

# Avonmore Capital & Management Services Ltd.

Ref:acms/corres/Bse/Dse/16-17/27(2)/004

April 13, 2016

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

**The Dy. General Manager (Listing)  
Delhi Stock Exchange Ltd.  
DSE House, 3/1, Asaf Ali Road,  
Delhi-110002**

**Re: Quarterly Compliance Report on Corporate Governance for the Quarter ended 31  
March, 2016**

Sir/Ma'm,

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 March, 2016.

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

Thanking you,

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

  
**Ashok Kumar Gupta  
Managing Director**



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 March 2016**

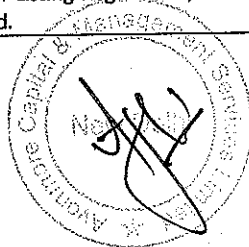
1. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PANs and DIN	Category (Chairperson/ Executive/Non- Executive/Independent/Nominee)&	Date of Appointment in the current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulations 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: AAEP9372M; DIN: 00008429	Chairperson/ Non Executive	19 March 2007	-	3	5	1
Ms.	Ashu Gupta	PAN:AGYP G2196D DIN: 00007836	Non Executive	20 March 2015	-	1	NIL	NIL
Mr.	Ashok Kumar Gupta	PAN: AEUPG3203M DIN: 02590928	Executive	31 December 2011	-	1	1	1
Mr.	Shyam Sunder Lal Gupta	PAN: AAHPG1142Q DIN: 00044635	Independent/ Non Executive	29 September 2014	5 Years	2	4	1
Mr.	Ajay Kumar	PAN:AEM PK5513J DIN:01954049	Independent/ Non Executive	29 September 2014	5 Years	2	3	3
Mr.	Chand Krishna Tikku	PAN: AAAPT0515F 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>			
Name of Committee	Name of Committee members	Category(Chairperson/Executive/Non-Executive/independent/Nominee)\$	
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>			
Date(s) of Meeting(if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*	
19 October 2015 9 November 2015	13 February 2016 1 March 2016	96 Days	
<b>IV. Meeting of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
13 February 2016 (Audit Committee)	Yes ( out of 4 Members 4 were present)	9 November 2015	96 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>			
Subject	Compliance Status (Yes/No/NA) refer to note below		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	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.			

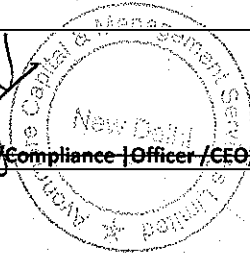


2. If status is "No" details of non compliance may be given here.

**VI. Affirmations**

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

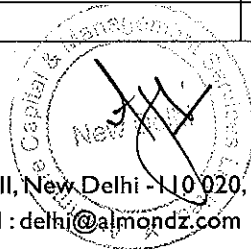
  
Ashok Kumar Gupta  
Company Secretary/Compliance Officer/CEO/Managing Director



# Avonmore Capital & Management Services Ltd.

Annexure- II

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes/N/NA)	
Details of business		
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes



Registered Office : F - 33/3 Okhla Industrial Area Phase - II, New Delhi - 110 020, India. Tel. : +91 11 2638 5056 Fax : + 91 11 4350 0787

CIN : L67190DLI991PLC045857 Email : delhi@avonmorecapital.com Website : www.avonmorecapital.in

Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

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 the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Ashok Kumar Gupta  
 Company Secretary/Compliance Officer/CEO/Managing Director

