Avonmore Capital & Management Services Ltd.

Ref: acms/corres/Bse-Nse/26-27/0020 July 31, 2026

The General Manager
(Listing & Corporate Relations)
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Respected Sir/Ma'am,

Pursuant to Regulations 30 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that the Board of Directors of Avonmore Capital & Management Services Limited ("Company"), at its meeting held today, i.e., **Friday, July 31, 2026**, has, inter alia, considered and approved the following:

<u>Approval of Scheme of Amalgamation</u>

Pursuant to Regulation 30 read with Schedule 111 of the Listing Regulations, we hereby notify the stock exchanges that the Board of Directors at its meeting held on Friday, 31st July 2026, has, inter-alia, approved the Draft Scheme of Amalgamation between Almondz Finanz Limited ("**Transferor Company No. 1**") and Apricot Infosoft Private Limited (**Transferor Company No. 2**") and Avonmore Developer Private Limited (**Transferor Company No. 3**") and Anemone Holdings Private Limited ("**Transferor Company No. 4**") With Avonmore Capital & Management Services Limited ("**Transferee Company**") and their respective Shareholders and Creditors, pursuant to Sections 230 to 232 of the Companies Act, 2013 and rules made thereunder ("Scheme"), subject to requisite approvals/consents as may be required.

The details as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 for the above-mentioned scheme is enclosed herewith and marked as Annexure -A.

We request you to take this on record, and to treat the same as compliance with the applicable provisions of the Listing Regulations.

The meeting of the Board of Directors commenced at 12:30 p.m. and concluded at 13.35 p.m

Copy of the same is being also made available on the website of the Company at www.avonmorecapital.in

Thanking you,

Yours Faithfully

For Avonmore Capital & Management Services Limited

SONAL Digitally signed by SONAL
Date: 2026.07.31 14:13:40
+05'30'

Sonal
Company Secretary & Compliance Officer

Annexure-A

Disclosure Required under Regulation 30 of the Listing Regulations read with SEBl Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026.

<table>
<tr><th>S. No</th><th colspan="2">Particulars</th></tr>
<tr><td>1</td><td>Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.</td><td>
<table>
<tr><th>Name of the entity</th><th>Paid-up share capital as on the year ended March 31, 2026</th><th>Turnover (standalone) for the year ended March 31,2026 (In Lakhs)</th></tr>
<tr><td>Avonmore Capital & Management Services Ltd (Transferee Company)</td><td>Rs. 28,86,93,000</td><td>Rs. 1079.82</td></tr>
<tr><td>Almondz Finanz Ltd (Transferor Company No. 1)</td><td>Rs. 30,00,000,00</td><td>Rs. 623.10</td></tr>
<tr><td>Apricot Infosoft Private Limited (Transferor Company No. 2”)</td><td>Rs. 3,00,00,000</td><td>Rs. (5.45)</td></tr>
<tr><td>Avonmore Developer Private Limited (Transferor Company No. 3”)</td><td>Rs. 8,50,00,000</td><td>Rs. (108.41)</td></tr>
<tr><td>Anemone Holdings Private Limited (“Transferor Company No. 4”)</td><td>Rs. 1,00,000</td><td>Rs. 535.21</td></tr>
</table>
</td></tr>
<tr><td>2</td><td>Whether the transaction would fall within related party transactions? If yes, whether the same is done at arm’s length”</td><td>The transferor companies are wholly-owned subsidiaries of the company and as such are related to each other.

However, in accordance with the General Circular No. 30/2014 dated July 17, 2014, issued by The Ministry of Corporate Affairs, any transactions arising out of compromises, arrangements and amalgamations under</td></tr>
</table>

Registered Office: Level-5, Grande Palladium,175,CST Road, Off BKC Kalina,Santacruz(E) Vidyanagari, Mumbai, Maharashtra-400098,
Tel. +91 22 67526699, Fax: +91 22 67526603
Corporate Office: F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020,Tel:011-43500700, Fax: 011-43500735,
CIN: L67190MH1991PLC417433,Email: secretarial@almondz.com Website: www.avonmorecapital.in

		specific provisions of the Companies Act, 2013, are not subject to the requirements of Section 188 of the Companies Act, 2013. Furthermore, the Scheme involves amalgamation of wholly-owned subsidiaries with the holding company. Therefore, it is exempted as per Regulation 23(5)(b)of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the scheme is also exempt from the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.
3	Area of business of the entity(ies)	Transferee Company Avonmore Capital & Management Services Limited - The Transferee Company is a non-deposit taking Non-Banking Financial Company (NBFC) registered with RBI as a NBFC- Non-Deposit taking – Non-Systematically Important under Section 45 IA of the Reserve Bank of India Act, 1934. The Company is involved in making long term strategic investments, specifically in group companies and Non-Banking Finance Activities (Non- Deposit). The Company is acting as primary holding and investment company, focusing on new business opportunities.
4	Rationale for amalgamation/ merger	The Transferor Companies and the Transferee Company are companies within the same group of companies ("Group"). The proposed amalgamation will result in simplification of the corporate structure and reduction in cost from more focused operational efforts, rationalization, standardization, and simplification of business processes.
5	In case of cash consideration - amount or otherwise share exchange ratio	The Transferor Companies are wholly-owned subsidiaries of the Transferee Company. As a result, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu of or in exchange of its holding in the Transferor Companies and accordingly the entire Issued, Subscribed and Paid-up Share Capital of the Transferor Companies shall stand cancelled and extinguished without any further application, act, or deed and in lieu thereof, no allotment of any shares of the Transferee Company shall be made to any person whatsoever.
6	Brief details of change in shareholding pattern (if any) of the listed entity	There will be no change in the shareholding pattern of the listed entity pursuant to this Scheme of Amalgamation.