

AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

CIN: L67190MH1991PLC417433

Registered Office: Level-5, Grande Palladium, 175, CST Road, Off BKC Kalina, Santacruz(E), Vidyanagari, Mumbai, Maharashtra, India, 400098.

Tel: +91 22 67526699, Fax: +91 22 67526603

Corporate Office: F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020

Tel. +91 11 43500700, Fax: +91 11 43500735

Email: Secretarial@almondz.com, Website: www.avonmorecapital.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of The Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2024)

To,
The Members of
Avonmore Capital & Management Services Limited
Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed for approval by the members of Avonmore Capital & Management Services Limited (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (**"the Act"**), Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed M/s NPS & Associates, Practising Company Secretaries (ACS: A55529/CP No. 22069), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

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 votes can be cast during the following voting period:

Commencement of e-voting	09.00 a.m. (IST) on Thursday, February 27, 2025
End of e-voting	5.00 p.m. (IST) on Friday, March 28, 2025

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or Managing Director of the Company or any person authorized by him. **The results of e-voting will be announced within 48 hours from the conclusion of e-voting period i.e. on or before 5.00 p.m. IST on Sunday, March 30, 2025,** and will be displayed on the Company's website at www.avonmorecapital.in and the website of CDSL at www.evotingindia.com. The results will simultaneously be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer agent.

SPECIAL BUSINESS

RESOLUTION NO. 1: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH ALMONDZ GLOBAL SECURITIES LIMITED BY THE COMPANY.

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 provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and 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 32nd Annual General Meeting of the Company by Avonmore Capital & Management Services Limited (“the Company”) 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 33rd Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 1200 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.	100	79%
2	Avonmore Capital & Management Services Limited	Corporate Guarantee and Security given to Almondz Global Securities Limited to secure loan and borrowing.	50	39%
3	Avonmore Capital & Management Services Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Almondz Global Securities Limited	1000	787%
4	Avonmore Capital & Management Services Limite	Investment by way of subscription/ redemption etc in the securities from and/or to Almondz Global Securities Limited	50	39%
		Total	1200	

#Transactions with Almondz Global Securities Limited (AGSL)

Relation with Listed entity

AGSL is a Listed & Material Subsidiary of Avonmore Capital & Management Services Limited (ACMS).

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.

RESOLUTION NO. 2: 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 provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and 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 32nd 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 of the Company and Transactions entered/to be entered as enumerated in the Table below till 33rd Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 340 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 preceeding 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	100	79%
2	Avonmore Capital & Management Services Limited	Corporate Guarantee and Security given to Almondz Global Infra-Consultant Limited to secure loan and borrowing.	50	39%
3	Avonmore Capital & Management Services Limited	Investment by way of subscription/redemption etc in the securities and Purchase and sale of Securities Instruments etc. from and/or to Almondz Global Infra-Consultant Limited.	50	39%
4	Almondz Finanz Limited	Loan given to Almondz Global Infra-Consultant Limited and receiving of Interest relating thereto	50	913.61%
5	Almondz Finanz Limited	Corporate Guarantee and Security given to Almondz Global Infra-Consultant Limited to secure loan and borrowing.	20	365.44%
6	Anemone Holdings Private Limited	Loan given to Almondz Global Infra-Consultant Limited and receiving of Interest relating thereto	50	756.12%
7	Anemone Holdings Private Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Almondz Global Infra-Consultant Limited	20	302.45%
Total			340	

#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) 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.”

RESOLUTION NO. 3: 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 provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and 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 32nd 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 33rd Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 115 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 Financial Services Limited and receiving of Interest relating thereto	20	16%
2	Avonmore Capital & Management Services Limited	Investment by way of subscription/ redemption etc in the securities and Purchase and sale of Securities Instruments etc. from and/or to Almondz Financial Services Limited.	20	16%
3	Avonmore Capital & Management Services Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Almondz Financial Services Limited	20	16%
4	Almondz Finanz Limited	Loan given to Almondz Financial Services Limited and receiving of Interest relating thereto	15	274.08%
5	Anemone Holdings Private Limited	Loan given to Almondz Financial Services Limited and receiving of Interest relating thereto	20	302.45%
6	Anemone Holdings Private Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Almondz Financial Services Limited	20	302.45%
Total			115	

#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) 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.”

RESOLUTION NO. 4: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SKIFFLE HEALTHCARE & SERVICES LIMITED BY THE COMPANY.

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 provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and 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 32nd Annual General Meeting of the Company by Avonmore Capital & Management Services Limited (“the Company”) on one hand with Skiffle Healthcare 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 33rd 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:

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 Skiffle Healthcare Services Limited and receiving of Interest relating thereto	20	16%
2	Avonmore Capital & Management Services Limited	Investment by way of subscription/redemption etc in the securities. from and/or to Skiffle Healthcare Services Limited.	10	8%
		Total	30	

#Transactions with Skiffle Healthcare Services Limited (SHSL)

Relation with Listed entity

SHSL is a Step down Subsidiary of Avonmore Capital & Management Services Limited (ACMS).

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.”

RESOLUTION NO. 5: 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 provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and 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 32nd 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 33rd Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 52 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	20	16%
2	Avonmore Capital & Management Services Limited	Investment by way of subscription/redemption etc in the securities and Purchase and sale of Securities Instruments etc. from and/or to North Square Projects Private Limited.	20	16%
3	Almondz Finanz Limited	Loan given to North Square Projects Private Limited and receiving of Interest relating thereto	5	91.36%
4	Anemone Holdings Private Limited	Loan given to North Square Projects Private Limited and receiving of Interest relating thereto	5	75.61%
5	Anemone Holdings Private Limited	Sale and Purchase of Securities, Instruments etc. from and/or to North Square Projects Private Limited	2	30.24%
		Total	52	

#Transactions with North Square Projects Private Limited (NSPL)

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) 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.”

RESOLUTION NO. 6: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH ALMONDZ COMMODITIES 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 pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and 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 32nd Annual General Meeting of the Company by Avonmore Capital & Management Services Limited ("the Company") and its subsidiaries on one hand with Almondz Commodities 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 33rd Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 17 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 preceeding financial year, that is represented by the value of proposed RPT's)
1	Avonmore Capital & Management Services Limited	Loan given to Almondz Commodities Private Limited and receiving of Interest relating thereto	15	12%
2	Almondz Finanz Limited	Loan given to Almondz Commodities Private Limited and receiving of Interest relating thereto	2	36.54%
		Total	17	

#Transactions with Almondz Commodities Private Limited (ACPL)

Relation with Listed entity & its subsidiaries

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

RESOLVED FURTHER THAT anyone 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."

RESOLUTION NO. 7: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH PREMIER GREEN INNOVATIONS PRIVATE LIMITED BY THE COMPANY.

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 provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and 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 32nd Annual General Meeting of the Company by Avonmore Capital & Management Services Limited ("the Company") 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 33rd Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 40 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	20	16%
2	Avonmore Capital & Management Services Limited	Loan given to Preimer Green Innovation Private Limited and Interest paid in relation thereto.	20	16%
		Total	40	

#Transactions with Premier Green Innovations Private Limited (PGIPL)

Relation with Listed entity

PGIPL is an Associate Company 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.”

By order of the Board of Directors

For Avonmore Capital & Management Services Limited

Sonal

Company Secretary & Compliance Officer

New Delhi, February 14, 2025

Registered Office:

Level-5, Grande Palladium, 175, CST Road,
Off BKC Kalina, Santacruz(E), Vidyanagari,
Mumbai, Maharashtra, India, 400098.
Tel: +91 22 67526699, Fax: +91 22 67526603

Corporate Office:

F-33/3, Okhla Industrial Area, Phase-II,
New Delhi-110020
Tel. +91 11 43500700, Fax: +91 11 43500735
Email: Secretarial@almondz.com,
Website: www.avonmorecapital.in

NOTES:

1. A Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members/Register of Beneficial Owners as on **Friday, February 14, 2025 (the "Cut-Off Date")** received from the Depositories and whose email address is registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at 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 CDSL at www.evotingindia.com
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.avonmorecapital.in) duly filled and signed along with requisite supporting documents to BEETAL Financial & Computer Services Pvt Ltd at BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person, who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. **Subject to the provisions of the Articles of Association of the Company, voting rights of a member/beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. **The e-voting period commences at 9:00 a.m. (IST) on Thursday, February 27, 2025 and ends at 5:00 p.m. (IST) on Friday, March 28, 2025.**
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Friday, March 28, 2025.**
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members seeking to inspect such documents can send an email to secretarial@almondz.com mentioning his/her/its folio number/DP ID and Client ID.

11. PROCEDURE FOR E-VOTING:

(i) E-VOTING FACILITY

- a. The Company is providing e-voting facility of CDSL to its members to exercise their right to vote on the proposed resolutions by electronic means.
- b. **The e-voting facility will be available during the following voting period:**

Commencement of e-voting	09.00 a.m. (IST) on Thursday, February 27, 2025
End of e-voting	5.00 p.m. (IST) on Friday, March 28, 2025

The e-voting will not be allowed beyond the aforesaid date and time and the e- voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

- c. **The manner of e-voting by (i) individual members holding shares of the Company in demat mode (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given hereinbelow.**

(ii) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

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 from **9.00 a.m. (IST) on Thursday, February 27, 2025 and ends at 5.00 p.m. (IST) on Friday, March 28, 2025**. 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 **Friday, February 14, 2025** 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 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.

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

- (iii) 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 abovesaid SEBI Circular, Login method for e-Voting **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 cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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.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. 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. 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 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.
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.

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 18002109911
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.: 022-48867000 and 022-24997000

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

(iv) Login method for Remote e-Voting 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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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@almond.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 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 21 09911

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 at toll free no.1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')

The following Statement sets out all material facts relating to Resolution No. 1 to 7 mentioned in the accompanying Notice.

Item No. 1

The members are informed pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), approval of the shareholders through Ordinary Resolution is required for all 'material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Almondz Global Securities Limited is a listed and material subsidiary of the company and is engaged in the business of Capital Market.

Almondz Global Securities Limited is one such entity and related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company keep on entering into contracts and/ or arrangements and/or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with Almondz Global Securities Limited are outlined as under.

Sr. No	Particulars	Details
1	Type, material terms and particulars of the proposed transaction	<ol style="list-style-type: none"> 1. Loan given to Almondz Global Securities Limited (AGSL) and Interest Paid thereon by the following Companies. Avonmore Capital & Management Services Limited (ACMS) The Company/subdiaries 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. 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 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>3. Sale and Purchase of Securities, Instruments etc., from and /or to Almondz Global Securities Limited (AGSL), with following companies</p> <p>Avonmore Capital & Management Services Limited (ACMS)</p> <p>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 AGSL 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 AGSL.</p> <p>4. Investment by way of subscription/redemption etc in the securities from and/or to Almondz Global Securities Limited (AGSL) in following company</p> <p>Avonmore Capital & Management Services Limited (ACMS)</p> <p>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 <p>Investments shall be made with the following objectives:</p> <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)	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
	Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);	Sr. No	Particulars	Details
		i	Name of the Related Party	NA
		ii	Relationship with subsidiary	NA
		iii.	Concern or interest of the related party (financial/ otherwise)	NA
3	Tenure of the proposed	From 32 ND Annual General Meeting of the Company till 33 rd 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 1200 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.	<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. These transactions are on arm's length basis and in the ordinary course of business.</p> <p>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 Name of the related party of the Company: Almondz Global Securities Limited (AGSL)</p> <p>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 (Independent 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. NA</p>	

The transactions, which are enabling in nature, have been approved by the “Board” (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on February 14 2025 in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 1 of this Notice for approval of the shareholders.

Item No. 2

The members are informed pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), approval of the shareholders through Ordinary Resolution is required for all ‘material’ Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm’s length basis. For this purpose, a RPT will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Almondz Global Infra-Consultant Limited is a step down subsidiary of the company and is engaged in the business of Infrastructure Consultancy.

Almondz Global Infra-Consultant Limited is one such entity and related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and/ or arrangements and/or transactions (“Related Party Transactions”), on an arm’s length basis and in the ordinary course of business.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with Almondz Global Infra-Consultant Limited are outlined as under.

Sr. No	Particulars	Details
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.</p> <p>Avonmore Capital & Management Services Limited (ACMS) Almondz Finanz Limited (AFL) Anemone Holdings Private Limited (AHPL)</p> <p>The Company/subdiaries 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.</p> <p>Avonmore Capital & Management Services Limited (ACMS) Almondz Finanz Limited (AFL)</p> <p>The abovenamed Companies have availed Corporate Guarantee and security and in future may avail Corporate Guarantee and collateral securities from ACMS & AFL 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</p> <p>Anemone Holdings Private Limited (AHPL)</p> <p>The Company/subsidiaries are inter-alia engaged in the business of buying and selling shares and securities. The securities will be bought from AHPL to park idle funds, maximizing the yield on investments in the interest of the AGICL etc. Similarly, investments may be liquidated by selling to AHPL 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 and Purchase and sale of Securities Instruments etc. from and/or to Almondz Global Infra-Consultant Limited (AGICL) in following company</p> <p>Avonmore Capital & Management Services Limited (ACMS)</p> <p>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 <p>Investments shall be made with the following objectives:</p> <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.

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2.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	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	
	Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);	Sr. No	Particulars	Details
		i	Name of the Related Party	Almondz Global Infra-Consultant Limited (AGICL)
		ii	Relationship with Almond Finanz Limited & Anemone Holdings Private Limited (AFL & AHPL)	Almondz Global Infra-Consultant Limited (AGICL) is a Sister Concern Company of AFL & AHPL.
	iii.	Concern or interest of the related party (financial/ otherwise)	Financial	
3	Tenure of the proposed	From 32 ND Annual General Meeting of the Company till 33 rd 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 340 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.	
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	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 and Mr. Satish Chandra Sinha (being an Independent directors 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. 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 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. 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.		

The transactions, which are enabling in nature, have been approved by the "Board" (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on February 14 2025 in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 2 of this Notice for approval of the shareholders.

Item No. 3

The members are informed pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), approval of the shareholders through Ordinary Resolution is required for all 'material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Almondz Financial Services Limited is a step down subsidiary of the company and is engaged in the business of Financial Services.

Almondz Financial Services Limited is one such entity and related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and/ or arrangements and/ or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with Almondz Financial Services Limited are outlined as under.

Sr. No	Particulars	Details
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.</p> <p>Avonmore Capital & Management Services Limited (ACMS) Almondz Finanz Limited (AFL) Anemone Holdings Private Limited (AHPL)</p> <p>The Company/subdiaries 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</p> <p>Avonmore Capital & Management Services Limited (ACMS) Anemone Holdings Private Limited (AHPL)</p> <p>The Company/subsidiaries are inter-alia engaged in the business of buying and selling shares and securities. The securities will be bought from ACMS & AHPL 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 & AHPL depending upon liquidity scenario, to book profits, to switch funds in other investments avenues etc., in the best interest of the AFSL.</p> <p>3. Investment by way of subscription/redemption etc in the securities from and/or to Almondz Financial Services Limited (AFSL) in following company</p> <p>Avonmore Capital & Management Services Limited (ACMS)</p> <p>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 <p>Investments shall be made with the following objectives:</p> <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.

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2.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	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
	Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);	Sr. No	Particulars	Details
		i	Name of the Related Party	Almondz Financial Services Limited (AFSL)
		ii	Relationship with Almond Finanz Limited & Anemone Holdings Private Limited (AFL & AHPL)	Almondz Financial Services Limited (AFSL) is a Sister Concern Company of AFL & AHPL.
		iii.	Concern or interest of the related party (financial/ otherwise)	Financial
3	Tenure of the proposed	From 32 ND Annual General Meeting of the Company till 33 rd 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 115 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	

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	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.	
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	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 Financial Services Limited (AFSL)		
	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.		
	Following disclosure of interest between subsidiaries with related party i.e. Almondz Financial Services Limited (AFSL)		
	a. Almondz Finanz Limited (AFL)		
	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.		
	b. Anemone Holdings Private Limited (AHPL)		
	Except Promoters of AHPL and Mr. Sanjay Dewan (Being Director on the Board 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.		

The transactions, which are enabling in nature, have been approved by the "Board" (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on February 14 2025 in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 3 of this Notice for approval of the shareholders.

Item No. 4

The members are informed pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), approval of the shareholders through Ordinary Resolution is required for all 'material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Skiffle Healthcare Services Limited is a step down subsidiary of the company and is engaged in the business of Healthcare Services.

Skiffle Healthcare Services Limited is one such entity and related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company keep on entering into contracts and/ or arrangements and/or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with Skiffle Healthcare Services Limited are outlined as under.

Sr. No	Particulars	Details
1	Type, material terms and particulars of the proposed transaction	<p>1. Loan given to Skiffle Healthcare Services Limited (SHSL) and Interest Paid thereon by the following Companies.</p> <p>Avonmore Capital & Management Services Limited (ACMS)</p> <p>The Company may give loan in future for short term, medium term and long term business purposes to SHSL. The funds shall be used to meet the business requirements and general corporate purposes of SHSL.</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 Skiffle Healthcare Services Limited (SHSL) in following company</p> <p>Avonmore Capital & Management Services Limited (ACMS)</p> <p>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 <p>Investments shall be made with the following objectives:</p> <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.

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2.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	Sr. No	Particulars	Details
		i	Name of the Related Party	Skiffle Healthcare Services Limited (SHSL)
		ii	Relationship with the listed entity	Skiffle Healthcare Services Limited (SHSL) is a Step down subsidiary 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);	Sr. No	Particulars	Details
		i	Name of the Related Party	NA
		ii	Relationship with subsidiary	NA
iii.		Concern or interest of the related party (financial/ otherwise)	NA	
3	Tenure of the proposed	From 32 ND Annual General Meeting of the Company till 33 rd 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	
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	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: Skiffle Healthcare Services Limited (SHSL) 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.		
	Following disclosure of interest between subsidiaries with related party : NA		

The transactions, which are enabling in nature, have been approved by the "Board" (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on February 14 2025 in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 4 of this Notice for approval of the shareholders.

Item No. 5

The members are informed pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), approval of the shareholders through Ordinary Resolution is required for all 'material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For

this purpose, a RPT will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

North Square Projects Private Limited is a step down subsidiary of the company and is engaged in the business of real estate activities.

North Square Projects Private Limited is one such entity and related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and/ or arrangements and/ or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with North Square Projects Private Limited are outlined as under.

Sr. No	Particulars	Details
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) Almondz Finanz Limited (AFL) Anemone Holdings Private Limited (AHPL)</p> <p>The Company/subsidiaries may give loan in future for short term, medium term and long term business purposes to ASPL. The funds shall be used to meet the business requirements and general corporate purposes of ASPL.</p> <p>2. Sale and Purchase of Securities, Instruments etc., from and /or to North Square Projects Private Limited (NSPL), with following companies</p> <p>Anemone Holdings Private Limited (AHPL)</p> <p>The Company/subsidiaries are inter-alia engaged in the business of buying and selling shares and securities. The securities will be bought from AHPL to park idle funds, maximizing the yield on investments in the interest of the NSPL etc. Similarly, investments may be liquidated by selling to AHPL depending upon liquidity scenario, to book profits, to switch funds in other investments avenues etc., in the best interest of the NSPL.</p> <p>3. Investment by way of subscription/redemption etc in the securities and Purchase and sale of Securities Instruments etc. from and/or to North Square Projects Private Limited (NSPL) in following company</p> <p>Avonmore Capital & Management Services Limited (ACMS)</p> <p>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 <p>Investments shall be made with the following objectives:</p> <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)	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
	Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);	Sr. No	Particulars	Details
		i	Name of the Related Party	North Square Projects Private Limited (NSPL)
		ii	Relationship with Almond Finanz Limited & Anemone Holdings Private Limited (AFL & AHPL)	North Square Projects Private Limited (NSPL) is a Sister Concern Company of AFL & AHPL.
	iii.	Concern or interest of the related party (financial/ otherwise)	Financial	
3	Tenure of the proposed	From 32 ND Annual General Meeting of the Company till 33 rd 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 52 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.	
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	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: North Square Projects Private Limited (NSPL)		
	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.		
	Following disclosure of interest between subsidiaries with related party i.e. North Square Projects Private Limited (NSPL)		
	a. Almondz Finanz Limited (AFL)		
	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.		
	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.		

The transactions, which are enabling in nature, have been approved by the "Board" (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on February 14 2025 in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 5 of this Notice for approval of the

shareholders.

Item No. 6

The members are informed pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), approval of the shareholders through Ordinary Resolution is required for all 'material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Almondz Commodities Private Limited is a step down subsidiary of the company and is engaged in the business of Capital Market Services.

Almondz Commodities Private Limited is one such entity and related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and/ or arrangements and/ or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with Almondz Commodities Private Limited are outlined as under:

Sr. No	Particulars	Details		
1	Type, material terms and particulars of the proposed transaction	1. Loan given to Almondz Commodities Private Limited (ACPL) 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 ACPL. The funds shall be used to meet the business requirements and general corporate purposes of ACPL.		
2.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	Sr. No	Particulars	Details
		i	Name of the Related Party	Almondz Commodities Private Limited (ACPL)
		ii	Relationship with the listed entity	Almondz Commodities Private Limited (ACPL) is a Step down subsidiary 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);	Sr. No	Particulars	Details
		i	Name of the Related Party	Almondz Commodities Private Limited (ACPL)
		ii	Relationship with the listed entity	Almondz Commodities Private Limited (ACPL) is a Sister Concern Company of AFL.
		iii.	Concern or interest of the related party (financial/ otherwise)	Financial
3	Tenure of the proposed	From 32 ND Annual General Meeting of the Company till 33 rd 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.	<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. These transactions are on arm's length basis and in the ordinary course of business.</p> <p>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	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 Commodities Private Limited (ACPL) 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.	
	Following disclosure of interest between subsidiaries with related party i.e. Almondz Commodities Private Limited (ACPL) a. Almondz Finanz Limited (AFL) 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.	

The transactions, which are enabling in nature, have been approved by the “Board” (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on February 14 2025 in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 6 of this Notice for approval of the shareholders.

Item No. 7

The members are informed pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), approval of the shareholders through Ordinary Resolution is required for all ‘material’ Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm’s length basis. For this purpose, a RPT will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Premier Green Innovation Private Limited is an Associate Company of the company and is engaged in the business of distillery & bottling Services.

Premier Green Innovation Private Limited is one such entity and related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and/ or arrangements and/or transactions (“Related Party Transactions”), on an arm’s length basis and in the ordinary course of business.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with Premier Green Innovation Private Limited are outlined as under.

Sr. No	Particulars	Details
1	Type, material terms and particulars of the proposed transaction	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 (AFL)

		<p>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</p> <p>Avonmore Capital & Management Services Limited (ACMS) Almondz Finanz Limited (AFL)</p> <p>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 <p>Investments shall be made with the following objectives:</p> <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)	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.
	Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);	iii.	Concern or interest of the related party (financial/ otherwise)	Financial
		Sr. No	Particulars	Details
		i	Name of the Related Party	NA
		ii	Relationship with Almond Finanz Limited (AFL)	NA
		iii.	Concern or interest of the related party (financial/ otherwise)	NA
3	Tenure of the proposed	From 32 ND Annual General Meeting of the Company till 33 rd 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 40 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.	
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 (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>
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The transactions, which are enabling in nature, have been approved by the "Board" (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on February 14 2025 in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 7 of this Notice for approval of the shareholders

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

Sonal
Company Secretary & Compliance Officer

New Delhi, February 14, 2025

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