



**Avonmore Capital & Management Services Limited**  
CIN: L67190MH1991PLC417433  
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**Corporate Office: F-33/3 Okhla Industrial Area, Phase –II, New Delh-110020**  
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## **CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING DATED 9<sup>TH</sup> SEPTEMBER 2025**

**To,  
The Members of  
Avonmore Capital & Management Services Limited**

An Extra-Ordinary General Meeting of the members of Avonmore Capital & Management Services Limited will be held on Tuesday, 9<sup>th</sup> September 2025 at 11.00 A.M. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”).

The Notice of the EGM was dispatched to the Shareholders of the Company on 18<sup>th</sup> August 2025 in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circular issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

The Company had filed applications with the stock exchange namely National Stock Exchange of India Limited (“NSE”), for seeking “In-Principle Approval” in relation to the proposed preferential issue of convertible Warrants for which the approval of the shareholders is being sought. Thereafter, the Company has received observations from NSE and directed the Company to rectify / provide additional details through Corrigendum.

This corrigendum is being issued to inform the members of the Company about certain alterations/modifications made in the Explanatory Statement of Special Resolution pertaining to Item No. 1 of EGM Notice dated 9<sup>th</sup> September 2025 as detailed herein below:

- 1.) The “Utilization of Issue Proceeds”\_& “Interim Use of Issue Proceeds” mentioned in the Point No.1 “Objects of Preferential issue” of Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the said Notice shall be substituted and read as under:**

### **Utilization of Issue Proceeds**

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

<b>S. No.</b>	<b>Particulars</b>	<b>Total estimated amount to be utilised for each of the Objects* (upto) (In Rupees)</b>	<b>Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds</b>
1	Business Expansion, Strategic Investments	60,00,00,000	Within 12 months from receipt of funds for the Warrants (as set out therein)
2	General Corporate Purposes	14,83,45,000	
	<b>Total</b>	<b>74,83,45,000</b>	

### **Interim Use of Issue Proceeds**

Our Company, in accordance with the policies established by our Board from time to time, will have flexibility to deploy the Net Proceeds in compliance with applicable laws and regulations. Pending utilization for the purpose described above, our Company intends to temporarily deposit the funds in the scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934 as may be approved by our Board of Directors.

**2) The Basis or justification for the price (including premium, if any) at which the offer or invitation is mentioned in point no. 5 of Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the said Notice shall be substituted and read as under:**

The Equity Shares of the Company are listed at the NSE & BSE Limited. There is frequent trading of shares of the Company on NSE & BSE. In terms of Regulation 164 of the SEBI ICDR Regulations, 2018, where the shares are frequently traded, the price determined by the Issuer shall take into account valuation as prescribed under Regulation 164 of the SEBI ICDR Regulations, 2018.

The floor price of Rs. 19.85/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Warrant and it is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE & BSE preceding the Relevant Date i.e Rs. 19.85/- per Equity Share.
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE & BSE preceding the Relevant Date i.e Rs. 18.22 /- per Equity Share.
- c. Price determined through the valuation report from an independent registered valuer; As required under Regulation 166A(1) of the SEBI ICDR Regulations given that the Preferential Issue results in allotment of more than 5% of the post-Issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the Company has obtained a valuation report from Shahid F. Chhowala, Registered Valuer (Securities or Financial Assests) R. No.: IBBI/RV/06/2020/13381 having address at 611-612A, Velocity Buisness Hub, L.P. Savani Road, Adajan, Surat-395009, Gujarat ("Valuation Report") and the price determined by such independent registered valuer, in the Valuation Report, is Rs. 19.85/- (Rupees Nineteen and Eighty Five paise only) per Warrant. The Valuation Report will be available on the website of the Company, at the following link
- d. Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price then it shall undertake such recomputation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.\*

**3) The point no. 24(e) as mentioned under the head of "other disclosures" in the Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the said Notice shall be substituted and read as under**

e) As required under Regulation 166A(1) of the SEBI ICDR Regulations given that the Preferential Issue results in allotment of more than 5% of the post-Issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the Company has obtained a valuation report from Shahid F. Chhowala, Registered Valuer (Securities or Financial Assests) R. No.: IBBI/RV/06/2020/13381 having address at 611-612A, Velocity Buisness Hub, L.P. Savani Road, Adajan, Surat-395009, Gujarat ("Valuation Report") and the price determined by such independent registered valuer, in the Valuation Report, is Rs. 19.85/- (Rupees Nineteen and Eighty Five paise only) per Warrant.

4) **The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter mentioned in point no. 16 of Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the said Notice shall be substituted and read as under**

S. No.	Name of the Proposed Allottee	Current Status	Post Status
1	Navjeet Singh Sobti	Promoter	Promoter
2	Gurpreet Sobti	Promoter Group	Promoter Group
3	Innovative Money Matters Pvt. Ltd.	Promoter	Promoter
4	Rakam Infrastructures Private Limited	Promoter Group	Promoter Group

5) **The point no. 18 (B) (i) under the head of Material terms of raising such securities in the Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the said Notice shall be substituted and read as under**

**B. Conversion and other related matters:**

(i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 1 (Indian Rupees One only) each, in one or more tranches, by delivering a notice of conversion ("**Conversion Notice**") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("**Conversion Date**").

6) **The point no. 20(d) & 20(e) under the head of undertaking in the Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the said Notice shall be substituted and read as under**

The Company hereby undertakes that:

- d) The Company shall re-compute the price of the Warrants to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

7) **The point no. 23 of Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the said Notice shall be substituted and read as under**

**Practicing Company Secretary Certificate:**

The certificate from **M/s NPS & Associates, Practicing Company Secretaries (ACS: A55529/CP No. 22069)** certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the

meeting and will also be made available on the Company's website and will be accessible at link: [www.avonmorecapital.in](http://www.avonmorecapital.in)

**Note: Except as referred above all other terms and contents of the EGM Notice shall remain unchanged.**

We would like to inform all the members to cast their votes electronically during remote e-voting period from Saturday, 6<sup>th</sup> September, 2025 at 10:00 A.M. and ends on Monday, 8<sup>th</sup> September, 2025 at 05:00 P.M. or during the EGM to be held on Tuesday, 9<sup>th</sup> September 2025, by considering the above corrigendum along with Notice of EGM.

This Corrigendum to the Notice of EGM shall form an integral part of the said Notice, which has already been circulated to the Shareholders of the Company, and on and from the date hereof, the Notice of EGM shall always be read in conjunction with this Corrigendum.

Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes.

This corrigendum is being uploaded on the website of the Company at [www.avonmorecapital.in](http://www.avonmorecapital.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and on the website of Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) & BSE Limited [www.bseindia.com](http://www.bseindia.com)

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

**Sd/-  
Sonal  
Company Secretary & Compliance Officer**

**Date: 28.08.2025  
Place: New Delhi**