

Avonmore Capital & Management Services Limited
CIN: L67190MH1991PLC417433
**Registered Office: Level 5, Grande Palladium, 175 CST Road,
Off BKC Kalina, Santacruz(E), Vidyanagari, Mumbai, Maharashtra – 400098, India**
Tel. + 91 22 67526699, Fax: +91 22 67526603
Corporate Office: F-33/3 Okhla Industrial Area, Phase –II, New Delh-110020
Tel. + 91 -11-43500700, Fax: +91 -11-43500735
Email id: Secretarial@almondz.com website: www.avonmorecapital.in

NOTICE OF 33rd ANNUAL GENERAL MEETING

Notice is hereby given that the **33rd** Annual General Meeting of the Members of **AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED** (the “Company”) will be held on **Tuesday, the 30th day of September, 2025, at 01.30 P.M** (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement (both Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2025 together with Directors’ and Auditors’ Reports thereon.
2. To appoint a Director in place of Mrs. Ashu Gupta, who retires by rotation at this Annual General Meeting in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Secretarial Auditors

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, as amended and in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment(s) or re-enactment (s) thereof, for the time being in force) and based on recommendation of Audit Committee and Board of Directors, M/s Neeraj Gupta & Associates (COP No. 4006), having a valid Peer Review Certificate, be and are hereby appointed as Secretarial Auditors of the Company for a continuous period of 5 (five) consecutive years commencing from April 1, 2025 to March 31, 2030 at such remuneration as may be determined by the Board of Directors, on recommendation of the Audit Committee, in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution.”

4. Ratification and Approval of the Payment of Excess Remuneration to Mr. Ashok Kumar Gupta, Managing Director of the Company, for the Financial Year 2024-25 arising out of Exercise of Some of the Stock Options Granted

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, if any, permissions and sanctions, the consent of the Members be and is hereby accorded for ratification for payment of the excess Remuneration arising out of the exercise of some of the Stock Options granted to and vested to the Managing Director of the Company, Mr. Ashok Kumar Gupta, (DIN: 02590928) for the financial year 2024-25.”

“**RESOLVED FURTHER THAT** the Directors of the Company and Company Secretary be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

5. Approval of Material Related Party Transactions with Almondz Global Securities Limited by the Company and its subsidiaries.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to approve all existing contracts/ arrangements/ agreements/ transactions by way of ratification for all the transactions entered and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) after 33rd Annual General Meeting of the Company by

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Avonmore Capital & Management Services Limited (“the Company”) and its subsidiaries on one hand with Almondz Global Securities Limited on the other hand by way of ratification and for continuing with existing transaction and for the future transactions of the Company and Transactions entered/to be entered as enumerated in the Table below till 34th Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 230 crores provided that the transactions shall be carried on an arm’s length basis and in the ordinary course of business of the Company:

S. No	Name of the Party (Listed Entity/ Subsidiary) entering into the transaction	Nature of Transactions	Amount (upto Rs. In Crore)	% of Company’s consolidated turnover/Subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT’s)
1	Avonmore Capital & Management Services Limited	Loan given to Almondz Global Securities Limited and receiving of Interest relating thereto.	20	11.02%
2	Avonmore Capital & Management Services Limited	Corporate Guarantee and Security given to Almondz Global Securities Limited to secure loan and borrowing.	15	8.26%
3	Avonmore Capital & Management Services Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Almondz Global Securities Limited	75	41.31%
4	Avonmore Capital & Management Services Limited	Investment by way of subscription/redemption etc in the securities from and/or to Almondz Global Securities Limited	15	8.26%
5	Almondz Finanz Limited	Loan given to Almondz Global Securities Limited and receiving of Interest relating thereto.	15	204.81%
6	Almondz Finanz Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Almondz Global Securities Limited	75	1024.07%
7	Anemone Holdings Private Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Almondz Global Securities Limited	15	78.90%
	Total		230	

#Transactions with Almondz Global Securities Limited (AGSL)

Relation with Listed entity

AGSL is a Listed & Material Subsidiary of Avonmore Capital & Management Services Limited (ACMS) and sister concern of Almondz Finanz Limited (AFL) and Anemone Holdings Private Limited(AHPL).

RESOLVED FURTHER THAT any one Director of the Company, or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, documents and writings, on an on-going basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

6. Approval of Material Related Party Transactions with Almondz Global Infra Consultant Limited by the Company and its Subsidiaries.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to approve all existing contracts/ arrangements/ agreements/ transactions by way of ratification for all the transactions entered and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) after 33rd Annual General Meeting of the Company by Avonmore Capital & Management Services Limited (“the Company”) and its subsidiaries on one hand with Almondz Global Infra Consultant Limited on the other hand by way of ratification and for continuing with existing transaction and for the future transactions

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of the Company and Transactions entered/to be entered as enumerated in the Table below till 34th Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 135 crores provided that the transactions shall be carried on an arm's length basis and in the ordinary course of business of the Company/ and or its subsidiaries:

S. No	Name of the Party (Listed Entity/ Subsidiary) entering into the transaction	Nature of Transactions	Amount (upto Rs. In Crore)	% of Company's consolidated turnover/Subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's)
1	Avonmore Capital & Management Services Limited	Loan given to Almondz Global Infra-Consultant Limited and receiving of Interest relating thereto	15	8.26%
2	Avonmore Capital & Management Services Limited	Corporate Guarantee and Security given to Almondz Global Infra-Consultant Limited to secure loan and borrowing.	15	8.26%
3	Avonmore Capital & Management Services Limited	Investment by way of subscription/redemption etc in the securities from and/or to Almondz Global Infra-Consultant Limited.	15	8.26%
4	Avonmore Capital & Management Services Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Almondz Global Infra-Consultant Limited	75	41.31%
5	Almondz Finanz Limited	Loan given to Almondz Global Infra-Consultant Limited and receiving of Interest relating thereto	15	204.81%
	Total		135	

#Transactions with Almondz Global Infra- Consultant Services Limited (AGICL)

Relation with Listed entity & its subsidiaries

AGICL is a Step down Subsidiary of Avonmore Capital & Management Services Limited (ACMS) and Sister Concern of Almondz Finanz Limited (AFL).

RESOLVED FURTHER THAT any one Director of the Company, or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, documents and writings, on an on-going basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

7. Approval of Material Related Party Transactions with Almondz Financial Services Limited by the Company and its Subsidiaries.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to approve all existing contracts/ arrangements/ agreements/ transactions by way of ratification for all the transactions entered and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) after 33rd Annual General Meeting of the Company by Avonmore Capital & Management Services Limited ("the Company") and its subsidiaries on one hand with Almondz Financial Services Limited on the other hand by way of ratification and for continuing with existing transaction and for the future transactions of the Company and Transactions entered/to be entered as enumerated in the Table below till 34th Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 45 crores provided that the transactions shall be carried on an arm's length basis and in the ordinary course of business of the Company/ and or its subsidiaries:

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S. No	Name of the Party (Listed Entity/ Subsidiary) entering into the transaction	Nature of Transactions	Amount (upto Rs. In Crore)	% of Company's consolidated turnover/Subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's)
1	Avonmore Capital & Management Services Limited	Loan given to Almondz Financial Services Limited and receiving of Interest relating thereto	15	8.26%
2	Avonmore Capital & Management Services Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Almondz Financial Services Limited	15	8.26%
3	Almondz Finanz Limited	Loan given to Almondz Financial Services Limited and receiving of Interest relating thereto	15	204.81%
	Total		45	

#Transactions with Almondz Financial Services Limited (AFSL)

Relation with Listed entity and its subsidiaries

AFSL is a Step down Subsidiary of Avonmore Capital & Management Services Limited (ACMS) and Sister Concern of Almondz Finanz Limited (AFL).

RESOLVED FURTHER THAT any one Director of the Company, or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, documents and writings, on an on-going basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

8. Approval of Material Related Party Transactions with North Square Projects Private Limited by the Company and its Subsidiaries.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to approve all existing contracts/ arrangements/ agreements/ transactions by way of ratification for all the transactions entered and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) after 33rd Annual General Meeting of the Company by Avonmore Capital & Management Services Limited (“the Company”) and its subsidiaries on one hand with North Square Project Private Limited on the other hand by way of ratification and for continuing with existing transaction and for the future transactions of the Company and Transactions entered/to be entered as enumerated in the Table below till 34th Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 30 crores provided that the transactions shall be carried on an arm's length basis and in the ordinary course of business of the Company and/or its subsidiaries:

S. No	Name of the Party (Listed Entity/ Subsidiary) entering into the transaction	Nature of Transactions	Amount (upto Rs. In Crore)	% of Company's consolidated turnover/Subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's)
1	Avonmore Capital & Management Services Limited	Loan given to North Square Projects Private Limited and receiving of Interest relating thereto	15	8.26%
2	Almondz Finanz Limited	Loan given to North Square Projects Private	15	204.81%
	Total		30	

#Transactions with North Square Projects Private Limited (NSPL)

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Relation with Listed entity & its subsidiaries

NSPL is a Step down Subsidiary of Avonmore Capital & Management Services Limited (ACMS) and Sister Concern Company of Almondz Finanz Limited (AFL).

RESOLVED FURTHER THAT any one Director of the Company, or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, documents and writings, on an on-going basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

9. Approval of Material Related Party Transactions with Premier Green Innovations Private Limited by the Company and its subsidiaries.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to approve all existing contracts/ arrangements/ agreements/ transactions by way of ratification for all the transactions entered and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) after 33rd Annual General Meeting of the Company by Avonmore Capital & Management Services Limited (“the Company”) and its subsidiaries on one hand with Premier Green Innovations Private Limited on the other hand by way of ratification and for continuing with existing transaction and for the future transactions of the Company and Transactions entered/to be entered as enumerated in the Table below till 34th Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 45 crores provided that the transactions shall be carried on an arm’s length basis and in the ordinary course of business of the Company:

S. No	Name of the Party (Listed Entity/ Subsidiary) entering into the transaction	Nature of Transactions	Amount (upto Rs. In Crore)	% of Company’s consolidated turnover/Subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT’s)
1	Avonmore Capital & Management Services Limited	Investment by way of subscription/redemption etc in the securities of and Purchase and sale of Securities Instruments etc. from and/or to Preimer Green Innovation Private Limited	15	8.26%
2	Avonmore Capital & Management Services Limited	Loan given to Preimer Green Innovation Private Limited and Interest paid in relation thereto.	15	8.26%
3	Almondz Finanz Limited	Loan given to Preimer Green Innovation Private Limited and Interest paid in relation thereto.	15	204.52%
	Total		45	

#Transactions with Premier Green Innovations Private Limited (PGIPL)

Relation with Listed entity

PGIPL is an Associate of Avonmore Capital & Management Services Limited (ACMS) and sister concern of Almondz Finanz Limited (AFL).

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RESOLVED FURTHER THAT any one Director of the Company, or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, documents and writings, on an on-going basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

**By Order of the Board of Directors
For Avonmore Capital & Management Services Limited**

Sd/-
Sonal
Company Secretary & Compliance Officer

Registered Office:
Registered Office: Level 5, Grande Palladium, 175 CST Road,
Off BKC Kalina, Santacruz(E), Vidyanagari, Mumbai, Maharashtra – 400098
Tel. + 91 22 67526699, Fax: +91 22 67526603
Corporate Office: F-33/3 Okhla Industrial Area, Phase –II, New Delh-110020
Tel.+ 91 -11-43500700, Fax: +91 -11-43500735
CIN: L67190MH1991PLC417433
Website: www.avonmorecapital.in
E-mail: secretarial@almondz.com

Date: 30.08.2025
Place: New Delhi

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 (“**the Act**”) in respect of the ordinary and special businesses specified above is annexed hereto.
Information pursuant to provisions of Regulation 36(3) and 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) for Item(s) No. 3 to 9 are annexed as **Annexure-1** to this notice.
2. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, 28/2020 dated August 17, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 and latest Circular being, General Circular No. 09/2023 dated September 25, 2023 and latest being General Circular No. 09/2024 dated September 19, 2024 (hereinafter collectively referred to as “**MCA Circulars**”) and any updates thereto issued by the Ministry of Corporate Affairs (“MCA”) read with Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular number SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated. October 07, 2023, latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other circulars if any, issued in this regard by the Securities and Exchange Board of India (“**SEBI**”) (hereinafter collectively referred to as “**SEBI Circulars**”), companies are permitted to conduct the Annual General Meeting which are due in the year 2025 through Video Conferencing / Other Audio Visual Means (“**VC**” / “**OAVM**”) on or before September 30, 2025, in accordance with the requirements in accordance to MCA Circulars without the physical presence of Members at a common venue. Hence, in accordance with the MCA Circulars, provisions of the Act and SEBI LODR Regulations, the Annual General Meeting (“**AGM**”) of the Members of the Company is scheduled to be held through VC /OAVM facility on **Tuesday, September 30, 2025 at 01.30 P.M. (IST)**. Hence, the Members can attend and participate in the 33rd AGM through VC / OAVM only. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VC/OAVM is appended herewith and also available at the Company’s website www.avonmorecapital.in
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars, through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this AGM Notice.
4. Pursuant to the provisions of Section 113 of the Act, Institutional / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting or e-Voting during the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to csnps11@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com Institutional / Corporate Members (i.e.

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other than individuals, HUF, NRI, etc.) can also upload their Board Resolution /Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

5. The Company has fixed **Tuesday, September 23, 2025** as the 'Cut-off Date' for determining eligibility of Members who will be eligible to attend and vote at the Meeting. Members of the Company whose names appear on the Register of Members/list of Beneficial Owners, as received from the Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Cut-Off Date shall be entitled to vote on the resolutions set forth in this Notice
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. **For shares held in electronic form:** to their Depository Participants (DPs);
 - b. **For shares held in physical form:** to the Company/ Company's Registrar and Transfer Agents, M/s Beetal Financial & Computer Services Private Limited ("**RTA**") in prescribed Form ISR-1 and other forms pursuant to Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021. The Company has sent letters to the members about which folios are incomplete for furnishing the required details under aforesaid SEBI Circular.
7. As per Regulation 40 of SEBI LODR Regulations and SEBI Notification dated January 24, 2022, securities of listed companies can be transferred only in dematerialized form. Further, pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, it has been mandated the listed companies, while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of security certificates/folios and transmission of securities, shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to convert their shareholdings to dematerialized form by submitting a duly filled and signed Form ISR – 4, the format of which is available under "Updation of KYC Details & Compulsory Issue of Shares in Dematerialized Form" Members can contact the RTA at beetalrta@gmail.com for assistance in this regard.

Effective April 1, 2024, SEBI has mandated that the Members, who hold shares in physical mode and whose folios are not updated with any of the KYC details viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend interest or redemption in respect of such folios only in electronic mode

However, SEBI vide its Circular no. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024, removed freezing of Demat Account for non-submission of "Choice of Nomination" for receipt of payment of corporate benefits and service of physical folios. Although, such Members are requested to submit the aforesaid requisite information/documents at the earliest with RTA of the Company at beetalrta@gmail.com.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's website <https://www.avonmorecapital.in/share-holders>. Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Request for consolidation of share certificates shall be processed in dematerialized form.
10. Notice of the **33rd AGM** along with Annual Report 2024-25 are being sent to all the Members of the Company, whose names appear on the Register of Members/ record(s) of Depositories as on **Friday, August 29, 2025**. A person who is not a member as on aforesaid date should treat this Notice for information purpose only.
11. **Electronic Dispatch of Annual Report and process for Registration of E-Mail Addresses:**

In accordance with the guidelines issued under the MCA Circulars and SEBI Circulars, in relation to owing the difficulties involved in dispatching of physical copies of the financial statements (including Directors' Report, Auditor's Report or other Statutory Reports) including other Statutory statements/documents including the Notice of 33rd AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s), unless any Member has requested for a physical copy of the same.

Additionally, pursuant to SEBI Notification No. SEBI/ LAD-NRO/GN/2024/218 dated December 12, 2024 the Company shall dispatch a "**Letter**" with web-link and exact path to access full Annual Report for the financial year 2024-25 to Members and holder of non-convertible securities, who have not registered their email address with the RTA.

Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.avonmorecapital.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Central Depository Services (India) Limited ("**CDSL**") www.evotingindia.com

12. Procedure for inspection of documents

Members desiring inspection of statutory registers during the AGM or who wish to inspect the relevant documents referred to in the Notice, can send their request on email to secretarial@almondz.com.

13. Procedure to raise Questions / seek Clarifications

- a. As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than **5:00 P.M. (IST) Wednesday, September 24, 2025**, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at secretarial@almondz.com and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.
- b. Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from **Friday, September 19, 2025 (9:00 A.M. IST) to Wednesday, September 24, 2025 (5:00 P.M. IST)** at secretarial@almondz.com from their registered e-mail addresses mentioning their names, folio numbers/demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
- c. Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company from **Friday, September 19, 2025 (9:00 A.M. IST) to Wednesday, September 24, 2025 (5:00 P.M. IST)** through e-mail at secretarial@almondz.com and the same will be suitably replied by the Company.

14. SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated August 11, 2023. Which was further updated on December 28, 2023 Pursuant to Master Circular, investors shall first take up a grievance with the Company directly, and escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through ODR Portal at <https://smartodr.in/login>

15. Process and manner for Members opting for e-Voting is as under:

- I. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of CDSL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the AGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.
- II. Members are provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.
- III. Members who have already cast their vote by remote e-Voting prior to the AGM, will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
- IV. Members of the Company holding shares either in physical form or electronic form, as on the cut-off date of **Tuesday, September 23, 2025**, may cast their vote by remote e-Voting. The remote e-Voting period commences on **Saturday, September 27, 2025 (10:00 A.M. IST)** and will end on **Monday, September 29, 2025 (5:00 P.M. IST)**. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, September 23, 2025**.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 & 4 of the accompanying Notice dated September 30, 2025

Item No.3:

Pursuant to provisions of Section 204 of the Companies Act, 2013 ("Act") and rules framed thereunder, every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practicing Company Secretary. In this regard, the Board of Directors ("Board") of the Company at its meeting held on August 14, 2024 had appointed M/s Neeraj Gupta & Associates., as Secretarial Auditors of the Company for the Financial Year 2024-25.

M/s Neeraj Gupta & Associates had expressed its willingness to continue as Secretarial Auditor of the Company.

In view of above and pursuant to provisions of newly amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and based on recommendation of Audit Committee and subject to approval of Members at ensuing Annual General Meeting, after evaluating and considering various factors such as industry experience,

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competency of the audit team, efficiency in conduct of audit, independence among others, the Board at its meeting held on July 31 2025, approved appointment of M/s Neeraj Gupta & Associates, Peer-Reviewed Practicing Company Secretaries Firm, as Secretarial Auditors of the Company, for a term of 5 (five) consecutive years viz. commencing from April 1, 2025 to March 31, 2030 at a remuneration of INR 40,000 for financial year 2025-26 plus out of pocket expenses, if any, incurred during the course of audit. The remuneration for subsequent financial years during the tenure of its appointment, shall be decided by the Board, on recommendation of Audit Committee, in consultation with the Secretarial Auditors.

M/s Neeraj Gupta & Associates was established by Mr. Neeraj Gupta, Fellow Member of Institute of Company Secretaries of India and having experience of over 25 years with wide and extensive experience in Secretarial Audit, Corporate Governance Services, Legal Drafting, Opinions, Due Diligence Report to RBI under multiple banking or consortium lending arrangements postal ballot, Support in FEMA compliances and dealing with RBI for statutory filing and compounding of FEMA offences by RBI, Providing conversion services of financial statements into XBRL, Liquidation, strike off & winding up of companies, Drafting of Agenda, Resolutions, Notice & Minutes of various meetings of the company, Compounding of Offence under Companies Act, Secretarial compliance support, conducting secretarial audit, Drafting/vetting of Shareholders Agreement, Joint Venture, legal and commercial contracts, undertaking, declarations, partnership deed, etc., Maintenance of statutory registers & other records as required under the Companies Act.

M/s Neeraj Gupta & Associates have provided their written consent to act as Secretarial Auditors of the Company and submitted necessary peer review certificate and other requisite disclosures/declarations in accordance with provisions of Regulation 24A of the SEBI LODR Regulations, 2015 and Section 204 of the Act and rules framed thereunder.

The services to be rendered by M/s Neeraj Gupta & Associates as Secretarial Auditors is within the purview of the said Regulation read with SEBI circular no. SEBI/HO/CFD/CFDPoD- 2/CIR/P/2024/185 dated December 31, 2024.

None of the Directors and/or Key Managerial Personnel and/or their respective relatives are concerned or interested financially or otherwise, in this resolution.

The Board recommends the resolution as set out in Item No. 3 of the accompanying Notice for the approval of the Members by way of an Ordinary Resolution.

Item No.4:

Mr. Ashok Kumar Gupta, Managing Director of the Company, since 2011. His latest re-appointment was for a period of 5 years w.e.f. 1st December, 2021. Shareholder of the Company in its meeting held on 29th September 2022 had approved for payment of remuneration for his tenure ending on 30 December, 2026.

Further the Compensation Committee of Almondz Global Securities Limited (Subsidiary Company) at its meeting held on 26th August 2019 approved and granted some of Stock Option as per the subsidiary Company's ESOP Scheme. Consequent to such grants certain options were vested in Mr. Ashok Kumar Gupta.

During the financial year 2023-24, as per vesting schedule under ESOP Scheme 20007, certain number of options were allotted and exercised by him. Taking into account the perquisite value which gets added to his remuneration, the total managerial remuneration payable to him exceeds the limits approved by the shareholders. This increase is purely due to inclusion of the perquisite value of options exercised by him.

He is further entitled to exercise balance options in future during the remaining period of his tenure ending on 30th December, 2026. No cash pay-out has been made to him. His cash remuneration excluding the perquisite value arising out of ESOPs is well within the prescribed limits under section 197 of the Companies Act, 2013 read with Schedule V and approved by the shareholders.

The value of perquisite earned by Mr. Ashok Kumar Gupta has been derived as under:

Name of Employee	No. of Shares Allotted against exercise of Options	Date of exercise	Exercise Price (Per Share) (Rs.)	Fair Market Value (per share) (Rs.)	Aggregate Perquisite Value (Rs.)
Ashok Kumar Gupta	50,000	07.05.2024	10	106.60	4830000
	450000	06.08.2024	1.6667	36.07	15481500
	600000	08.10.2024	1.6667	30.20	17120000
	Total				37431500

Further on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on July 31, 2025, approved and accordingly recommends to the members an increase in the managerial remuneration limit in thereby seeking Members consent to ratify the excess amount of Rs. 3.74 cr paid to Mr. Ashok Kumar Gupta during the year 2024-25. This has not entailed any additional cash outflow for the Subsidiary Company but merely an addition of perquisite value to his total remuneration.

The Board of Directors recommends the proposal and the resolution for approval of members of the Company, as set out at Item No.4 of the Notice.

Except Mr. Ashok Kumar Gupta and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution. Mr. Ashok Kumar Gupta is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

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Item No. 5 to 9

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed Company as per the last audited financial statements of the listed company, whichever is lower. All material related party transactions ("RPTs") shall require prior approval of shareholders by means of an ordinary resolution, even if the transactions are in the ordinary course of business of the concerned company and on an arm's length basis.

The provisions of Regulations 23(4) requiring approval of the shareholders are not applicable for material RPTs entered into between a holding company and its wholly owned subsidiary and material RPTs entered into between two wholly owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

Further, Regulation 2(1)(zb) of the SEBI Listing Regulations provides the definition of related party and Regulation 2(1)(zc) of the SEBI Listing Regulations has enhanced the definition of a related party transaction which now includes a transaction involving transfer of resources, services or obligations between: (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged. In addition, a transaction with a related party is construed to include a single transaction or a group of transactions in a contract.

Accordingly, RPTs of Avonmore Capital & Management Services Limited ("Company" or "ACMS") and RPTs of its subsidiary entities exceeding the aforesaid threshold of Rs. 1,000 crores are placed for the approval of the shareholders of the Company ("Shareholders" or "Members") vide Resolution Nos. 5 to 9.

The Audit Committee comprises three directors, two are Independent and one is non-Executive Director. The Company has provided the audit committee of the Company ("Audit Committee") with the relevant details of the proposed material RPTs, as required under the regulations, including material terms and basis of pricing. The Audit Committee and the Board of Directors including Independent Directors, after reviewing all necessary information, have unanimously granted approval for entering into the below-mentioned material RPT. The Audit Committee has further noted that the transactions will be at an arms' length basis and are also in the ordinary course of business of the Company. Accordingly, basis the approval of the Audit Committee, the board of directors of the Company ("Board") recommends the resolution contained in Item Nos. 5 to 9 of the accompanying Notice to the Shareholders for approval.

In terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party or parties are a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item Nos. 5 to 9.

Item No. 5

Background, details and benefits of the transaction:

Avonmore Capital & Management Services Limited (ACMS) is the Holding Company of Almondz Global Securities Limited as well as parent company of the Almondz group and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations.

ACMS is the flagship financial services company of the Almondz Group and operates as Non-Banking Financial Company – Investment and Credit Company (NBFC – ICC) and providing a commercial & consumer lending services to group entities.

Almondz Global Securities Limited (AGSL) avails various financial services from ACMS, AFL & AHPL to support working capital requirements and overall operational efficiency of the Company.

AFL is the flagship financial services company of the Almondz Group and operates as Non-Banking Financial Company – Investment and Credit Company (NBFC – ICC) and providing a commercial & consumer lending services through digital lending platform.

AHPL is the financial services company of the Almondz Group and its main object is to make investment in the group companies.

The Management of the Company has provided the Audit Committee with the relevant details about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of ACMS and nor are the terms and conditions of the proposed RPT(s) unfavorable to ACMS, compare to terms and conditions, had ACMS to have entered into similar transaction(s) with an unrelated party.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with AGSL for an aggregate amount up to Rs. 230 crore to be entered From 33rd Annual General Meeting of the Company till 34th Annual General Meeting of the Company for a period not exceeding fifteen months. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s) at the expense of public shareholders.

Further, as per the review process carried out by the Company, AGSL enjoys sound financial health and there have been no audit qualifications reported by the statutory auditors of AGSL as per the latest audited financial statements of AGSL.

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Details of the proposed RPTs by the Company and its subsidiaries with AGSL, including the information pursuant to Section III-B of SEBI Master circular bearing reference number SEBI/HO/CFD/PoD2/CIR/P/0155, dated 11 November 2024 read with are set out below.:

Sr. No	Particulars	Details												
Details of summary of information provided by the management to the Audit Committee														
1	Type, material terms and particulars of the proposed transaction	<p>1. Loan given to Almondz Global Securities Limited (AGSL) and Interest Paid thereon by the following Companies. Avonmore Capital & Management Services Limited (ACMS) Almondz Finanz Limited (AFL) The Company may give loan in future for short term, medium term and long term business purposes to AGSL. The funds shall be used to meet the business requirements and general corporate purposes of AGSL.</p> <p>2. Corporate Guarantee given to Almondz Global Securities Limited (AGSL) by the following Companies to secure loan and borrowing. Avonmore Capital & Management Services Limited (ACMS) The Company has availed Corporate Guarantee and security and in future may avail Corporate Guarantee and collateral securities from ACMS for borrowings and credit facilities from Banks and financial Institutions. As general practice of Banks, Corporate Guarantees are required and based on the sanction's letters of the Banks and Financial Institutions.</p> <p>3. Sale and Purchase of Securities, Instruments etc., from and /or to Almondz Global Securities Limited (AGSL), with following companies Avonmore Capital & Management Services Limited (ACMS) Almondz Finanz Limited (AFL) Anemone Holdings Private Limited (AHPL) The Company are inter-alia engaged in the business of buying and selling shares and securities. The securities will be bought from ACMS, AFL & AHPL to park idle funds, maximizing the yield on investments in the interest of the AGSL etc. Similarly, investments may be liquidated by selling to ACMS AFL & AHPL depending upon liquidity scenario, to book profits, to switch funds in other investments avenues etc., in the best interest of the AGSL.</p> <p>4. Investment by way of subscription/redemption etc from and/or to Almondz Global Securities Limited (AGSL),in following company Avonmore Capital & Management Services Limited (ACMS) Investment by way of <u>subscription/ redemption etc.</u>, can be made in the following securities: a. Equity Shares b. Preference Shares c. Debentures d. Any other type of instrument/security issued by PGIP Investments shall be made with the following objectives: a. To retain the control b. To earn reasonable return on investments c. To infuse capital d. To achieve optimum capital structure e. To park idle funds and general corporate purposes.</p>												
2.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	<table border="1"> <thead> <tr> <th>Sr. No</th> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>i</td> <td>Name of the Related Party</td> <td>Almondz Global Securities Limited (AGSL)</td> </tr> <tr> <td>ii</td> <td>Relationship with the listed entity</td> <td>Almondz Global Securities Limited (AGSL) is a Listed and material subsidiary of the Company. The ACMS holds 50.15% of the total equity paid up share capital of AGSL.</td> </tr> <tr> <td>iii.</td> <td>Concern or interest of the related party (financial/ otherwise)</td> <td>Financial</td> </tr> </tbody> </table>	Sr. No	Particulars	Details	i	Name of the Related Party	Almondz Global Securities Limited (AGSL)	ii	Relationship with the listed entity	Almondz Global Securities Limited (AGSL) is a Listed and material subsidiary of the Company. The ACMS holds 50.15% of the total equity paid up share capital of AGSL.	iii.	Concern or interest of the related party (financial/ otherwise)	Financial
Sr. No	Particulars	Details												
i	Name of the Related Party	Almondz Global Securities Limited (AGSL)												
ii	Relationship with the listed entity	Almondz Global Securities Limited (AGSL) is a Listed and material subsidiary of the Company. The ACMS holds 50.15% of the total equity paid up share capital of AGSL.												
iii.	Concern or interest of the related party (financial/ otherwise)	Financial												

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Sr. No	Particulars	Details		
		Sr. No	Particulars	Details
	Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);	i	Name of the Related Party	Almondz Global Securities Limited
		ii	Relationship with subsidiary	Almondz Global Securities Limited is Sister concern of AFL & AHPL
		iii.	Concern or interest of the related party (financial/ otherwise)	Financial
3	Tenure of the proposed	From 33 rd Annual General Meeting of the Company till 34 th Annual General Meeting of the Company for a period not exceeding fifteen months.		
4	Value of the proposed transactions	The total aggregate value of all such transactions/contracts/arrangement shall not exceed INR 230 crores in each financial year.		
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Mentioned in the resolution.		
6	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary			
a.		details of the source of funds in connection with the proposed transaction	The financial assistance / investment would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment.	
b.		where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness - cost of funds; - tenure	Not applicable, since the Company would not be incurring financial indebtedness especially for giving financial assistance or making investments	
c.		applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The Loan facility shall be availed to meet short/ medium/ long term funding requirements of the Company at the prevailing market rate. In case of revolving line of credit, the repayment shall be on demand, in case of other facility; the repayment shall be either on Equated Monthly Settlement and/or Bullet payment depending upon the term/ nature of facility. The rate of interest shall depend upon the market rate, tenure, credit rating and amount of loan.	
d.		The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party Transaction	The funds shall be used for operational activities, working capital requirements and other business requirements.	

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Sr. No	Particulars	Details
7	Justification as to why the RPT is in the interest of the listed entity	Refer point 1. Type, material terms and particulars of the proposed transaction
8	Details of the Valuation or other external party report (if any)	The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business. The related party transactions will be supported by the applicable market price/market quotes and Valuation Report of an Independent Valuer, wherever necessary.
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered email address of the shareholders.	Not Applicable
10	<p>Name of the Director or KMP who is related, if any Following disclosure of interest between the Company with its related party Name of the related party of the Company: Almondz Global Securities Limited (AGSL) Except Promoters of ACMS and Mr. Satish Chandra Sinha and Mr. Rajkumar Khanna (being an Independent directors on Board of Directors of ACMS) and Mrs. Neelu Jain (Director on the Board of ACMS), none of the Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>Following disclosure of interest between subsidiaries with related party i.e. Almondz Global Securities Limited (AGSL)</p> <p>a. Almondz Finanz Limited (AFL) Except Promoters of AFL, Mr. Satish Chandra Sinha (being Independent director on Board of Directors of AFL) none of the Directors, Key Managerial Personnel of the AFL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>b. Anemone Holdings Private Limited (AHPL) Except Promoters of AHPL none of the Directors, Key Managerial Personnel of the AHPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p>	

The aforesaid new related party transactions have been approved by the Audit Committee at its meetings held on August 30, 2025 and by the Board at its meetings held on August 30, 2025, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the consideration and approval of the Audit Committee of the Company, your Board recommends the Ordinary Resolution as set out at Item No. 5 of this notice for your approval.

Item No. 6

Background, details and benefits of the transaction:

Almondz Global Infra Consultant Limited (AGICL) is a step down Subsidiary of Avonmore Capital & Management Services Limited (ACMS) and sister concern of Almondz Finanz Limited (AFL) and Anemone Holdings Private Limited (AHPL) and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations.

AGICL is in the business of Consultancy of Infrastructure.

ACMS is the flagship financial services company of the Almondz Group and operates as Non-Banking Financial Company – Investment and Credit Company (NBFC – ICC) and providing a commercial & consumer lending services to group entities.

AFL is the flagship financial services company of the Almondz Group and operates as Non-Banking Financial Company – Investment and Credit Company (NBFC – ICC) and providing a commercial & consumer lending services through digital lending platform.

AGICL avails various financial services from ACMS & AFL to support its working capital requirements and overall operational efficiency of the Company.

The Management of the Company has provided the Audit Committee with the relevant details about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of ACMS & AFL and nor are the terms and conditions of the proposed RPT(s) unfavorable to ACMS & AFL, compare to terms and conditions, had ACMS & AFL to have entered into similar transaction(s) with an unrelated party.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with AGICL for an aggregate amount up to Rs. 135 crore to be entered From 33rd Annual General Meeting of the Company till 34th Annual General Meeting of the Company for a period not exceeding fifteen months. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

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Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s) at the expense of public shareholders.

Further, as per the review process carried out by the Company, AGICL enjoys sound financial health and there have been no audit qualifications reported by the statutory auditors of AGICL as per the latest audited financial statements of AGICL.

Details of the proposed RPTs with Almondz Global Infra Consultant Limited (AGICL) by the Company and its Subsidiaries, including the information pursuant to Section III-B of SEBI Master circular bearing reference number SEBI/HO/CFD/PoD2/CIR/P/0155, dated 11 November 2024 read with are set out below:

Sr. No	Particulars	Details												
Details of summary of information provided by the management to the Audit Committee														
1	Type, material terms and particulars of the proposed transaction	<p>1. Loan given to Almondz Global Infra-Consultant Limited (AGICL) and Interest Paid thereon by the following Companies. Avonmore Capital & Management Services Limited (ACMS) Almondz Finanz Limited (AFL) The Company/subsidiaries may give loan in future for short term, medium term and long term business purposes to AGICL. The funds shall be used to meet the business requirements and general corporate purposes of AGICL.</p> <p>2. Corporate Guarantee given to Almondz Global Infra-Consultant Limited (AGICL) by the following Companies to secure loan and borrowing. Avonmore Capital & Management Services Limited (ACMS) The abovenamed Companies have availed Corporate Guarantee and security and in future may avail Corporate Guarantee and collateral securities from ACMS for borrowings and credit facilities from Banks and financial Institutions. As general practice of Banks, Corporate Guarantees are required and based on the sanction's letters of the Banks and Financial Institutions.</p> <p>3. Sale and Purchase of Securities, Instruments etc., from and /or to Almondz Global Infra-Consultant Limited (AGICL), with following companies Avonmore Capital & Management Services Limited (ACMS) The Company/subsidiaries are inter-alia engaged in the business of buying and selling shares and securities. The securities will be bought from ACMS to park idle funds, maximizing the yield on investments in the interest of the AGICL etc. Similarly, investments may be liquidated by selling to ACMS depending upon liquidity scenario, to book profits, to switch funds in other investments avenues etc., in the best interest of the AGICL.</p> <p>4. Investment by way of subscription/redemption etc in the securities from and/or to Almondz Global Infra-Consultant Limited (AGICL) in following company Avonmore Capital & Management Services Limited (ACMS) Investment by way of <u>subscription/ redemption etc.</u>, can be made in the following securities: a. Equity Shares b. Preference Shares c. Debentures d. Any other type of instrument/security issued by PGIP Investments shall be made with the following objectives: a. To retain the control b. To earn reasonable return on investments c. To infuse capital d. To achieve optimum capital structure e. To park idle funds and general corporate purposes.</p>												
2.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	<table border="1"> <thead> <tr> <th>Sr. No</th> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>i</td> <td>Name of the Related Party</td> <td>Almondz Global Infra-Consultant Limited (AGICL)</td> </tr> <tr> <td>ii</td> <td>Relationship with the listed entity</td> <td>Almondz Global Infra-Consultant Limited (AGICL) is a Step down subsidiary of the Company.</td> </tr> <tr> <td>iii.</td> <td>Concern or interest of the related party (financial/ otherwise)</td> <td>Financial</td> </tr> </tbody> </table>	Sr. No	Particulars	Details	i	Name of the Related Party	Almondz Global Infra-Consultant Limited (AGICL)	ii	Relationship with the listed entity	Almondz Global Infra-Consultant Limited (AGICL) is a Step down subsidiary of the Company.	iii.	Concern or interest of the related party (financial/ otherwise)	Financial
Sr. No	Particulars	Details												
i	Name of the Related Party	Almondz Global Infra-Consultant Limited (AGICL)												
ii	Relationship with the listed entity	Almondz Global Infra-Consultant Limited (AGICL) is a Step down subsidiary of the Company.												
iii.	Concern or interest of the related party (financial/ otherwise)	Financial												

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Sr. No	Particulars	Details		
		Sr. No	Particulars	Details
	Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);	i	Name of the Related Party	Almondz Global Infra-Consultant Limited (AGICL)
		ii	Relationship with Almond Finanz Limited (AFL)	Almondz Global Infra-Consultant Limited (AGICL) is a Sister Concern Company of AFL.
		iii.	Concern or interest of the related party (financial/ otherwise)	Financial
3	Tenure of the proposed	From 33 rd Annual General Meeting of the Company till 34 th Annual General Meeting of the Company for a period not exceeding fifteen months.		
4	Value of the proposed transactions	The total aggregate value of all such transactions/contracts/arrangement shall not exceed INR 135 crores in each financial year.		
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Mentioned in the resolution.		
6	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary			
a.		details of the source of funds in connection with the proposed transaction	The financial assistance / investment would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment.	
b.		where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness - cost of funds; - tenure	Not applicable, since the Company would not be incurring financial indebtedness especially for giving financial assistance or making investments	
c.		applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The Loan facility shall be availed to meet short/ medium/ long term funding requirements of the Company at the prevailing market rate. In case of revolving line of credit, the repayment shall be on demand, in case of other facility; the repayment shall be either on Equated Monthly Settlement and/or Bullet payment depending upon the term/ nature of facility. The rate of interest shall depend upon the market rate, tenure, credit rating and amount of loan.	
d.		The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party Transaction	The funds shall be used for operational activities, working capital requirements and other business requirements.	

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Sr. No	Particulars	Details
7	Justification as to why the RPT is in the interest of the listed entity	Refer point 1. Type, material terms and particulars of the proposed transaction
8	Details of the Valuation or other external party report (if any)	The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business. The related party transactions will be supported by the applicable market price/market quotes and Valuation Report of an Independent Valuer, wherever necessary.
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered email address of the shareholders.	Not Applicable
10	<p>Name of the Director or KMP who is related, if any Following disclosure of interest between the Company with its related party Name of the related party of the Company: Almondz Global Infra-Consultant Limited (AGICL) Except Promoters of ACMS, Mr. Satish Chandra Sinha (being Independent director on Board of Directors of ACMS) none of the Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <hr/> <p>Following disclosure of interest between subsidiaries with related party i.e. Almondz Global Infra-Consultant Limited (AGICL) a. Almondz Finanz Limited (AFL) Except Promoters of AFL, Mr. Satish Chandra Sinha (being Independent director on Board of Directors of AFL) none of the Directors, Key Managerial Personnel of the AFL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p>	

The aforesaid new related party transactions have been approved by the Audit Committee at its meetings held on August 30, 2025 and by the Board at its meetings held on August 30, 2025, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the consideration and approval of the Audit Committee of the Company, your Board recommends the Ordinary Resolution as set out at Item No. 6 of this notice for your approval.

Item No. 7

Background, details and benefits of the transaction:

Almondz Financial Services Limited is a step down Subsidiary of Avonmore Capital & Management Services Limited (ACMS) and sister concern of Almondz Finanz Limited (AFL) and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations.

AFSL is a registered merchant banker and is in the business of Financial Services.

ACMS is the flagship financial services company of the Almondz Group and operates as Non-Banking Financial Company – Investment and Credit Company (NBFC – ICC) and providing a commercial & consumer lending services to group entities.

AFL is the flagship financial services company of the Almondz Group and operates as Non-Banking Financial Company – Investment and Credit Company (NBFC – ICC) and providing a commercial & consumer lending services through digital lending platform.

Almondz Financial Services Limited avail the financial service from ACMS & AFL to support its working capital requirements and overall operational efficiency of the Almondz Financial Services Limited.

The Management of the Company has provided the Audit Committee with the relevant details about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of ACMS & AFL and nor are the terms and conditions of the proposed RPT(s) unfavorable to ACMS & AFL, compare to terms and conditions, had ACMS & AFL to have entered into similar transaction(s) with an unrelated party.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with AFSL for an aggregate amount up to Rs. 45 crore to be entered From 33rd Annual General Meeting of the Company till 34th Annual General Meeting of the Company for a period not exceeding fifteen months. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

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Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s) at the expense of public shareholders.

Further, as per the review process carried out by the Company, AFSL enjoys sound financial health and there have been no audit qualifications reported by the statutory auditors of AFSL as per the latest audited financial statements of AFSL.

Details of the proposed RPTs with Almondz Financial Services Limited (AFSL) by the Company and its Subsidiaries, including the information pursuant to Section III-B of SEBI Master circular bearing reference number SEBI/HO/CFD/PoD2/CIR/P/0155, dated 11 November 2024 read with are set out below..

Sr. No	Particulars	Details												
Details of summary of information provided by the management to the Audit Committee														
1	Type, material terms and particulars of the proposed transaction	<p>1. Loan given to Almondz Financial Services Limited (AFSL) and Interest Paid thereon by the following Companies. Avonmore Capital & Management Services Limited (ACMS) Almondz Finanz Limited (AFL) The Company/subdiarries may give loan in future for short term, medium term and long term business purposes to AFSL. The funds shall be used to meet the business requirements and general corporate purposes of AFSL.</p> <p>2. Sale and Purchase of Securities, Instruments etc., from and /or to Almondz Financial Services Limited (AFSL), with following companies Avonmore Capital & Management Services Limited (ACMS) The Company/subsidiaries are inter-alia engaged in the business of buying and selling shares and securities. The securities will be bought from ACMS to park idle funds, maximizing the yield on investments in the interest of the AFSL etc. Similarly, investments may be liquidated by selling to ACMS depending upon liquidity scenario, to book profits, to switch funds in other investments avenues etc., in the best interest of the AFSL.</p>												
2.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	<table border="1"> <thead> <tr> <th>Sr. No</th> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>i</td> <td>Name of the Related Party</td> <td>Almondz Financial Services Limited (AFSL)</td> </tr> <tr> <td>ii</td> <td>Relationship with the listed entity</td> <td>Almondz Financial Services Limited (AFSL) is a Step down subsidiary of the Company.</td> </tr> <tr> <td>iii.</td> <td>Concern or interest of the related party (financial/ otherwise)</td> <td>Financial</td> </tr> </tbody> </table>	Sr. No	Particulars	Details	i	Name of the Related Party	Almondz Financial Services Limited (AFSL)	ii	Relationship with the listed entity	Almondz Financial Services Limited (AFSL) is a Step down subsidiary of the Company.	iii.	Concern or interest of the related party (financial/ otherwise)	Financial
		Sr. No	Particulars	Details										
		i	Name of the Related Party	Almondz Financial Services Limited (AFSL)										
ii	Relationship with the listed entity	Almondz Financial Services Limited (AFSL) is a Step down subsidiary of the Company.												
iii.	Concern or interest of the related party (financial/ otherwise)	Financial												
<table border="1"> <thead> <tr> <th>Sr. No</th> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>i</td> <td>Name of the Related Party</td> <td>Almondz Financial Services Limited (AFSL)</td> </tr> <tr> <td>ii</td> <td>Relationship with Almond Finanz Limited (AFL)</td> <td>Almondz Financial Services Limited (AFSL) is a Sister Concern Company of AFL.</td> </tr> <tr> <td>iii.</td> <td>Concern or interest of the related party (financial/ otherwise)</td> <td>Financial</td> </tr> </tbody> </table>	Sr. No	Particulars	Details	i	Name of the Related Party	Almondz Financial Services Limited (AFSL)	ii	Relationship with Almond Finanz Limited (AFL)	Almondz Financial Services Limited (AFSL) is a Sister Concern Company of AFL.	iii.	Concern or interest of the related party (financial/ otherwise)	Financial		
Sr. No	Particulars	Details												
i	Name of the Related Party	Almondz Financial Services Limited (AFSL)												
ii	Relationship with Almond Finanz Limited (AFL)	Almondz Financial Services Limited (AFSL) is a Sister Concern Company of AFL.												
iii.	Concern or interest of the related party (financial/ otherwise)	Financial												
3	Tenure of the proposed	From 33 rd Annual General Meeting of the Company till 34 th Annual General Meeting of the Company for a period not exceeding fifteen months.												
4	Value of the proposed transactions	The total aggregate value of all such transactions/contracts/arrangement shall not exceed INR 45 crores in each financial year.												
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Mentioned in the resolution.												

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Sr. No	Particulars	Details
6	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
a.		<p>details of the source of funds in connection with the proposed transaction</p> <p>The financial assistance / investment would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment.</p>
b.		<p>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> - nature of indebtedness - cost of funds; - tenure <p>Not applicable, since the Company would not be incurring financial indebtedness especially for giving financial assistance or making investments</p>
c.		<p>applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>The Loan facility shall be availed to meet short/ medium/ long term funding requirements of the Company at the prevailing market rate. In case of revolving line of credit, the repayment shall be on demand, in case of other facility; the repayment shall be either on Equated Monthly Settlement and/or Bullet payment depending upon the term/ nature of facility. The rate of interest shall depend upon the market rate, tenure, credit rating and amount of loan.</p>
d.		<p>The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party Transaction</p> <p>The funds shall be used for operational activities, working capital requirements and other business requirements.</p>
7	Justification as to why the RPT is in the interest of the listed entity	Refer point 1. Type, material terms and particulars of the proposed transaction
8	Details of the Valuation or other external party report (if any)	<p>The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions.</p> <p>These transactions are on arm's length basis and in the ordinary course of business. The related party transactions will be supported by the applicable market price/market quotes and Valuation Report of an Independent Valuer, wherever necessary.</p>
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered email address of the shareholders.	Not Applicable
10	<p>Name of the Director or KMP who is related, if any</p> <p>Following disclosure of interest between the Company with its related party</p> <p>Name of the related party of the Company: Almondz Financial Services Limited (AFSL)</p> <p>Except Promoters of ACMS, none of the Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>Following disclosure of interest between subsidiaries with related party i.e. Almondz Financial Services Limited (AFSL)</p> <p>a. Almondz Finanz Limited (AFL)</p> <p>Except Promoters of AFL and Mr. Sanjay Dewan (Being Director on the Board of AFL) none of the Directors, Key Managerial Personnel of the AFL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p>	

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The aforesaid new related party transactions have been approved by the Audit Committee at its meetings held on August 30, 2025 and by the Board at its meetings held on August 30, 2025, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the consideration and approval of the Audit Committee of the Company, your Board recommends the Ordinary Resolution as set out at Item No. 7 of this notice for your approval.

Item No. 8

Background, details and benefits of the transaction:

North Square projects Private Limited (NSPL) is a step down Subsidiary of Avonmore Capital & Management Services Limited (ACMS) and sister concern of Almondz Finanz Limited (AFL) and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations.

North Square Projects Private Ltd is in the business of Real estate Services.

ACMS is the flagship financial services company of the Almondz Group and operates as Non-Banking Financial Company – Investment and Credit Company (NBFC – ICC) and providing a commercial & consumer lending services to group entities.

AFL is the flagship financial services company of the Almondz Group and operates as Non-Banking Financial Company – Investment and Credit Company (NBFC – ICC) and providing a commercial & consumer lending services through digital lending platform.

North Square Projects Private Ltd avail the financial service from ACMS & AFL to support its working capital requirements and overall operational efficiency of the North Square Projects Private Ltd.

The Management of the Company has provided the Audit Committee with the relevant details about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of ACMS & AFL and nor are the terms and conditions of the proposed RPT(s) unfavorable to ACMS & AFL, compare to terms and conditions, had ACMS & AFL to have entered into similar transaction(s) with an unrelated party.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with North Square Projects Private Ltd for an aggregate amount up to Rs. 30 crore to be entered From 33rd Annual General Meeting of the Company till 34th Annual General Meeting of the Company for a period not exceeding fifteen months. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s) at the expense of public shareholders.

Further, as per the review process carried out by the Company, North Square Projects Private Ltd enjoys sound financial health and there have been no audit qualifications reported by the statutory auditors of North Square Projects Private Ltd as per the latest audited financial statements of North Square Projects Private Ltd.

Details of the proposed RPTs with North Square Projects Private Ltd by the Company and its Subsidiaries, including the information pursuant to Section III-B of SEBI Master circular bearing reference number SEBI/HO/CFD/PoD2/CIR/P/0155, dated 11 November 2024 read with are set out below:

Sr. No	Particulars	Details												
Details of summary of information provided by the management to the Audit Committee														
1	Type, material terms and particulars of the proposed transaction	<p>1. Loan given to North Square Projects Private Limited (NSPL) and Interest Paid thereon by the following Companies.</p> <p>Avonmore Capital & Management Services Limited (ACMS)</p> <p>Almondz Finanz Limited (AFL)</p> <p>The Company/subsidiaries may give loan in future for short term, medium term and long term business purposes to NSPL. The funds shall be used to meet the business requirements and general corporate purposes of NSPL.</p>												
2.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	<table border="1"> <thead> <tr> <th>Sr. No</th> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>i</td> <td>Name of the Related Party</td> <td>North Square Projects Private Limited (NSPL)</td> </tr> <tr> <td>ii</td> <td>Relationship with the listed entity</td> <td>North Square Projects Private Limited (NSPL) is a Step down subsidiary of the Company.</td> </tr> <tr> <td>iii.</td> <td>Concern or interest of the related party (financial/ otherwise)</td> <td>Financial</td> </tr> </tbody> </table>	Sr. No	Particulars	Details	i	Name of the Related Party	North Square Projects Private Limited (NSPL)	ii	Relationship with the listed entity	North Square Projects Private Limited (NSPL) is a Step down subsidiary of the Company.	iii.	Concern or interest of the related party (financial/ otherwise)	Financial
		Sr. No	Particulars	Details										
		i	Name of the Related Party	North Square Projects Private Limited (NSPL)										
ii	Relationship with the listed entity	North Square Projects Private Limited (NSPL) is a Step down subsidiary of the Company.												
iii.	Concern or interest of the related party (financial/ otherwise)	Financial												

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Sr. No	Particulars	Details		
		Sr. No	Particulars	Details
	Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);	i	Name of the Related Party	North Square Projects Private Limited (NSPL)
		ii	Relationship with Almond Finanz Limited (AFL)	North Square Projects Private Limited (NSPL) is a Sister Concern Company of AFL.
		iii	Concern or interest of the related party (financial/ otherwise)	Financial
3	Tenure of the proposed	From 33 rd Annual General Meeting of the Company till 34 th Annual General Meeting of the Company for a period not exceeding fifteen months.		
4	Value of the proposed transactions	The total aggregate value of all such transactions/contracts/arrangement shall not exceed INR 30 crores in each financial year.		
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Mentioned in the resolution.		
6	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary			
a.		details of the source of funds in connection with the proposed transaction	The financial assistance / investment would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment.	
b.		where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness - cost of funds; - tenure	Not applicable, since the Company would not be incurring financial indebtedness especially for giving financial assistance or making investments	
c.		applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The Loan facility shall be availed to meet short/ medium/ long term funding requirements of the Company at the prevailing market rate. In case of revolving line of credit, the repayment shall be on demand, in case of other facility; the repayment shall be either on Equated Monthly Settlement and/or Bullet payment depending upon the term/ nature of facility. The rate of interest shall depend upon the market rate, tenure, credit rating and amount of loan.	
d.		The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party Transaction	The funds shall be used for operational activities, working capital requirements and other business requirements.	
7	Justification as to why the RPT is in the interest of the listed entity	Refer point 1. Type, material terms and particulars of the proposed transaction		

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Sr. No	Particulars	Details
8	Details of the Valuation or other external party report (if any)	The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business. The related party transactions will be supported by the applicable market price/market quotes and Valuation Report of an Independent Valuer, wherever necessary.
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered email address of the shareholders.	Not Applicable
10	<p>Name of the Director or KMP who is related, if any</p> <p>Following disclosure of interest between the Company with its related party</p> <p>Name of the related party of the Company: North Square Projects Private Limited (NSPL)</p> <p>Except Promoters of ACMS, none of the Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>Following disclosure of interest between subsidiaries with related party i.e. North Square Projects Private Limited (NSPL)</p> <p>a. Almondz Finanz Limited (AFL)</p> <p>Except Promoters of AFL none of the Directors, Key Managerial Personnel of the AFL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p>	

The aforesaid new related party transactions have been approved by the Audit Committee at its meetings held on August 30, 2025 and by the Board at its meetings held on August 30, 2025, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the consideration and approval of the Audit Committee of the Company, your Board recommends the Ordinary Resolution as set out at Item No.8 of this notice for your approval.

Item No. 9

Background, details and benefits of the transaction:

Premier Green Innovations Private Limited (PGIPL) is an associate company of Almondz Global Securities Limited (AGSL) and Almondz Global Securities Limited (AGSL) is a Subsidiary Company of ACMS and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations.

Premier Green Innovations Private Limited (PGIPL) is in the business of Brewers, distillers and manufactures of and merchant and dealers in beer, wine, spirit, aerated waters, mineral waters and liquor of every description whether innoxious or not.

ACMS is the flagship financial services company of the Almondz Group and operates as Non-Banking Financial Company – Investment and Credit Company (NBFC – ICC) and providing a commercial & consumer lending services to group entities.

AFL is the flagship financial services company of the Almondz Group and operates as Non-Banking Financial Company – Investment and Credit Company (NBFC – ICC) and providing a commercial & consumer lending services through digital lending platform.

Premier Green Innovations Private Limited (PGIPL) avail the financial service from ACMS & AFL to support its working capital requirements and overall operational efficiency of the Premier Green Innovations Private Limited (PGIPL)

The Management of the Company has provided the Audit Committee with the relevant details about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of ACMS & AFL and nor are the terms and conditions of the proposed RPT(s) unfavorable to ACMS & AFL, compare to terms and conditions, had ACMS & AFL to have entered into similar transaction(s) with an unrelated party.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with Premier Green Innovations Private Limited (PGIPL) for an aggregate amount up to Rs. 45 crore to be entered From 33rd Annual General Meeting of the Company till 34th Annual General Meeting of the Company for a period not exceeding fifteen months. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

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Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s) at the expense of public shareholders.

Further, as per the review process carried out by the Company, Premier Green Innovations Private Limited (PGIPL) enjoys sound financial health and there have been no audit qualifications reported by the statutory auditors of Premier Green Innovations Private Limited (PGIPL) as per the latest audited financial statements of Premier Green Innovations Private Limited (PGIPL).

Details of the proposed RPTs with Premier Green Innovations Private Limited (PGIPL) by the Company and its Subsidiaries, including the information pursuant to Section III-B of SEBI Master circular bearing reference number SEBI/HO/CFD/PoD2/CIR/P/0155, dated 11 November 2024 read with are set out below:

Sr. No	Particulars	Details												
Details of summary of information provided by the management to the Audit Committee														
1	Type, material terms and particulars of the proposed transaction	<p>1. Loan given to Premier Green Innovation Private Limited (PGIPL) and Interest Paid thereon by the following Companies. Avonmore Capital & Management Services Limited (ACMS) Almondz Finanz Limited The Company/subsidiaries may give loan in future for short term, medium term and long term business purposes to PGIPL. The funds shall be used to meet the business requirements and general corporate purposes of PGIPL.</p> <p>2. Investment by way of subscription/redemption etc in the securities and Purchase and sale of Securities Instruments etc. from and/or to Premier Green Innovation Private Limited (PGIPL) in following company Avonmore Capital & Management Services Limited (ACMS) Investment by way of <u>subscription/ redemption etc.</u>, can be made in the following securities:</p> <ol style="list-style-type: none"> Equity Shares Preference Shares Debentures Any other type of instrument/security issued by PGIP Investments shall be made with the following objectives: <ol style="list-style-type: none"> To retain the control To earn reasonable return on investments To infuse capital To achieve optimum capital structure To park idle funds and general corporate purposes. 												
2.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	<table border="1"> <thead> <tr> <th>Sr. No</th> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>i</td> <td>Name of the Related Party</td> <td>Premier Green Innovation Private Limited (PGIPL)</td> </tr> <tr> <td>ii</td> <td>Relationship with the listed entity</td> <td>Premier Green Innovation Private Limited (PGIPL) is an Associate Company of the Company.</td> </tr> <tr> <td>iii.</td> <td>Concern or interest of the related party (financial/ otherwise)</td> <td>Financial</td> </tr> </tbody> </table>	Sr. No	Particulars	Details	i	Name of the Related Party	Premier Green Innovation Private Limited (PGIPL)	ii	Relationship with the listed entity	Premier Green Innovation Private Limited (PGIPL) is an Associate Company of the Company.	iii.	Concern or interest of the related party (financial/ otherwise)	Financial
Sr. No	Particulars	Details												
i	Name of the Related Party	Premier Green Innovation Private Limited (PGIPL)												
ii	Relationship with the listed entity	Premier Green Innovation Private Limited (PGIPL) is an Associate Company of the Company.												
iii.	Concern or interest of the related party (financial/ otherwise)	Financial												
	Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);	<table border="1"> <thead> <tr> <th>Sr. No</th> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>I</td> <td>Name of the Related Party</td> <td>Premier Green Innovation Private Limited (PGIPL)</td> </tr> <tr> <td>li</td> <td>Relationship with Almond Finanz Limited (AFL)</td> <td>Premier Green Innovation Private Limited (PGIPL) is a sister concern company of AFL</td> </tr> <tr> <td>iii.</td> <td>Concern or interest of the related party (financial/ otherwise)</td> <td>NA</td> </tr> </tbody> </table>	Sr. No	Particulars	Details	I	Name of the Related Party	Premier Green Innovation Private Limited (PGIPL)	li	Relationship with Almond Finanz Limited (AFL)	Premier Green Innovation Private Limited (PGIPL) is a sister concern company of AFL	iii.	Concern or interest of the related party (financial/ otherwise)	NA
Sr. No	Particulars	Details												
I	Name of the Related Party	Premier Green Innovation Private Limited (PGIPL)												
li	Relationship with Almond Finanz Limited (AFL)	Premier Green Innovation Private Limited (PGIPL) is a sister concern company of AFL												
iii.	Concern or interest of the related party (financial/ otherwise)	NA												

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Sr. No	Particulars	Details	
3	Tenure of the proposed	From 33 rd Annual General Meeting of the Company till 34 th Annual General Meeting of the Company for a period not exceeding fifteen months.	
4	Value of the proposed transactions	The total aggregate value of all such transactions/contracts/arrangement shall not exceed INR 45 crores in each financial year.	
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Mentioned in the resolution.	
6	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary		
a.		details of the source of funds in connection with the proposed transaction	The financial assistance / investment would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment.
b.		where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness - cost of funds; - tenure	Not applicable, since the Company would not be incurring financial indebtedness especially for giving financial assistance or making investments
c.		applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The Loan facility shall be availed to meet short/ medium/ long term funding requirements of the Company at the prevailing market rate. In case of revolving line of credit, the repayment shall be on demand, in case of other facility; the repayment shall be either on Equated Monthly Settlement and/or Bullet payment depending upon the term/ nature of facility. The rate of interest shall depend upon the market rate, tenure, credit rating and amount of loan.
d.		The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party Transaction	The funds shall be used for operational activities, working capital requirements and other business requirements.
7	Justification as to why the RPT is in the interest of the listed entity	Refer point 1. Type, material terms and particulars of the proposed transaction	
8	Details of the Valuation or other external party report (if any)	The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business. The related party transactions will be supported by the applicable market price/market quotes and Valuation Report of an Independent Valuer, wherever necessary.	

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Sr. No	Particulars	Details
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered email address of the shareholders.	Not Applicable
10	<p>Name of the Director or KMP who is related, if any</p> <p>Following disclosure of interest between the Company with its related party</p> <p>Name of the related party of the Company: Premier Green Innovation Private Limited (PGIPL)</p> <p>Except Promoters of ACMS none of the Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p>	<p>Following disclosure of interest between subsidiaries with related party i.e. Premier Green Innovation Private Limited (PGIPL)</p> <p>a. Almondz Finanz Limited</p> <p>Except Promoters of AFL none of the Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p>

The aforesaid new related party transactions have been approved by the Audit Committee at its meetings held on August 30, 2025 and by the Board at its meetings held on August 30, 2025, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the consideration and approval of the Audit Committee of the Company, your Board recommends the Ordinary Resolution as set out at Item No. 9 of this notice for your approval.

By Order of the Board of Directors
For **Avonmore Capital & Management Services Limited**

Sonal
Company Secretary & Compliance Officer

Date: 30.08.2025
Place: New Delhi

INSTRUCTIONS FOR ATTENDING AND VOTING IN AGM

- I. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
- II. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
- III. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- IV. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- V. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
- VI. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.avonmorecapital.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
- VII. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- VIII. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Saturday, September 27, 2025 (10:00 A.M. IST) and will end on Monday, September 29, 2025 (5:00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of i.e. **Tuesday, September 23, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@almondz.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast Five days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@almondz.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Five days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@almondz.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE- APPOINTMENT AT THE ANNUAL GENERAL MEETING, SCHEDULED TO BE HELD ON SEPTEMBER 30, 2025

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings:

Name of the Director	Mrs. Ashu Gupta
DIN No.	00007836
Age	56 years
Qualification	B.Com, FCS, LLB
Relationship with Directors	None
Brief resume & Expertise in specific functional area	Immense knowledge and experience of over 2 decades in almost every facet of Corporate Secretarial, Legal Advisory and Consulting Profession.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	As per resolution mentioned in Item no. 2 of this Notice.
Remuneration last drawn	Mrs. Ashu Gupta shall be entitled for sitting fees as may be approved by the Board from time to time.
Names of other companies in which the person also holds the directorship as at March 31, 2025	Nil
Names of companies in which the person also holds the membership/Chairmanship of Committees of the Board as at March 31, 2025	Nil
Resignation details in the listed entities during the last three years.	Nil
Shareholding in Avonmore Capital & Management Services Limited	Nil
Relationship with Directors, Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Financial Year – 2024-25	5 (Five)

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Details of Auditors seeking appointment / re-appointment as Secretarial Auditors at the Annual General Meeting in accordance with Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given herein below:

Name of the Proposed Secretarial Auditor	M/s Neeraj Gupta & Associates
Proposed fees payable to the Secretarial Auditor(s)	Remuneration of INR 40,000/- for the financial year 2025-26 plus reimbursement of out of pocket expenses, if any, incurred during the course of audit. Remuneration for rest of tenure of appointment, as may be mutually agreed between the Board of Directors and Auditors from time to time.
Terms of Appointment	5 (Five) consecutive years (from April 1, 2025 to March 31, 2030)
Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	No
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor proposed to be appointed	<p>Basis of Recommendation:</p> <p>The Board of Directors of the Company, based on the recommendations of the Audit Committee, at its meeting held on July 31, 2025, had approved appointment of M/s. Neeraj Gupta & Associates, (COP: 4006), Peer Reviewed Company Secretary Firm, as Secretarial Auditors of the Company for the period of 5 (Five) years from April 1, 2025 to March 31, 2030, subject to approval of Members at ensuing Annual General Meeting.</p> <p>M/s Neeraj Gupta & Associates was established by Mr. Neeraj Gupta, Fellow Member of Institute of Company Secretaries of India and having experience of over 25 years with wide and extensive experience in Secretarial Audit, Corporate Governance Services, Legal Drafting, Opinions, Due Diligence Report to RBI under multiple banking or consortium lending arrangements postal ballot, Support in FEMA compliances and dealing with RBI for statutory filing and compounding of FEMA offences by RBI, Providing conversion services of financial statements into XBRL, Liquidation, strike off & winding up of companies, Drafting of Agenda, Resolutions, Notice & Minutes of various meetings of the company, Compounding of Offence under Companies Act, Secretarial compliance support, conducting secretarial audit, Drafting/vetting of Shareholders Agreement, Joint Venture, legal and commercial contracts, undertaking, declarations, partnership deed, etc., Maintenance of statutory registers & other records as required under the Companies Act.</p>