

# Avonmore Capital & Management Services Ltd.

Ref:acms/corres/Bse/18-19/reg30/0025

27<sup>th</sup> September, 2018

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

## Re: Proceedings and Outcome of Annual General Meeting

Sir/Ma'm,

Pursuant to Regulation 30 of the SEBI( Listing Obligations and Disclosure Requirements) Regulation, 2015, please find attached herewith a copy of the Proceedings and outcome at the 26<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2018.

You are requested to kindly acknowledge the receipt hereof and take the same on your record.

Thanking you,

Yours Faithfully,  
For Avonmore Capital & Management Services Ltd.

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

Encl: a/a

# Avonmore Capital & Management Services Ltd.

PROCEEDINGS AT THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED, HELD ON THURSDAY, THE 27<sup>TH</sup> DAY OF SEPTEMBER 2018 AT 12.00 P.M., AT MPCU SHAH AUDITORIUM, SHREE DELHI GUJARATI SAMAJ (REGD.), 2, RAJ NIWAS MARG, CIVIL LINES, DELHI- 110054

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## PRESENT

- |    |                           |   |  |
|----|---------------------------|---|--|
| 1. | Mr. Govind Prasad Agrawal | - | Chairman   |
| 2. | Mr. Ashok Kumar Gupta     | - | Managing Director  |
| 3. | Mr. Ajay Kumar            | - | Independent Director & Chairman of Audit Committee and Nomination & Remuneration Committee |
| 4. | Ms. Ashu Gupta            | - | Director   |

## IN ATTENDANCE

- |    |                  |   |  |
|----|------------------|---|--|
| 1. | Mr. Sagar Gupta  | - | Company Secretary                                  |
| 2. | Mr. C. B. Mishra | - | Practicing Company Secretary & Secretarial Auditor |

## Member Present:

**In Person:** 123 members were present in person (including 6 authorised representatives).  
**In Proxy:** NIL

## CHAIRMAN

Mr. Govind Prasad Agrawal, Chairman of the Company took the Chair and presided over the meeting. The Chairman welcomed the members at the 26<sup>th</sup> Annual General Meeting of the Company and announced that the requisite quorum was present and therefore the meeting was called to order.

Thereafter, the Chairman informed the shareholders that pursuant to Section 108 of the Companies Act, 2013 and applicable rules thereunder, the Company had provided e-voting facility for resolutions to be transacted at the Annual General Meeting. The e-voting commenced at 10:00 A.M. on September 24, 2018 and ended at 5:00 P.M. on September 26, 2018. Mr. Chandra Bhushan Mishra, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize e-voting and physical poll process in a fair and transparent manner. He also informed that the Annual Report for the financial year 2017-18 had been posted/ emailed, to all the members and the Statutory Registers were available for inspection.

The Chairman further informed that M/s Mohan Gupta & Co., Statutory Auditors of the Company expressed their inability to attend the Annual General Meeting. Accordingly, the Company exempted their presence in the meeting.

The Chairman then invited the members to raise their queries, if any, on the Annual Accounts of the Company.

On Request, Mr. Ajay Kumar, the Chairman of the Audit Committee, replied the queries of the members to their satisfaction.

As instructed by the Chairman, the Company Secretary read the Resolutions one by one. The Chairman ordered the poll to be taken up on all the resolutions as mentioned in the AGM notice for the shareholders who have not casted their votes through e-voting facility. The Chairman advised Mr. Chandra Bhushan Mishra, Scrutinizer to take poll proceedings immediately upon the closure of the meeting and requested to submit their report within the stipulated time.

The voting commenced thereafter on the following Agenda items.



### **ORDINARY BUSINESS:**

1. Ordinary Resolution for Adoption of Annual Financial Statements and other Reports of the Company.
2. Ordinary Resolution for re-appointment of Mr. Govind Prasad Agrawal who retires by rotation and being eligible, offers himself for re-appointment as Director of the Company.

### **SPECIAL BUSINESS:**

3. Special Resolution for Mr. Shyam Sunder Lal Gupta to continue under the current tenure of Independent Director beyond the age of 75 years.

**"RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Mr. Shyam Sunder Lal Gupta (DIN: 00044635) Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on September 29, 2019 notwithstanding that he has attained the age of 84 years."

4. Special Resolution for Mr. Chand Krishna Tikku to continue under the current tenure of Independent Director beyond the age of 75 years.

**"RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Mr. Chand Krishna Tikku (DIN: 00479477) Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on September 29, 2019 notwithstanding that he has attained the age of 88 years."

5. Ordinary Resolution for entering in to Related Party Transactions of the Company

**"RESOLVED THAT** pursuant to provisions of Section 188 of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and Securities and Exchange Board of India (LODR) Regulations, 2015, ("Regulations"), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to ratify and enter into Related Party Transactions as defined under section 188 of the Companies Act, 2013 with related party as mentioned in explanatory statement annexed to the notice of AGM which were executed and are still under execution and other transactions to be entered into by the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the company, be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

**"RESOLVED FURTHER THAT** the Board of Directors be and hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

### **VOTE OF THANKS**

As there was no other business to be transacted, the meeting ended with a vote of thanks to the Chair.

