

Auditor's Certificate

To,
The Board of Directors,
Avonmore Capital & Management Services Limited
Level 5, Grande Palladium, 175, CST Road,
Off BKC Kalina, Santacruz (E), Vidyanagari,
Mumbai, Maharashtra-400098

We, the Statutory Auditors of Avonmore Capital & Management Services Limited, (hereinafter referred to as ("**the Company**")), have examined the proposed accounting treatment specified in clause 19 of the Composite Scheme of Arrangement involving:

- i. Demerger of Broking Business (hereinafter referred to as "**Demerged Undertaking**" and more particularly defined hereinafter) belonging to M/s Almondz Global Securities Limited (hereinafter referred to as "**Demerged Company**" or "**Transferor Company No. 1**") with and vesting into M/s Almondz Broking Services Limited (hereinafter referred to as "**Resulting Company**");
- ii. Amalgamation of M/s Almondz Global Securities Limited ("**Demerged Company**" or "**Transferor Company No. 1**") along with its Remaining Business (as defined hereinafter) with and into M/s Avonmore Capital & Management Services Limited (hereinafter referred to as "**Transferee Company**"); and
- iii. Amalgamation of Almondz Insolvency Resolutions Services Private Limited ((hereinafter referred to as **Transferor Company No. 2**), Almondz Finanz Limited (hereinafter referred to as **Transferor Company No. 3**), Apricot Infosoft Private Limited (hereinafter referred to as **Transferor Company No. 4**), Avonmore Developer Private Limited (hereinafter referred to as **Transferor Company No. 5**) and Anemone Holding Private Limited (hereinafter referred to as **Transferor Company No. 6**) with and into Avonmore Capital & Management Services Limited (hereinafter referred to as "**Transferee Company**").

in terms of the provisions of section(s) 230-232 of the Companies Act, 1956/ Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/ Companies Act, 2013 and other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and Regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.



Based on our examination and according to the information and explanations given to us, we certify that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956/ Companies Act, 2013.

This Document is issued at the request of the Avonmore Capital & Management Services Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") without taking any risk on the part of Mohan Gupta & Company and their personnel on the basis of information and records produced before us. This Document should not be used for any other purpose without our prior written consent.

For
Mohan Gupta & Co.
Chartered Accountants



CA Himanshu Gupta
Partner

M. No: 527863

UDIN: 25527863BMMKRK7560



Date: 11th September 2025
Place: Delhi