

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED
Corporate Identity Number (CIN): L67190DL1991PLC045857
Regd.Office: F-33/3, Okhla Industrial Area, Phase-II, New Delhi – 110020
Tel: 011-43500700; Fax: 011-43500735;
Website: www.avonmorecapital.in; email id: secretarial@almondz.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]]

To,
The Members of
Avonmore Capital & Management Services Limited

Dear Member(s),

NOTICE is hereby given pursuant to Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated 5th May, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed as Ordinary/Special Resolutions by the Members of Avonmore Capital & Management Services Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

In compliance with Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on **14th November, 2022**, has appointed **M/s. NPS & Associates, Company Secretaries (ACS: A55529/CP No. 22069), Practising Company Secretaries**, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.avonmorecapital.in> Members desiring to exercise their vote

through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than **5.00 p.m. (IST) on 29th December, 2022**. The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "CDSL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s Beetal Financial & Computer Services Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.avonmorecapital.in> on the website of CDSL at www.evotingindia.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to BSE Limited where the equity shares of the Company are listed

SPECIAL BUSINESS:

Resolution No. 1

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

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

"RESOLVED THAT pursuant to the provisions of Sections 186, 188 and any other applicable provisions of the Companies Act, 2013, read with the relevant Rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and provisions of Articles of Association of the Company, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to other requisite approval(s), if any, and the Company's policy on dealing with Related Party Transactions and subject to the approval of the Members of the Company and Reserve Bank of India and other regulatory approvals as may be required the approval of the Board of Directors be and is hereby accorded to acquire and make Almondz Finanz Limited ("AFL"), a wholly owned subsidiary company by way of acquisition of 3,00,00,000 equity shares of face value of INR 10/- (Indian Rupees Ten only) each, representing 100% of the paid-up equity share capital of AFL from Almondz Global Securities Limited, a Subsidiary company, for an aggregate consideration of not less than Rs. 45,00,00,000 (Rupees Forty Five Core Only), based on the valuation report provided by Mr. Pawan Kumar Agrawal Registered Independent Valuer and Chartered Accountant.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be deemed necessary and expedient, including finalizing the terms and conditions and executing necessary documents, including contract(s), agreement(s) and to take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, including delegation of all or any of the powers herein conferred to any one or more Directors or Officers of the Company and to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

SPECIAL BUSINESS:

Resolution No. 2

APPROVAL FOR ADOPTION OF NEW SET OF MOA OF THE COMPANY AS PER COMPANIES ACT 2013

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

“RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made thereunder including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and subject to the approval of Shareholders, consent of the Board of Directors be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub-clause no. 1 to 9.

RESOLVED FURTHER THAT the existing Clause III (B) containing “the Objects Incidental or Ancillary to the attainment of Main Objects” sub-clause no. 1 to 32 be and is hereby stands deleted and inserted by New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III (A) containing the sub-clause no. 1 to 32.

RESOLVED FURTHER THAT the existing Clause III (C) containing the “Other Objects” sub clause no. 1 to 48 be and is hereby also stands deleted in full.

By order of the Board of Directors

For **Avonmore Capital & Management Services Limited**

Sonal

Company Secretary & Compliance Officer

Date: November 14, 2022

Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item nos. 1 & 2 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on **18 November 2022 (the “Cut-Off Date”)** and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Beetal Financial & Computer Services Pvt. Ltd (the “RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information only.

3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/s. Beetal Financial & Computer Services Pvt. Ltd.
6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on **18 November 2022**, being the **Cut-off date** for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to lpkcorporate@gmail.com with a copy marked to evoting@cdsl.co.in.
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Postal Ballot (e-voting) commences from **9:00 a.m. (IST) on Wednesday, November 30, 2022** and ends **at 5:00 p.m. (IST) on Thursday, December 29, 2022**. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.
12. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Thursday, December 29, 2022**. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
13. This Notice shall also be available on the website of the Company at www.avonmorecapital.in, websites of the stock exchanges where the equity share of the Company are listed, i.e. BSE Limited, www.bseindia.com respectively, and on the website of Central Depository Services (India) Limited ("CDSL") at www.cdslindia.com
14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents and email to Secretarial@almondz.com.

General information and instructions relating to e-voting:

- (i) The voting period begins from **9:00 a.m. (IST) on Wednesday, November 30, 2022** and ends **at 5:00 p.m. (IST) on Thursday, December 29, 2022**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **November 18, 2022**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020** and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. 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 E-mail ID in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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	<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.nsdl.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.

	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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</p>

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 022- 23058738 and 22-23058542-43.
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. : 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 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 Shareholders holding shares in Demat Form other than individual and Physical Form
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 as mentioned in instruction (3).

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Almondz Global Securities Limited on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.

(xii) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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@alomdz.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

In light of the MCA Circulars, Members who have not registered their e-mail address and in consequence could not receive the Postal Ballot notice may temporarily get their e-mail registered with the Company's RTA, M/s Beetal Financial & Computer Services Private Limited by sending an e-mail to beetalrta@gmail.com. Post successful registration of the e-mail, Members would get soft copy of the notice and the procedure for E-voting to enable voting for this Postal Ballot. In case of any queries, Members may write to beetalrta@gmail.com.

Members are requested to note that SEBI vide circular dated November 3, 2021 has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:

- PAN;
- KYC details containing address, mobile number, e-mail address, bank account details;
- Nomination details.

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA at the earliest. Any clarifications in this regard may be addressed to the RTA at beetalrta@gmail.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 READ WITH THE RELEVANT RULES

The following Explanatory statement is furnished in respect of Special Business of the Postal Ballot Notice:

Item No. 1

There are two companies within the group {Almondz Finanz Limited (AFL) & Avonmore Capital & Management Services Limited (ACMS)} which are registered as NBFC with RBI.

AFL was incorporated in 2006 as a wholly owned subsidiary company of Almondz Global Securities Limited (AGSL). AFL is registered with Reserve Bank of India a Non-Banking Financial Company (Non Deposit Non Systematically Important) engaged in providing loans to corporate as well as trading of debt and equity.

At present holding company of AGSL i.e., ACMS i.e., our company holds 58.14 % in AGSL and AGSL hold 100% in AFL. Accordingly, the financials of AFL are also consolidated with ACMS financials.

ACMS is the Core Investment holding company of the Almondz group. It is also registered with Reserve Bank of India as a Non-Banking Financial Company (Non Deposit Non Systematically Important). Avonmore's shares are also listed on BSE Limited.

It is proposed to consolidate the NBFC activities as there are lots of compliances and cost involved in running two numbers of NBFCs in the group. Moreover, it is also proposed to bring the NBFC activities under one and direct subsidiary of ACMS the Board and management of which is quite acquainted of the NBFC business and related compliances and hence it has been decided to align the NBFC activities under one management and under direct supervision of the Board of the ACMS which is more competent for the NBFC activities. The idea is that the Holding Company shall act as the Core Investment Company while the loan portfolio and other NBFC business shall be carried out through its proposed wholly owned subsidiary i.e., AFL. In future also looking at the viability and circumstances there may be chances to surrender the license of one NBFC and do all the NBFC activities in one and single company.

Accordingly, it is proposed to acquire the entire 3,00,00,000 equity shares i.e., 100% stake in AFL, subject to approval from members and Reserve Bank of India and any other approval required, if any.

The shares shall be transferred based on the value provided by Mr. Pawan Kumar Agrawal Registered Independent Valuer and Chartered Accountant which is Rs. 15 per share at a total consideration of Rs. 45,00,00,000 (Rupees Forty Five Core Only).

During the last 5 years the broad financial of AFL is as under:

Rs. In Crores

Financial Year	FY 2021-22	FY 2020-21	FY 2019-20	FY 2018-19	FY 2017-18
Net Profit	1.95	2.11	1.34	2.83	1.98
Share Capital	30.00	30.00	30.00	30.00	30.00
Reserves & Surplus	15.51	13.57	11.40	10.06	7.30
Total Equity	45.51	43.57	41.40	40.06	37.30
Other Liabilities	8.64	9.76	4.01	4.25	4.31
Total Liabilities	54.15	53.33	45.41	44.31	41.61

Financial Year	FY 2021-22	FY 2020-21	FY 2019-20	FY 2018-19	FY 2017-18
Loans	33.86	33.12	24.08	30.72	24.00
Investments	4.84	4.33	-	2.00	2.00
Non- Financial Assets	5.71	5.73	6.26	6.39	4.34
Other Financial Assets	9.74	10.15	15.07	5.20	11.00
Total Assets	54.15	53.33	45.41	44.31	41.61

As the majority of the loan book of AFL is comprised of the loans given to its group companies and other known or recommended parties as the company generally gives loan to only known persons/entities and not to other persons or totally unknown persons/entities to avoid any financial recovery risks the loans comes under the preview of Related Party and hence it was decided to transfer the investment standing in AGSL to ACMS as it will not be an easy and viable to sell the company to other parties outside Almondz Group. The acquisition of AFL will help ACMS to increase its loan book

The management is of the Opinion that the proposed acquisition / investment in the AFL is in the overall interest of the Company.

After the approval of the Board, the proposed acquisition shall be placed before the members of the Company for their approval. The proposed acquisition shall also be presented before the RBI for their approval and only after RBI approval, the proposed transaction of acquisition of AFL shall be completed.

In furtherance to the above, it is informed that Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 5 2014 prescribe certain procedure for approval of related party transactions.

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) prescribed that all material related party transactions shall require approval of the Members through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. For this purpose a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Since this transaction will cross the threshold limits, accordingly, as per the Section 188 of the Companies Act, 2013 as well as of the provisions of SEBI LODR, the following transaction is material in nature and require the approval of the Audit Committee/Board and shareholders of the Company:-

S. No.	Name of the related party	Nature of Transaction	Relationship	Transaction Value
1	Almondz Global Securities Limited	Acquisition of shares of Almondz Finanz Limited from Almondz Global Securities Limited	Subsidiary Company	Not less than Rs. 45,00,00,000 (Rupees Forty Five Core Only)

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:-

Name of the Related Party	Almondz Global Securities Limited
Name of the Director or key managerial personnel who is related if any	Mr. Ajay Kumar, Independent Director of the company is also an Independent Director in AGSL and shall be deemed to be interested or concerned in the transaction.
The nature, material terms, monetary value and particulars of the contract or arrangement	The proposed transaction is a material transaction and is carried on based on the business requirement of the company. The monetary value is give in the table above
Any other information relevant or important for the members to take decision on the proposed resolutions	Almondz Finanz Limited ('AFL') is in the business of Non-Banking Financial activities. It is proposed to to acquire and make Almondz Finanz Limited ("AFL"), a wholly owned subsidiary company by way of acquisition of 3,00,00,000 equity shares of face value of INR 10/- (Indian Rupees Ten only) each, representing 100% of the paid-up equity share capital of AFL from Almondz Global Securities Limited, a Subsidiary company, for an aggregate consideration of not less than Rs. 45,00,00,000 (Rupees Forty Five Core Only), based on the valuation report provided by Mr. Pawan Kumar Agrawal Registered Independent Valur and Chartered Accountant.

The above transaction was approved by the Audit Committee at its meeting held on 14th November, 2022 and recommended by the Board of Directors to put before the shareholders of the Company for their approval.

All entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company, including, among others, Mr. Ajay Kumar, Independent Director along with his relatives, will not vote on this resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives, otherwise than as mentioned above, in any way, deemed to be concerned or interested financially or otherwise in the special resolution as set out in the notice.

Item No. 2

The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only "the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified". Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause. Therefore, it is considered expedient to replace the existing MOA by a new set MOA to incorporate the aforesaid object clause as per the Companies Act, 2013.

The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under 'Table A' of the Act which sets out the model MOA for a Company limited by shares.

The above proposal was approved by the Board of Directors at its meeting held on 14th November, 2022 and recommended by the Board of Directors to put before the shareholders of the Company for their approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives, otherwise than as mentioned above, in any way, deemed to be concerned or interested financially or otherwise in the specials resolution as set out in the notice.

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

**Sonal
Company Secretary & Compliance Officer**

**Date: November 14, 2022
Place: New Delhi**