

# Avonmore Capital & Management Services Ltd.

Ref: acms/corres/Bse/22-23/48

30<sup>th</sup> December, 2022

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

**Re: Outcome of Postal Ballot as per Regulation 30, 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

Sir/Ma'm,

This is in continuation with our Letter No. Ref: acms/corres/Bse/22-23/45 dated November 26, 2022, wherein we intimated about the Postal Ballot process by the Company for seeking approval of the Members by way of Special Resolution, to be passed through remote e-voting ('E-voting') in respect of the Postal Ballot Notice dated November 14, 2022. Item No. 1: Approval to acquire and make Almondz Finanz Limited (AFL) a Wholly Owned Subsidiary by way of acquisition of 3,00,00,000 Equity Shares from Almondz Global Securities Limited a subsidiary company which holds 100% shareholding in AFL and Item No. 2: Approval For Adoption Of New Set Of MOA of the Company as per Companies Act 2013.

The E-voting period for Postal Ballot commenced on Wednesday, November 30, 2022 at 9:00 a.m. IST and concluded on Thursday, December 29, 2022 at 05:00 p.m. IST.

The Board of Directors of the Company had appointed M/s. NPS & Associates, Company Secretaries (ACS No. A55529/ CP No. 22069) as the Scrutinizer for conducting the Postal Ballot and to submit the Report.

We are pleased to inform that the Shareholders have approved the aforesaid proposals with requisite majority (97.58% and 99.72) in favour of Item No. 1 & 2 of Postal Ballot Notice. The approval is deemed to have been received on the last date of e-voting i.e. on Thursday, December 29, 2022.

In this regard, please find enclosed the following:

- i. Voting results of the Postal Ballot by way of E-voting, as required under Regulation 44(3) of the Listing Regulations; and
- ii. Scrutinizer's Report on E-voting dated December 30, 2022 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Please take the above on record and acknowledge receipt of the same.

Thanking you,  
**For Avonmore Capital & Management Services Limited**

**Sonal  
Company Secretary & Compliance Officer**

Encl: a/a

# Avonmore Capital & Management Services Ltd.

## RESULT OF POSTAL BALLOT

Date of Declaration of Result of Postal Ballot	30.12.2022
Total No. of Shareholder on record date	6372
No. of shareholders present in the meeting either in person or through proxy :	N.A. (Since it is a result of Postal Ballot)
No. of shareholders attended the meeting through Video Conferencing	N.A. (Since it is a result of Postal Ballot)

### Agenda- wise disclosure (to the disclosed separately for each agenda item)

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval to acquire and make Almondz Finanz Limited (AFL) a Wholly Owned Subsidiary by way of acquisition of 3,00,00,000 Equity Shares from Almondz Global Securities Limited a subsidiary company which holds 100% shareholding in AFL				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15798978	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15798978	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	7554242	2026633	26.8277	1977766	48867	97.5888	2.4112
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7554242	2026633	26.8277	1977766	48867	97.5888	2.4112

# Avonmore Capital & Management Services Ltd.

Total	Total	2335322 0	2026633	8.6782	1977766	48867	97.5888	2.4112
Whether resolution is Pass or Not.							Yes	

<b>Resolution (2)</b>								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPROVAL FOR ADOPTION OF NEW SET OF MOA OF THE COMPANY AS PER COMPANIES ACT 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15798978	15798978	100.0000	15798978	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15798978	15798978	100.0000	15798978	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	7554242	1858227	24.5985	1809360	48867	97.3702	2.6298
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7554242	1858227	24.5985	1809360	48867	97.3702	2.6298
Total	Total	23353220	17657205	75.6093	17608338	48867	99.7232	0.2768
Whether resolution is Pass or Not.								Yes



**NPS & ASSOCIATES**  
**Company Secretaries**

P2/24, 4<sup>TH</sup> Floor, Pocket – P,  
Sector 75, BPTP Parklands,  
Faridabad, Haryana – 121002  
Ph – 9953709250  
E-mail- csnp11@gmail.com

**Scrutinizer's Report**

*[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(4)  
of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman,  
**Avonmore Capital & Management Services Limited**

CIN: L67190DL1991PLC045857

Registered Office: F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110020

**SUB: Scrutinizer's Report on remote e-voting in respect of passing of the resolutions contained in the notice dated November 14, 2022 through Postal Ballot**

Dear Sir(s),

I, Nakul Pratap Singh, Company Secretary in practice, was appointed as Scrutinizer by the Board of Directors of Avonmore Capital & Management Services Limited ("the Company") for the purpose of scrutinizing the process of Remote E-Voting in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the said Postal Ballot notice.

Your Company had provided a facility to the shareholders to exercise their votes on the resolution(s), as set out in the Notice dated November 14, 2022 by way of Remote e-voting pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended till date read with Regulation 44 of the SEBI (LODR) Regulations, 2015 and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated 5 May, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and other applicable laws and regulations.

The Notice dated November 14, 2022 along with statement setting out material facts under Section 102 of the Act in respect of the resolutions mentioned therein, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Central Depository Services (India) Limited ("CDSL") and whose e-mail addresses were available with the Company as on November 18, 2022 ("cut-off date").

  


The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and rules made there-under relating to e-voting through electronic means on the resolutions proposed in the said notice.

My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast '*in favour*' or '*against*' if any, to the Chairman or his authorized representative, on the resolutions based on the votes cast and reports generated from the electronic voting system, provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide facility of Remote e-voting.

In this regard, I confirm that-

1. the shareholders of the Company holding shares on the "cut-off date" i.e. Friday, November 18, 2022, were entitled to vote on the resolution(s) proposed as set out in the notice;
2. the Company had engaged Central Depository Services (India) Limited (CDSL) as the Agency for remote e-voting; and
3. remote e-voting period remained open from Wednesday, November 30, 2022 at 09:00 a.m. (IST) and will end on Thursday, December 29, 2022 at 05:00 p.m. (IST).
4. After the closure of e-voting on Thursday, December 29, 2022 at 05:00 P.M., I have unblocked the electronic votes for e-voting process in the presence of two witnesses who are not in the employment of the Company. Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolution that was put to vote through Postal Ballot were generated from the e-voting website of CDSL.
5. I, have relied on the information provided by Beetal Financial & Computer Services (P) Limited, the Registrar and Share transfer Agent (RTA) of the Company with regard to details regarding number of shares held and verification of specimen signatures of Shareholders.
6. Thereafter, the details containing, inter alia, the information about shareholders voting 'For' and 'Against' the resolutions that were put to vote, were generated from the e-voting portal of CDSL and based on such reports generated, data regarding the e-voting was diligently scrutinized.
7. The result of the e-voting on resolutions set out in the Notice are as under:

**(1.) Resolution: Special**

Approval to acquire and make Almondz Finanz Limited (AFL) a Wholly Owned Subsidiary by way of acquisition of 3,00,00,000 Equity Shares from Almondz Global Securities Limited a subsidiary company which holds 100% shareholding in AFL.





(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of shares held by them	% of total number of valid votes cast
E-Voting	94	19,77,766	97.59%
Total	<b>94</b>	<b>19,77,766</b>	<b>97.59%</b>

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of shares held by them	% of total number of valid votes cast
E-Voting	12	48,867	2.41%
Total	<b>12</b>	<b>48,867</b>	<b>2.41%</b>

(iii) **Invalid** votes:

Mode of Voting	Number of members	Number of votes cast by them
E-Voting	-	-
Total	-	-

(2.) **Resolution: Special**

Approval For Adoption of New Set of MOA of the Company as per Companies Act, 2013

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of shares held by them	% of total number of valid votes cast
E-Voting	97	1,76,08,338	99.72%
Total	<b>97</b>	<b>1,76,08,338</b>	<b>99.72%</b>

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of shares held by them	% of total number of valid votes cast
E-Voting	12	48,867	0.28%
Total	<b>12</b>	<b>48,867</b>	<b>0.28%</b>

(iii) **Invalid** votes:

Mode of Voting	Number of members	Number of votes cast by them
E-Voting	-	-
Total	-	-



8. Based on above results, all the Members of the Company have voted in favour of resolutions proposed through the Notice of the Postal Ballot and therefore the resolutions shall stand passed by the requisite majority.
9. All electronic data and relevant records of voting shall remain in custody of the Chairman until he considers and approves the results of resolutions passed through postal ballot. Thereafter, all the documents shall be handed over to the Company Secretary for safe keeping.

Thanking you.  
Yours faithfully,

For **NPS & Associates**  
Company Secretaries



Nakul Pratap Singh  
**Company Secretary in Practice**  
M.No A55529  
CP No. 22069  
UDIN: **A055529D002833502**

**Countersigned by:**

Chairman/Auth, representative  
**Avonmore Capital & Management Services**  
Limited

Date: December 30, 2022  
Place: Faridabad