General information about company

Scrip code	511589
NSE Symbol	AVONMORE
MSEI Symbol	NA
ISIN	INE323B01016
Name of the entity	AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Avonmore Capital & Management Services Limited ★ New Delhi

Registered Office : F-33/3, Okhla Industrial Area Phase - II, New Delhi - 110 020, India. Tel. :+91 11 4350 0700 Fax : +91 11 4350 0735
CIN : L67190DL1991PLC045857 Email : delhi@almondz.com Website : www.avonmorecapital.in

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	GOVIND PRASAD AGRAWAL	AAEPA9372M	00008429	Non-Executive - Non Independent Director	Chairperson		09-09-1954	No				Active	NA		19-03-2007				3	2	4	1
2	Mrs	ASHU GUPTA	AGYPG2196D	00007836	Non-Executive - Non Independent Director	Not Applicable		23-12-1969	No				Active	NA		20-03-2015				1	0	0	0
3	Mr	ASHOK KUMAR GUPTA	AEUPG3203M	02590928	Executive Director	Not Applicable	MD	25-06-1965	No				Active	NA		31-12-2011	31-12-2021			1	0	1	0
4	Mr	SHYAM SUNDER LAL GUPTA	AAHPG1142Q	00044635	Non-Executive - Independent	Not Applicable		28-09-1933	No				Active	Yes	27-09-2019	30-07-2008	29-09-2019		60.00	2	2	2	2

Avonmore Capital & Management Services Limited
New Delhi

					Director																		
5	Mr	AJAY KUMAR	AEMPK5513J	01954049	Non-Executive - Independent Director	Not Applicable		30-01-1951	No				Active	NA		12-11-2013	29-09-2019		60.00	2	2	1	3
6	Mr	BHUPINDER SINGH	AAMPS7576H	00062754	Non-Executive - Independent Director	Not Applicable		10-07-1939	No				Active	Yes	27-09-2019	27-09-2019	27-09-2019		60.00	3	3	0	1

II. Composition of Committees

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson	Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01954049	AJAY KUMAR	Non-Executive - Independent Director	Chairperson	07-02-2014	-	
2	00044635	SHYAM SUNDER LAL GUPTA	Non-Executive - Independent Director	Member	20-04-2009	-	
3	00008429	GOVIND PRASAD AGRAWAL	Non-Executive - Non Independent Director	Member	30-03-2007	-	

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	**DIN Number**	**Name of Committee members**	**Category 1 of directors**	**Category 2 of directors**	**Date of Appointment**	**Date of Cessation**	**Remarks**
1	01954049	AJAY KUMAR	Non-Executive - Independent Director	Chairperson	07-02-2014	-	
2	00044635	SHYAM SUNDER LAL GUPTA	Non-Executive - Independent Director	Member	30-07-2008	-	
3	00008429	GOVIND PRASAD AGRAWAL	Non-Executive - Non Independent Director	Member	30-03-2007	-	

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	**DIN Number**	**Name of Committee members**	**Category 1 of directors**	**Category 2 of directors**	**Date of Appointment**	**Date of Cessation**	**Remarks**
1	00008429	GOVIND PRASAD AGRAWAL	Non-Executive - Non Independent Director	Chairperson	30-03-2007	-	
2	00044635	SHYAM SUNDER LAL GUPTA	Non-Executive - Independent Director	Member	13-02-2012		
3	02590928	ASHOK KUMAR GUPTA	Executive Director	Member	13-02-2012	-	

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson	Yes	

Avonmore Capital & Management Services Limited
New Delhi

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01954049	AJAY KUMAR	Non-Executive - Independent Director	Chairperson	14-11-2017	-	
2	02590928	ASHOK KUMAR GUPTA	Executive Director	Member	14-11-2017	-	
3	00008429	GOVIND PRASAD AGRAWAL	Non-Executive - Non Independent Director	Member	14-11-2017	-	

III. Meeting of Board of Directors

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2022		-	Yes	6	6	3
2	14-02-2023	91	-	Yes	6	5	2

Avonmore Capital & Management Services Limited
New Delhi

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2022	-			Yes	3	3	2	0
2	Audit Committee	14-02-2023	91			Yes	3	3	2	0
3	Stakeholders Relationship Committee	24-02-2023	-			Yes	3	3	1	0

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	Yes
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Avonmore Capital & Management Services Limited
New Delhi

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes	-	www.avonmorecapital.in
2	Terms and conditions of appointment of independent directors	Yes	-	www.avonmorecapital.in
3	Composition of various committees of board of directors	Yes	-	www.avonmorecapital.in
4	Code of conduct of board of directors and senior management personnel	Yes	-	www.avonmorecapital.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	-	www.avonmorecapital.in
6	Criteria of making payments to non-executive directors	Yes	-	www.avonmorecapital.in
7	Policy on dealing with related party transactions	Yes	-	www.avonmorecapital.in
8	Policy for determining 'material' subsidiaries	Yes	-	www.avonmorecapital.in

Avonmore Capital & Management Services Limited
New Delhi

9	Details of familiarization programmes imparted to independent directors	Yes	-	www.avonmorecapital.in
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	www.avonmorecapital.in
11	email address for grievance redressal and other relevant details	Yes	-	www.avonmorecapital.in
12	Financial results	Yes	-	www.avonmorecapital.in
13	Shareholding pattern	Yes	-	www.avonmorecapital.in
14	Details of agreements entered into with the media companies and/or their associates	NA	-	
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	-	
16	New name and the old name of the listed entity	Yes	-	www.avonmorecapital.in
17	Advertisements as per regulation 47 (1)	Yes	-	www.avonmorecapital.in
18	Credit rating or revision in credit rating obtained	NA	-	

Avonmore Capital & Management Services Limited
New Delhi

19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	-	www.avonmorecapital.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	-	www.avonmorecapital.in
21	Materiality Policy as per Regulation 30	Yes	-	www.avonmorecapital.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-	
23	It is certified that these contents on the website of the listed entity are correct	Yes	-	www.avonmorecapital.in

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 **a. Audit Committee**	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. **b. Nomination & remuneration committee**	Yes

Avonmore Capital & Management Services Limited ★ New Delhi

4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. **c. Stakeholders relationship committee**	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. **d. Risk management committee (applicable to the top 500 listed entities)**	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	-
3	Meeting of Board of directors	17(2)	Yes	-

Avonmore Capital & Management Services Limited New Delhi

4	Quorum of Board meeting	17(2A)	Yes	-
5	Review of Compliance Reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of Conduct	17(5)	Yes	-
8	Fees/compensation	17(6)	Yes	-
9	Minimum Information	17(7)	Yes	-
10	Compliance Certificate	17(8)	Yes	-
11	Risk Assessment & Management	17(9)	Yes	-
12	Performance Evaluation of Independent Directors	17(10)	Yes	-
13	Recommendation of Board	17(11)	Yes	-
14	Maximum number of Directorships	17A	Yes	-
15	Composition of Audit Committee	18(1)	Yes	-
16	Meeting of Audit Committee	18(2)	Yes	-
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	-
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	-
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-

Capital & Management Services Limited New Delhi

22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	-
23	Meeting of Risk Management Committee	21(3A)	NA	-
24	Vigil Mechanism	22	Yes	-
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	-
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	-
27	Approval for material related party transactions	23(4)	Yes	-
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	-
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
31	Annual Secretarial Compliance Report	24(A)	Yes	-
32	Alternate Director to Independent Director	25(1)	NA	-
33	Maximum Tenure	25(2)	Yes	-
34	Meeting of independent directors	25(3) & (4)	Yes	-
35	Familiarization of independent directors	25(7)	Yes	-
36	Declaration from Independent Director	25(8) & (9)	Yes	-
37	D & O Insurance for Independent Directors	25(10)	NA	-

...Capital & Management Services L... New Delhi

38	Memberships in Committees	26(1)	Yes	-
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	-
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	-
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	-

Annexure II		
1	Name of signatory	SONAL
2	Designation	Company Secretary and Compliance Officer

Annexure-II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Annexure II		
1	Name of signatory	SONAL
2	Designation	Company Secretary and Compliance Officer

... Capital & Management Services Limi... New Delhi

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	**Aggregate amount advanced during six months**	**Balance outstanding at the end of six months**	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	359605000	161835000	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	**Type (guarantee, comfort letter etc.)**	**Aggregate amount of issuance during six months**	**Balance outstanding at the end of six months(taking into account any invocation)**
Promoter or any other entity controlled by them	Nil	0.00	0.00
Promoter Group or any other entity controlled by them	Corporate Guarantee	13187000	131673000
Directors (including relatives) or any other entity controlled by them	Nil	0.00	0.00
KMPs or any other entity controlled by them	Nil	0.00	0.00

Capital & Management Services Limited New Delhi

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	**Type of security (cash, shares etc.)**	**Aggregate value of security provided during six months**	**Balance outstanding at the end of six months**
Promoter or any other entity controlled by them	Nil	0.00	0.00
Promoter Group or any other entity controlled by them	Nil	0.00	0.00
Directors (including relatives) or any other entity controlled by them	Nil	0.00	0.00
KMPs or any other entity controlled by them	Nil	0.00	0.00
(D) Additional Information			

II. Affirmations			
Affirmations		**Compliance Status**	**Company Remarks**
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	
Name	Shakti Singh		
Designation	CFO		
Place	New Delhi		
Date	20-04-2023		

Avonmore Capital & Management Services Limited
New Delhi