

# Avonmore Capital & Management Services Ltd.

Ref:acms/corres/Bse/17-18/reg44/0017

14 July, 2017

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

**Re: Disclosure of Voting Results of the Postal Ballot along with Scrutinizer's Report as per regulation 44(3) of the SEBI( Listing Obligation and Disclosure Requirements) Regulations, 2015**

Sir/Ma'am,

With reference to the matter mentioned above and in continuation to our letter dated June 12, 2017 enclosing the postal ballot notice along with the explanatory statement for passing of Special Resolution for adoption of new Articles of Association of the Company under Section 14 of the Companies Act, 2013, we wish to inform you that the members of the Company have passed the above said Resolution on 14<sup>th</sup> July, 2017 with requisite majority.

The voting results along with the scrutinizer's report are enclosed herewith for your kind information and record. The same will also be made available on the Company's website i.e. [www.avonmorecapital.in](http://www.avonmorecapital.in).

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

Thanking you,

Yours Faithfully,  
For Avonmore Capital & Management Services Ltd.

  
~~Sagat Gupta~~  
Company Secretary & Compliance Officer

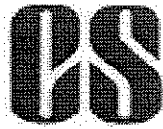


Encl: a/a

# Avonmore Capital & Management Services Ltd.

Name of the Company		Avonmore Capital & Management Services Limited							
Date of the Postal Ballot		Notice dated May 29, 2017 (Voting start date: June 12, 2017 and voting end date: July 13, 2017)							
Total number of shareholders on record date		2973							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		Not Applicable							
Public:		Not Applicable							
No. of Shareholders attended the meeting through Video Conferencing									
Promoters and Promoter Group:		Not Applicable							
Public:		Not Applicable							
Resolution No.	1								
Resolution required: (Special)	Special Resolution - To adopt new Articles of Association of the Company under Section 14 of Companies Act, 2013.								
Whether promoter/promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	11092174	11092174	100.00	11092174	-	100	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	100	-	-
	<b>Total</b>	<b>11092174</b>		<b>100.00</b>			<b>100</b>		
Public- Institutions	E-Voting		-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	<b>Total</b>								
Public- Non Institutions	E-Voting	6518849	6028588	92.4793	6028587	1	100.00	0.00	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		490261	7.5207	490261	-	100.00	-	-
	<b>Total</b>	<b>6518849</b>	<b>6518849</b>	<b>100.00</b>	<b>6518848</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
	<b>Total</b>	<b>17611023</b>	<b>17611023</b>	<b>100</b>	<b>17611022</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>





**C.B. Mishra & Associates**  
**Company Secretaries**

Unique Code Number : I2006DE551100

SCRUTINIZER'S REPORT

To,  
The Chairman,  
Avonmore Capital & Management Services Limited  
F-33/3, Okhla Industrial Area, Phase II  
New Delhi - 110020

Dear Sir,

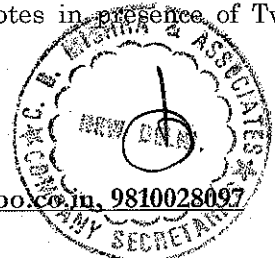
Sub: Consolidated Scrutinizers Report on Postal Ballot and E-voting conducted pursuant to the provisions of section 110(2) of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of passing of the resolution as contained in the notice dated 29<sup>th</sup> May, 2017 through Postal Ballot.

I, was appointed as Scrutinizer for conducting the Postal Ballot process pursuant to the provisions of section 110(2) of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of below mentioned resolution proposed to be passed through Postal Ballot.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules in respect of voting through electronics means i.e. E-voting process and Postal Ballot on the resolution contained in the Notice dated 29<sup>th</sup> May, 2017. My responsibility as a Scrutinizer is restricted to ensure that e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make the Scrutinizers Report of the votes cast "in favour" and "against" the Resolution stated above, based on the Postal Ballot received by the Company and Report generated from the E-voting System provided by the Central Depository Services (India) Limited (CDSL), the authorised agency to provide e-voting facilities, engaged by the Company.

I submit my report as under:

1. The Notice of Postal Ballot dated 29<sup>th</sup> May, 2017 were dispatched to the shareholders by prescribed mode and the advertisement published pursuant to Rule 22(3) of the Companies (Management & Administration) Rules, 2014.
2. The Voting commenced on Monday, the 12<sup>th</sup> day of June, 2017 at 10:00 A.M. and ended on Thursday, the 13<sup>th</sup> day of July, 2017 at 17:30 Hrs. for Physical Ballot as well as E-voting.
3. The Company has dispatched postal ballot Form alongwith pre-paid Business Reply envelope to the members whose name appears on the register of members and /or list of Beneficiaries as on 2<sup>nd</sup> June, 2017.
4. At the end of e-voting period, I have unblocked the electronic votes in presence of Two Witness, who were not in the employment of the Company.





**C.B. Mishra & Associates**  
**Company Secretaries**

Unique Code Number: I2006DE551100

5. I have scrutinized and reviewed the e-voting and votes tendered therein based on the download from the CDSL E-voting system.
6. The Postal Ballot Forms were kept in my safe custody in sealed and temper proof ballot boxes before commencing the scrutiny of such Postal Ballot forms.
7. The Ballot Box was opened on 13<sup>th</sup> July at 6.00 PM in my presence. The Ballot Forms were scrutinized and the shareholding were matched / confirmed with the register of members / list of beneficiaries', whose name were in the list on Cut-Off Date (Record Date) i.e. 2<sup>nd</sup> June, 2017.
8. The e-voting facility was provided by the Central Depository Services (India) Limited (CDSL). The votes were unblocked on Thursday at 6.00 P.M. in presence.
9. The Shareholders holding shares as on the **Cut-off Date** (Record Date) on 2<sup>nd</sup> June, 2017 were entitled to vote on the resolution as contained in the Notice of Postal Ballot.
10. There was no defaced or mutilated Postal Ballot. There was 1 Postal ballot Form in blanked and unsigned, which was not taken on record.
11. The particulars of all votes casted by e-voting as well as through Postal Ballot have been recorded in a register separately for this purpose.

Now, I submit my consolidated report as under, on the basis of E-voting and Physical Postal Ballot Papers in respect of the resolutions contained in the notice of Postal Ballot.

**Resolution No. 1 – Special Resolution**

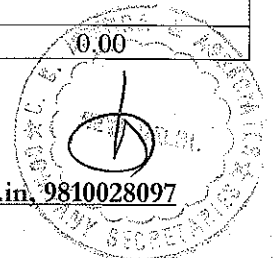
**Adoption of new Set of Articles of Association in conformity with the Companies Act, 2013**

1. Voted in favour of the Resolution

particulars	Total No. of members exercised their votes	Total No. of votes cast by them	% of total No. of valid votes cast
E-voting	20	17120761	97.22
voting by Postal Ballot	13	490261	2.78
Total	33	17611022	100.00

2. Voted against the Resolution

particulars	Total No. of members exercised their votes	Total No. of votes cast by them	% of total No. of valid votes cast
E-voting	1	1	0.00
voting by Postal Ballot	0	0	0.00
Total	1	1	0.00





**C.B. Mishra & Associates**  
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3. Invalid Votes

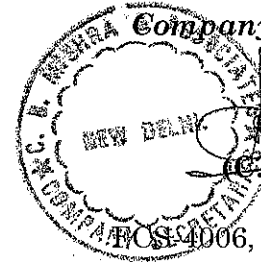
particulars	Total No. of members exercised their votes	Total No. of votes cast by them
E-voting	0	0
voting by Postal Ballot	0	0
Total	0	0

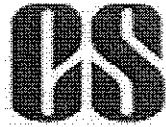
The final analysis by way of combining the e-voting and voting by postal ballot is annexed herewith as Annexure A. The Register, all other paper and relevant records relating to e-voting and voting by postal ballot shall remain in our safe custody until the Chairman considers, approves and signs the minutes and thereafter, the same will be handed over to the Company Secretary of the Company for the safe keeping.

For C.B. Mishra & Associates  
Company Secretaries

Place : New Delhi

Date : 14/07/2017

  
*(Signature)*  
(C.B. MISHRA)  
Prop.  
I2006, C.P. No.-7254



**C.B. Mishra & Associates**  
**Company Secretaries**

Unique Code Number : I2006DE551100

ANNEXURE A.

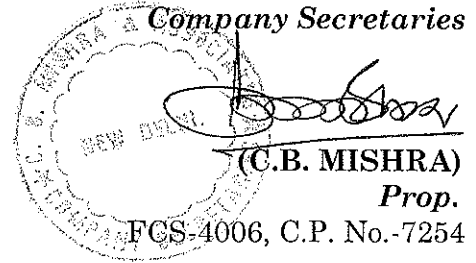
Resolution No.	Particulars	Total no. of Shares voted	Voted in favour	Voted against	% in favour	Result
1	Adoption of new Set of Articles of Association in conformity with the Companies Act, 2013	17611023	17611022	1	100.00	Special Resolution Passed

Based on the aforesaid results, I report that the Special Resolution as contained in item No. 1 of the notice dated 29<sup>th</sup> May, 2017 has been passed with requisite majority.

Place : New Delhi

Date : 14/07/2017

For C.B. Mishra & Associates  
Company Secretaries



(C.B. MISHRA)

Prop.

FCS-4006, C.P. No.-7254