

Avonmore Capital & Management Services Ltd.

Ref: acms/corres/Bse-Nse/23-24/34

September 27, 2024

**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**

**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 Consolidated Scrutinizer's Report of 32nd Annual General Meeting of the Company Held on 27th September, 2024 as per regulation 44(3) of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015

Sir/Ma'am,

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 32nd Annual General Meeting of the Company held on 27th September 2024 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**

Avonmore Capital & Management Services Ltd.

Voting results	
Record date	20-09-2024
Total number of shareholders on record date	14644
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	2
b) Public	80
No. of resolution passed in the meeting	6

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, 2024 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	161528680	159844620	98.9574			0.0000	0.0000	
	Poll		0	0.0000			0	0	
	Postal Ballot (if applicable)		0	0.0000			0	0	
	Total		161528680	159844620	98.9574			0.0000	0.0000
Public-Institutions	E-Voting	26237	0	0.0000			0	0	
	Poll		0	0.0000			0	0	
	Postal Ballot (if applicable)								

Registered Office: Level-5, Grande Palladium, 175,CST Road, Off BKC Kalina, Santacruz(E), Mumbai- 400098, India.

Tel. +91 22 67526699, Fax: +91 22 67526603

CIN: L67190MH1991PLC417433 Email: secretarial@almondz.com Website: www.avonmorecapital.in

Avonmore Capital & Management Services Ltd.

	Total	26237	0	0.0000			0.0000	0.0000
Public-Non Institutions	E-Voting	71977283	4873659	6.7711	4858159	15500	99.6820	0.3180
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	71977283	4873659	6.7711	4858159	15500	99.6820	0.3180
Total	Total	233532200	164718279	70.5334	4858159	15500	2.9494	0.0094
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 Mr. Govind Prasad Agrawal, 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	161528680	159844620	98.9574	159844620	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	161528680	159844620	98.9574	159844620	0	100.0000	0.0000
Public-	E-Voting	26237	0	0.0000	0	0	0	0

Avonmore Capital & Management Services Ltd.

Institutions	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	26237	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	71977283	4873659	6.7711	4858159	15500	99.6820	0.3180
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	71977283	4873659	6.7711	4858159	15500	99.6820	0.3180
Total	Total	233532200	164718279	70.5334	164702779	15500	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Approval for Appointment of Mr. Raj Kumar Khanna, (DIN No 05180042) as a Non-Executive Independent Director 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	E-Voting	161528680	159844620	98.9574	159844620	0	100.0000	0.0000

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Promoter Group	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	161528680	159844620	98.9574	159844620	0	100.0000	0.0000
Public-Institutions	E-Voting	26237	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	26237	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	71977283	4873659	6.7711	4858159	15500	99.6820	0.3180
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	71977283	4873659	6.7711	4858159	15500	99.6820	0.3180
Total	Total	233532200	164718279	70.5334	164702779	15500	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	

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Resolution (4)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Approval for Appointment of Mr. Satish Chandra Sinha, (DIN No: 03598173) as a Non-Executive Independent Director 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	161528680	159844620	98.9574	159844620	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		161528680	159844620	98.9574	159844620	0	100.0000
Public-Institutions	E-Voting	263237	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		263237	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	71977283	4873659	6.7711	4858159	15500	99.6820	0.3180
	Poll		0	0.0000	0	0	0	0

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ons	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7197728 3	4873659	6.7711	4858159	1550 0	99.6820	0.3180
Total	Total	2337692 00	1647182 79	70.4619	1647027 79	1550 0	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for Appointment of Mrs. Neelu Jain, (DIN No: 00227058) as a Non-Executive Independent Director 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	161528 680	159844 620	98.9574	159844 620	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

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	Total	161528 680	159844 620	98.9574	159844 620	0	100.0000	0.0000
Public- Institution s	E- Voting	26237	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applica ble)		0	0.0000	0	0	0	0
	Total	26237	0	0.0000	0	0	0.0000	0.0000
Public- Non Institution s	E- Voting	719772 83	487365 9	6.7711	485815 9	1550 0	99.6820	0.3180
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applica ble)		0	0.0000	0	0	0	0
	Total	719772 83	487365 9	6.7711	485815 9	1550 0	99.6820	0.3180
Total	Total	233532 200	164718 279	70.5334	164702 779	1550 0	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	

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Resolution (6)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					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 arising out of exercise of some of the stock options granted			
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	161528680	159844620	0.0000	159844620	0	0	0
	Poll		0	0	0	0		
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		161528680	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	26237	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

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	Total	26237	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	71977283	4029999	5.5990	4009709	20290	99.4965	0.5035
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	71977283	4029999	5.5990	4009709	20290	99.4965	0.5035
Total	Total	233532200	4029999	1.7257	4009709	20290	99.4965	0.5035
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	843660



NPS & ASSOCIATES
Company Secretaries

P2/26, 4th Floor, Block - P,
Sector 75, BPTP Parklands,
Faridabad, Haryana – 121003
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
Address: Level-5, Grande Palladium, 175, CST Road,
Off BKC Kalina, Santacruz (E), Vidyanagari,
Mumbai- 400098, Maharashtra.

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted during the 32nd Annual General Meeting held 27th Day of September, 2024 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 14, 2024**, by way of Remote e-voting and e-voting conducted during the **32nd Annual General Meeting (AGM) held on Friday, 27th September, 2024 at 01:01 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 applicable provisions of the Companies Act, 2013 read with 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 and latest Circular




being, General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), read with 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 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated. October 07, 2023 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively "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 'Financial Express' English Edition and Pratahkal Marathi Edition on 04.09.2024.
2. the shareholders of the Company holding shares on the "cut-off date" i.e., Friday, September 20, 2024, 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 24, 2024 (10:00 A.M.) and will end on Thursday, September 26, 2024 (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 02:15 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.



The image shows a handwritten signature in blue ink over a circular blue stamp. The stamp contains the text 'NPS AND ASSOCIATES' around the top edge, 'M. NO 55529' and 'C.P. NO-22069' in the center, and 'COMPANY SECRETARIES' around the bottom edge.

It is observed that:

82 members attended the AGM through VC and Other Audio-Visual Means;

178 members had cast vote through remote e-voting;

No 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 32nd 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, 2024 together with Directors' and Auditors' Reports 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	158	16,47,02,779	-	16,47,02,779	99.99%
Votes Against	20	15,500	-	15,500	0.01%
Total	178	16,47,18,279	-	16,47,18,279	100%

There were no invalid votes for resolution 1.

Resolution No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Govind Prasad Agrawal, 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.

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	158	16,47,02,779	-	16,47,02,779	99.99%
Votes Against	20	15,500	-	15,500	0.01%
Total	178	16,47,18,279	-	16,47,18,279	100%

There were no invalid votes for resolution 2.




SPECIAL BUSINESS

Resolution No. 3: Special Resolution

Appointment of Mr. Raj Kumar Khanna, (DIN No 05180042) as a Non-Executive Independent Director 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 AGM	Total	
Votes in Favour	158	16,47,02,779	-	16,47,02,779	99.99%
Votes Against	20	15,500	-	15,500	0.01%
Total	178	16,47,18,279	-	16,47,18,279	100%

There were no invalid votes for resolution 3.

Resolution No. 4: Special Resolution

Appointment of Mr. Satish Chandra Sinha, (DIN No: 03598173) as a Non-Executive Independent Director 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 AGM	Total	
Votes in Favour	158	16,47,02,779	-	16,47,02,779	99.99%
Votes Against	20	15,500	-	15,500	0.01%
Total	178	16,47,18,279	-	16,47,18,279	100%

There were no invalid votes for resolution 4.



Resolution No. 5: Special Resolution

Appointment of Mrs. Neelu Jain, (DIN No: 00227058) as a Non-Executive Independent Director 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 AGM	Total	
Votes in Favour	158	16,47,02,779	-	16,47,02,779	99.99%
Votes Against	20	15,500	-	15,500	0.01%
Total	178	16,47,18,279	-	16,47,18,279	100%

There were no invalid votes for resolution 5.

Resolution No. 6: Special Resolution

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 arising out of exercise of some of the stock options granted.

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	157	16,38,54,329	-	16,38,54,329	99.99%
Votes Against	21	20,290	-	20,290	0.01%
Total	178	16,38,74,619	-	16,38,74,619	100%

Invalid Votes

Mode of Voting	Number of members present and voting	Number of votes cast by them
Remote E-Voting	1	8,43,660
E-Voting at AGM	-	-
Total	1	8,43,660




Based on the aforesaid results, I report that Resolution(s) set out in the notice of the Annual General Meeting held on September 27, 2024 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: **A055529F001343431**

Countersigned by:

Sonal
(Authorised by Chairman)
Avonmore Capital & Management Services Limited

Date: September 27, 2024

Place: Faridabad