

# Avonmore Capital & Management Services Ltd.

Ref: acms/corres/Bse/17-18/R-27(2)/047

10 January, 2018

**The General Manager  
(Listing & Corporate Relations)  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001**

**Re: Quarterly Compliance Report on Corporate Governance for the Quarter ended 31 December, 2017**

Sir/Ma'am,

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Quarterly Compliance Report on Corporate Governance for the Quarter ended 31 December, 2017

You are requested to kindly take the same on your record.

Thanking you,

Yours Faithfully,  
**For Avonmore Capital & Management Services Ltd.**

*Sagar Gupta*

**Sagar Gupta  
Company Secretary & Compliance officer  
M. No. A42611**



Encl: a/a

# Avonmore Capital & Management Services Ltd.

Annexure-1

1. Name of the Listed Entity: **Avonmore Capital & Management Services Ltd**
2. Quarter Ending: **31<sup>st</sup> December, 2017**

1. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PANs and DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)&	Date of Appointment in the current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulations 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulations 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this entity (Refer Regulations 26(1) of Listing Regulations)
Mr.	Govind Prasad Agrawal	PAN: AAEPA937 2M; DIN: 00008429	Chairperson/ Non Executive	19-March 2007		3	4	1
Ms.	Ashu Gupta	PAN:AGYP G2196D DIN: 00007836	Non Executive	20-March 2015		1	NIL	NIL
Mr.	Ashok Kumar Gupta	PAN: AEUPG32 03M DIN: 02590928	Executive	31 December 2016		1	1	NIL
Mr.	Shyam Sunder Lal Gupta	PAN: AAHPG11 42Q DIN: 00044635	Independent/ Non Executive	29 September 2014	5 Years	2	3	1
Mr.	Ajay Kumar	PAN:AEM PK5513J DIN: 01954049	Independent/ Non Executive	29 September 2014	5 Years	2	4	2
Mr.	Chand Krishna Tikku	PAN: AAAPT051 5F DIN: 00479477	Independent/ Non Executive	29 September 2014	5 Years	1	2	NIL

§ PAN Number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category(Chairperson/Executive/Non-Executive/independent/Nominee)\$</b>	
1. Audit Committee	(i) Mr. Ajay Kumar, (ii) Mr. Chand Krishna Tikku (iii) Mr. Shyam Sunder Lal Gupta (iv) Mr. Govind Prasad Agrawal	Chairperson/Independent/Non Executive Independent/Non executive Independent/ Non Executive Non Executive	
2. Nomination & Remuneration Committee	(i) Mr. Ajay Kumar (ii) Mr. Chand Krishna Tikku (iii) Mr. Shyam Sunder Lal Gupta (iv) Mr. Govind Prasad Agrawal	Chairperson/Independent/Non Executive Independent/Non Executive Independent/ Non Executive Non Executive	
3. Risk Management Committee(Not applicable)	N.A.	N.A.	
4. Stakeholders Relationship Committee	(i) Mr. Govind Prasad Agrawal (ii) Mr. Shyam Sunder Lal Gupta (iii) Mr. Chand Krishna Tikku (iv) Mr. Ashok Kumar Gupta	Chairperson/Non Executive Independent/Non Executive Independent/Non Executive Executive	
& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one Category write all categories separating them with hyphen			
<b>III. Meeting of Board of Directors</b>			
<b>Date(s) of Meeting(If any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>	
12 <sup>th</sup> August, 2017 28 <sup>th</sup> August, 2017	14 <sup>th</sup> November, 2017 8 <sup>th</sup> December, 2017	15 Days 77 Days 23 Days	
<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
14 <sup>th</sup> November, 2017 8 <sup>th</sup> December, 2017 (Audit Committee)	Yes ( out of 4 Members 4 were present)	12 <sup>th</sup> August, 2017 28 <sup>th</sup> August, 2017 (Audit Committee)	93 days 101 Days
*This information has to be mandatorily be given for audit committee, for rest of the committee giving this information is optional			
<b>V. Related Party Transactions</b>			
<b>Subject</b>	<b>Compliance Status (Yes/No/NA) refer to note below</b>		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	NA (No Material Transaction was involved ; hence shareholders approval not required)		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	NA		
<b>Note:</b>			
1. In the column "Compliance Status" Compliance or non-compliance may be indicated by Yes/No/N.A.. for example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case Listing Entity has no related party transactions, the word "N.A. may be indicated.			
2. If status is "No" details of non compliance may be given here.			
<b>VI. Affirmations</b>			

A handwritten signature in blue ink is written over a circular official stamp. The stamp contains the text 'S. JAYAKANTH' and '10/11/2017'.

1. The composition of Board of Director is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committee is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing obligations and disclosure requirements) Regulations, 2015
4. The meetings of the board of directors and the above committees have been conducted in the manners specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: First Report. This will be placed in the ensuing Board Meeting

Sagar Gupta  
Sagar Gupta  
Company Secretary/Compliance Officer/Managing Director/CEO

