise of some of the stock options granted
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9. The Company Secretary informed that Mr. Nakul Pratap Singh, Practicing Company Secretary has been appointed 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 requests from the shareholders for allowing them to speak in the meeting. Accordingly, they were allowed one by one to express their views and queries.
11. Mr. Ashok Kumar Gupta, Managing Director of the Company was available to 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 01.35 p.m.
14. Thereafter, the voting process was concluded.

**For Avonmore Capital & Management Services Limited**

**Sonal**  
**Company Secretary & Compliance Officer**  
**M. No. A57027**