

# Avonmore Capital & Management Services Ltd.

Scrip code	511589
NSE Symbol	AVONMORE
MSEI Symbol	NOTLISTED
ISIN	INE323B01024
Name of the entity	Avonmore Capital & Management Services Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter Type	Yearly
Date of Quarter Ending	31-03-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes

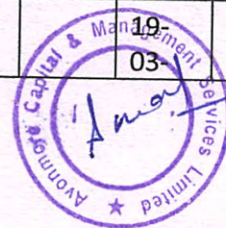


Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	Yes
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities
Is SCORE ID Available ?	Yes
SCORE Registration ID	A00149
Reason For No SCORE ID	
Type of Submission	Original



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)
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1	Mr	GOVIND PRASAD	AAE PA9	000 084	Non-Execu	Chairperson		09-09-	No				Activ	NA						2	2	2	1
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**Nomination and remuneration committee**

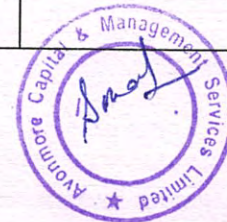
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00008429	GOVIND PRASAD AGRAWAL	Non-Executive - Non Independent Director	Member	30-03-2007	-	
2	00227058	NEELU JAIN	Non-Executive - Independent Director	Member	29-09-2024	-	
3	03598173	SATISH CHANDRA SINHA	Non-Executive - Independent Director	Chairperson	29-09-2024	-	

**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	02590928	ASHOK KUMAR GUPTA	Executive Director	Member	13-02-2012	-	
3	03598173	SATISH CHANDRA SINHA	Non-Executive - Independent Director	Member	29-09-2024	-	

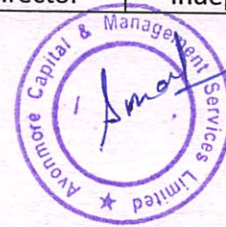
**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02590928	ASHOK KUMAR GUPTA	Executive Director	Member	14-11-2017	-	
2	00008429	GOVIND PRASAD AGRAWAL	Non-Executive - Non Independent Director	Member	14-11-2017	-	
3	03598173	SATISH CHANDRA SINHA	Non-Executive - Independent Director	Chairperson	29-09-2024	-	

Other Committee					
Sr	DIN Number	Name of Committee members	Name of Other Committee	Category 1 of Directors	Category 2 of Directors
1	02590928	ASHOK KUMAR GUPTA	Management Committee	Executive Director	Chairperson
2	00008429	GOVIND PRASAD AGRAWAL	Management Committee	Non-Executive - Non Independent Director	Member
3	00227058	NEELU JAIN	Non-Executive - Independent Director	Non-Executive - Independent Director	Member
4	03598173	SATISH CHANDRA SINHA	Non-Executive - Independent Director	Non-Executive - Independent Director	Member

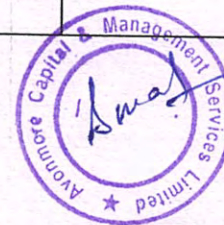


III. Meeting of Board of Directors

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	13-11-2024	-	-		6	6	3
2	14-02-2025	92	-	Yes	6	6	3

IV. Meeting of Committees

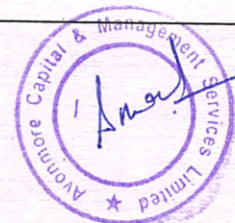
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as 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	13-11-2024	-	-	-	Yes	3	3	2	0
2	Audit Committee	14-02-2025	92	-	-	Yes	3	3	2	0



3	Stakeholders Relationship Committee	27-03-2025	-	-	-	Yes				
4	Committee For Further Issue Of Shares	06-12-2024	-	-	-	Yes	3	3	1	0
5	Committee For Further Issue Of Shares	13-01-2025	-	-	-	Yes	3	3	1	0
6	Management Committee	26-03-2025	-	-	-	Yes	3	3	1	0
							4	2	0	0

#### V. 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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes



5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	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

Signatory Details	
Name of signatory	SONAL
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Date of the event	Brief details of the event	



## Annexure II

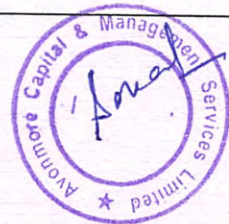
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of LODR Regulation

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
	As per regulation 46(2) of the LODR:			
1.1	Details of business	Yes		www.avonmorecapital.in
1.2	Memorandum of Association and Articles of Association	Yes		www.avonmorecapital.in
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	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
9	Details of familiarization programmes imparted to independent directors	Yes		www.avonmorecapital.in
10	Email address for grievance redressal and other relevant details	Yes		www.avonmorecapital.in
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	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		



15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA		
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.avonmorecapital.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.avonmorecapital.in
20	Secretarial Compliance Report	Yes		www.avonmorecapital.in
21	Materiality Policy as per Regulation 30 (4)	Yes		www.avonmorecapital.in
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.avonmorecapital.in
23	Disclosures under regulation 30(8)	Yes		www.avonmorecapital.in
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		www.avonmorecapital.in
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.avonmorecapital.in
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA		
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.avonmorecapital.in
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.avonmorecapital.in



Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
3	Meeting of Board of directors	17(2)	Yes
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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21	Role of Nomination and Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes



23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24	Role of Stakeholders Relationship Committee	20(4)	Yes
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
26	Meeting of Risk Management Committee	21(3A)	NA
27	Quorum of Risk Management Committee meeting	21(3B)	NA
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA
29	Vigil Mechanism	22	Yes
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party transactions	23(4)	Yes
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36	Alternate Director to Independent Director	25(1)	NA
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39	Meeting of independent directors	25(3) & (4)	Yes
40	Familiarization of independent directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes
42	Directors and Officers insurance	25(10)	NA
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
44	Memberships in Committees	26(1)	Yes
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46	Policy with respect to Obligations of directors and senior	26(2) & 26(5)	Yes



	management		
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes

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

Signatory Details	
Name of signatory	SONAL
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	25-04-2025



Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Imposition of Fine or Penalty
The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:
Any Other Information for Disclosure of Imposition of Fine or Penalty

Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	BSE AND NSE	Fine of Rs. 92,040 /- each by BSE and NSE to our subsidiary Company namely Almond Global Securities Limited	17-03-2025	Regulation 17(1A) of the SEBI Listing Regulations, pertaining to delayed approval for appointment or continuation of Non-Executive Director who attained the age of seventy-five years.	NIL except the fine mentioned above if not waived.

