



NPS & ASSOCIATES
Company Secretaries
(Peer Reviewed Firm)

P2/26, 4th Floor, Block P, Sector 75,
BPTP Parklands, Faridabad, Haryana - 121003
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August 25, 2025

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

To,
The Chief General Manager
Listing Operation
BSE Limited
20th Floor, P.J. Tower
Dalal Street, Mumbai-400001

Dear Sir/Madam,

Sub: Application for "In-Principle Approval" for issue and allotment of 3,77,00,000 (Three Crore Seventy-Seven Lakh) Fully Convertible Warrants ("Warrants/ Convertible Warrants") of Rs. 1/- (Rupees one) each issued at a price of Rs. 19.85/- (Rupees Nineteen and Eight Five Paisa) convertible into Equity Shares to be issued on a preferential basis under regulation 28(1) of the SEBI (listing obligations and disclosure requirements), regulations, 2015.

We, M/s NPS & Associates, Practicing Company Secretaries (ACS: A55529/CP No. 22069), have verified the relevant records and documents of **Avonmore Capital & Management Services Limited** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/pledge of pre-preferential holding from Relevant Date i.e. 8th August, 2025 till 18th August, 2025. The details of allottees-wise pre-preferential shareholding and lock-in thereon is as given hereunder:




Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details	
			From*	To
M/s. Innovative Money Matters Private Ltd	1204190000057039	93504900	11.08.2025	07.02.2026
M/s. Rakam Infrastructures Private Limited	1204190000018128	45730380	18.08.2025	18.02.2026
Mr. Navjeet Singh Sobti	1204190000000296	23132167	18.08.2025	18.02.2026
Mrs. Gurpreet Sobti	1204190000001500	2385750	18.08.2025	18.02.2026

*Corporate Action for lock in has been filed with CDSL on 08.08.2025 & 18.08.2025.

c) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.

d) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.

e) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company."

f) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2025-26 is more than 5% of the post issue fully diluted share capital of the issuer.

For NPS & Associates
Company Secretaries



Nakul Pratap Singh
Company Secretary in Practice
M.No.: A55529
COP: 22069
UDIN: A055529G001074349

Date: 25.08.2025
Place: Faridabad