



AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED

Avonmore Capital & Management Services Limited

Corporate Information

Avonmore Capital & Management Services Ltd.
CIN: L67190DL1991PLC045857

Board of Directors

Govind Prasad Agrawal

Non-Executive Chairman & Director

Ashok Kumar Gupta

Managing Director

Ajay Kumar

Non-Executive Independent Director

Shyam Sunder Lal Gupta

Non- Executive Independent Director

Bhupinder Singh

Non- Executive Independent Director

Ashu Gupta

Non-Executive Women Director

Registrar & Share Transfer Agent

Beetal Financial & Computer Services (P) Ltd.
"Beetal House"3rd Floor,
99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi- 110062
Phones: 011-29961281, 29961282
Fax:011-29961280/84
E-mail: beetalrta@gmail.com

Statutory Auditors

Mohan Gupta & Company
Chartered Accountants
B-2A/37, Janak Puri,
Near Metro Pillar No.536, Main Najafgarh Road, New Delhi-110058
Ph: 45597859/41612538
e-mail: mohan.mgc@gmail.com

Registered Office

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

Listed on

National Stock Exchange of India Limited (NSE)
BSE Limited (BSE)

Company Secretary & Compliance Officer

Ms. Sonal

Bankers

HDFC Bank Ltd.
Axis Bank Ltd.

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Directors' Report

Dear Members,

Your Directors are pleased to present the 31st Annual Report on the operational and business performance of the Company together with the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March, 2023.

1. FINANCIAL SUMMARY / HIGHLIGHTS

The summarized financial performances for the Financial Year ended March 31, 2023 are as under:

(Rs. In Lakhs)

Particulars	2022-23		2021-22	
	Standalone	Consolidated	Standalone	Consolidated
Total Income	3,538.65	21,479.00	415.26	8,719.00
Profit before Finance cost and Depreciation	3,285.23	15,908.00	239.74	5,304.00
Less: Finance cost	577.40	310.00	48.14	511.00
Profit before Depreciation	2,707.83	15,598.00	191.6	4,793.00
Less: Depreciation	1.81	226.00	0.56	247.00
Profit before Exceptional Items	2,706.02	15,372.00	191.04	4,546.00
Profit before Tax	2,706.02	15,372.00	191.04	4,546.00
Less: Current Tax	690.01	3,190.00	56.38	520.00
Income Tax for earlier years	0.49	(16.00)	0.30	(10.00)
Deferred Tax	(9.50)	12.00	(3.39)	(8.00)
Profit after Tax	2,025.02	12,186.00	137.75	4,044.00
Other comprehensive Income	35.80	38.00	1.79	35.00
Total Comprehensive Income	2,060.83	12,224.00	139.54	4,079.00

Financial Highlights of Subsidiaries/Associates

(Rs. In Lakhs)

Particulars	2022-23		
	Total Income	Total Expenses	Profit/(Loss) for the year
Almondz Global Securities Limited	2,952.94	2,552.35	327.41
Anemone Holdings Private Limited	10,801.08	53.96	8,429.93
Almondz Infosystem Private Limited	0.31	1.23	(0.93)
Apricot Infosoft Private Limited	5.57	1.44	3.59
Avonmore Developers Private Limited	Nil	0.15	(0.15)
Red Solutions Private Limited	1.01	120.71	(109.25)
Glow Apparels Private Limited	Nil	1.22	(0.70)

PERFORMANCE REVIEW AND THE STATE OF COMPANY'S AFFAIRS:

Your Company has prepared the Financial Statements for the financial year ended March 31, 2023 in terms of Sections 129, 133 and Schedule III to the Companies Act, 2013 (as amended) (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The total income of your Company on standalone basis was **Rs. 3,538.65** Lakhs as compared to **Rs. 415.26** lakhs for the previous financial year 2021-2022. Profit before tax (PBT) was **Rs. 2,706.02** Lakhs as compared to **Rs. 191.04** Lakhs in the previous financial year 2021-2022. The Company's consolidated total income for the financial year 2022-23 was **Rs. 21,479.00** Lakhs as compared to **Rs. 8,719.00** Lakhs in the previous financial year 2021-22. Consolidated Profit before tax (PBT) was **Rs. 15,372.00** Lakhs as compared to **Rs. 4,546.00** Lakhs in the previous financial year 2021-22.

2. DIVIDEND

The Board of Directors does not recommend any dividend on the Equity Shares of the Company for the current financial year.

3. TRANSFER TO RESERVE FUND

Under section 45-IC (1) of Reserve Bank of India ('RBI') Act, 1934, non-banking financial companies ('NBFCs') are required to transfer

a sum not less than 20% of its net profit every year to reserve fund before declaration of any dividend. Accordingly, Avonmore Capital & Management Services Limited (the 'Company') has transferred a sum of Rs.405.48 Lakh to its reserve fund.

4. INFORMATION ON STATE OF AFFAIRS OF THE COMPANY

Information on State of Affairs of the Company is given in the Management Discussion and Analysis Report in accordance with Regulation 34(3) and Schedule V(C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), forms part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company. The annual accounts of the subsidiaries companies and related detailed information are available on the website of the Company and the same may be obtained by writing to the Company Secretary at the Registered e-mail ID of the Company. The consolidated financial results reflect the operations of Subsidiaries Companies. The Company has adopted a Policy for determining Material

Subsidiaries in terms of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Policy, as approved by the Board, is uploaded on the Company's website www.avonmorecapital.in

6. CASH FLOW STATEMENT

In conformity with the provisions of Listing Regulations, the Cash Flow Statement for the year ended March 31, 2023 is annexed hereto.

7. INFORMATION ON MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of this Report. Except, that during the year, pursuant to the provisions of Section 68 and other applicable provisions of the companies act, 2013 and SEBI (Buyback of Securities) Regulations 2018, the Board of Directors of the company at their meeting held on 30th May, 2022 approved the buyback of 9,17,680 (Nine Lakh Seventeen Thousand Six Hundred Eighty) fully paid-up equity shares of face value of Rs. 10/- each ("Equity Share") representing approx. 3.78 % of the total number of fully paid-up Equity Shares in the paid up share capital of the Company at a price of Rs. 95 (Rupees Ninety Five only) per Equity Share (the "Buy Back Offer Price") payable in cash for an aggregate consideration not exceeding Rs. 8,71,79,600 (Rupees Eight Crore Seventy One Lakh Seventy Nine thousand Six Hundred only) (the "buyback offer size").

The Buyback was completed successfully and accordingly, 9,17,680 equity shares has been extinguished w.e.f.28th July, 2022.

8. RBI GUIDELINES

The Company is registered with the Reserve Bank of India as a NBFC within the provisions of the NBFC (Reserve Bank of India) Directions, 1998. The Company continues to comply with all the requirements prescribed by the Reserve Bank of India as applicable to it.

9. SHARE CAPITAL

During the year, the issued, subscribed and paid up share capital of the Company as on 31st March, 2023 was at Rs. 2335.32 lakhs divided into 2,33,53,220 Equity Shares of Rs. 10 each. During the year under review, the Company has not issued any shares.

Further, pursuant to the provisions of Section 68 and other applicable provisions of the companies act, 2013 and SEBI (Buyback of Securities) Regulations 2018, the Board of Directors of the company at their meeting held on 30th May, 2022 approved the buyback of 9,17,680 (Nine Lakh Seventeen Thousand Six Hundred Eighty) fully paid-up equity shares of face value of Rs. 10/- each ("Equity Share") representing approx. 3.78 % of the total number of fully paid-up Equity Shares in the paid up share capital of the Company. The Buyback was completed successfully and accordingly, 9,17,680 equity shares has been extinguished. At present the issued, subscribed and paid up share capital of the Company as on date is 2335.32 lakhs divided into 2,33,53,220 Equity Shares of Rs. 10 each.

10. CHANGE IN NATURE OF BUSINESS

During the year there was no change in the nature of business of the Company.

11. PUBLIC DEPOSITS

Your Company had neither accepted any Public Deposits during the year nor does the Company have any plan to accept any deposits from the public

12. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

As on March 31, 2023, your Company has the following entities as its subsidiaries and Associates:

- a. Almondz Infosystem Private Limited
- b. Almondz Global Securities Limited
- c. Red Solutions Private Limited
- d. Apricot Infosoft Private Limited
- e. Avonmore Developers Private Limited
- f. Anemone Holdings Private Limited
- g. Glow Apparels Private Limited

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a Company's Subsidiary or Subsidiaries, Associate Company or Companies in the prescribed format **AOC-1** which form part of the Annual Report as **Annexure-I**.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the Company's website at www.avonmorecapital.in.

13. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

During the year under review, Willis Towers Watson India Insurance Brokers Private Limited (Associate through its subsidiary Anemone Holdings Pvt. Limited) ceased to be associates of Avonmore Capital & Management Services Limited w.e.f. 08.04.2022.

14. MATERIAL SUBSIDIARY

Almondz Global Securities Limited and Anemone Holdings Private Limited is a material subsidiary of the Company as per the thresholds laid down under the Listing Regulations. The Board of Directors of the Company has approved a Policy for determining material subsidiaries which is in line with the Listing Regulations as amended from time to time. The Policy was revised effective from April 1, 2022 in line with the amendments made to the Listing Regulations. The Policy has been uploaded on the Company's website at http://www.avonmorecapital.in/pdf/material_policy.pdf.

15. PERFORMANCE OF SUBSIDIARIES COMPANIES

Almondz Global Securities Limited (Subsidiary Company)

Almondz Global Securities Limited (AGSL) is a leading advisory and consultancy firm since 1994 which offers a bouquet of services in the Strategic Advisory, Transaction Advisory, Business Transformation Advisory, Turnaround and restructuring, Risk advisory, Insolvency activities, Capital raising advisory both in Equity and Debt markets, Valuation services for Financial assets Wealth management advisory and Equity broking. Almondz was set up by a team that was young, aggressive and hungry for opportunities to make profitable deals. With the help of rapidly evolving business models and the flexibility to adapt to the demands of a changing marketplace, Almondz has been able to deftly navigate through the Indian Business landscape. Ever since

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its foundation over two decades ago, Almondz has been able to make its mark in the financial services sector.

Responding to changing business dynamics, the group has pivoted to a more diversified structure of business in the recent past. During the years, Almondz has evolved as a Consulting Company, known for its' ability to deliver tangible results. The Company is poised to become a company with well-diversified business undertakings, focused on building strong businesses, creating value and nurturing leadership. Every arm of the group is being led by young, vibrant leaders with an attention to ethical and legal practices. As an enterprise Almondz strives to adapt and re-invent itself as the market evolves, with the ultimate goal to create value for our clients, shareholders and employees at every step. Almondz Global Securities Limited has floated different subsidiary and associate entities to serve the operational purpose of the group. For more details, please visit Website: www.almondzglobal.com

STEP DOWN SUBSIDIERIES

Almondz Global Infra-Consultant Limited (Step down Subsidiary)

Almondz Global Infra-Consultant Limited (AGICL) is an ISO 9001:2015 certified company, a Public Limited Company and Wholly Owned Subsidiary of Almondz Global Securities Limited (AGSL). AGICL provides Consultancy Services in multiple infrastructure sectors especially in Roads, Bridges, Highways & Tunnels, Smart Cities, Urban Infrastructure, Water & Waste Water, Tourism, Railways & Metro Rail, Ports & Inland Waterways & Airport. AGICL has been providing services from concept to commissioning like project concept Development, Project structuring, Transaction Advisory Planning, Designing, Engineering, Project Management Consultancy, Supervision as well as Independent Engineers, safety audits and Operation & Maintenance Services, which has helped AGICL to establish itself as one of the fastest growing Infra consultancy company in the Country. AGICL has completed more than 50 projects in the sector of Road and Highways, Transportation, Urban Infrastructure, water & waste water management, and is currently handling more than 100 projects in multiple sector like Road and Highway (Feasibility, DPR, Project supervision, Proof checking Safety Audit), Smart city (Conceptualization, planning and implementation), Transaction Advisory, Urban Infrastructure, Tourism etc. AGICL derive strength from its in house team of qualified and experienced professionals in various fields to ensure timely execution of the projects. AGICL employs Qualified professionals in various Fields, who are committed to deliver Quality work with in Budgeted time and cost. AGICL is having Pan India presence and empaneled with more than 30 Government department and agencies. AGICL has been consistently taking initiatives to improve the functional efficiency and remain in sync with the increase in growth of business. Implementation of ERP system and making collaboration with renowned international firms as knowledge partners are some of the recent strategic moves initiated by the company to bring more efficiency in the operation and to ensure better corporate governance.. For more details, please visit Website: www.almondzglobalinfra.com

Premier Alcobev Private limited (Joint Venture of Subsidiary)

PREMIER ALCOBEV PVT. LTD. (PAPL) started its operations in 2015 with the objective of manufacturing and selling Alcoholic Beverages high quality grain ENA/ Ethanol and other alcohol

products. The Registered office of the Company is located at F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020. The Company has a state of the art grain based Distillery with expanded capacity of 85 KLPD and Modern Bottling Plant for Indian Made Foreign Liquor and Country Liquor at Plot No-1, Sansarpur Terrace, Industrial Area, Phase-III, District-Kangra, Himachal Pradesh-176501. The plant is equipped to meet Zero Liquid Discharge (ZLD). The company is setting up 200 KLPD dedicated Ethanol Plant at its existing unit in HP. The Company is FSSC 22000 (Version 4.1): ISO TS 22002- 1:2009 certified and is focused in ensuring Total Quality Management. The Company has laid emphasis on eco-friendly production & strives to excel through implementation of latest technology. Since inception, the Company has seen quick rise through operational excellence, customer satisfaction and forward integration of bottling operations along with sales and distribution of liquor brands. The Company is interested to set up a Greenfield project for manufacturing and supply of Fuel Ethanol in the state of Odisha up to 250 KL per day to be able to increase Ethanol supply and contribute to achieve the national targets of 10% blending.

For more details, please visit Website: <https://paplgroup.com/home.php>

Almondz Finanz Limited (Step down Subsidiary)

Almondz Finanz Limited (AFL) was incorporated in 2006 as a wholly owned subsidiary company of Almondz Global Securities Limited. AFL is registered with Reserve Bank of India as a non-deposit accepting Non Banking Financial Company (NBFC-ND) engaged in providing loans to corporate as well as trading of debt and equity. For more details, please visit Website: www.almondz.com

Skiffle Healthcare Services Limited (Step down Subsidiary)

Skiffle Healthcare Services Limited (SHSL), was incorporated in December, 2012 with the main objective of setting up Super-Specialized Eye Care Centres in and around Delhi/NCR. The Company at present is running four eye centres in Delhi and Uttar Pradesh under the brand of "Itek Vision Centre" by providing state-of-the art technology, maintaining high standard of ethical practice and professional competency with emphasis on transparency and highest level of hospitality. The Company has adopted the latest means to meet the norms, rules, and regulations set by local, State, and national authorities. The centres are specialised in Cataract, Glaucoma, Paediatric, Neuro-ophthalmology, Cornea, Retina, LASIK and Oculoplasty services. For more details, please visit Website: www.itekvisioncentre.com

Almondz Financial Services Limited (Step down Subsidiary)

Almondz Financial Services Limited is a well-diversified financial services company which offers a broad range of financial products and services including investment banking, corporate advisory, valuation services, wealth advisory and research analyst to a substantial and varied client base including Corporate, Institutional, High Net Worth individuals and Retail clients. The company team has experienced management professionals with a deep understanding of the current business landscape. The Company's corporate governance model is rooted in ethical practices with a robust structure of internal checks and balances. The Company provides service to its clients through a network of 6 fully functional offices spread across the country along with 20,000+ registered Sub Brokers. For more details, please visit Website: <https://almondzfinancial.com/>

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North Square Projects Private Limited (Step down Subsidiary)

North Square Projects Private Limited (NSPPL) is a wholly owned subsidiary of Almondz Global Securities Ltd as was promoted on 6th August 2012 as a Special Purpose Vehicle (SPV) to enter in to a Joint Venture for taking up the distillery and bottling business in the name of Premier Alcobev Private Limited. For more details, please visit Website: www.almondz.com.

Almondz Commodities Private Limited (Step down Subsidiary)

Almondz Commodities Pvt. Ltd is a subsidiary of Almondz Global Securities Ltd. With nationwide presence, it enables the retail & corporate investors to diversify their portfolio and enjoy the benefits of commodity trading in MCX, NCDEX & NSEL. It's research team empowers investors to make informed investment decisions. The company offer commodity trading in Gold, Silver, Natural Gas & other commodities. For more details, please visit Website: www.almondz.com

Avonmore Developers Private Limited (Wholly owned Subsidiary)

The Company has been formed with the object of real estate developers and allied activities. The Company is yet to start its main business due to lack of suitable opportunity in the market.

Glow Apparels Private Limited (Wholly owned Subsidiary)

The Company has been formed with the object to manufacture wearing apparel. The Company is yet to start its main business due to lack of suitable opportunity in the market.

Apricot Infosoft Private Limited (Wholly owned Subsidiary)

The Company has been formed with the object to carry on business in computer related activities like maintenance of websites, creation of multimedia presentations for other firms. The Company is yet to start its main business due to lack of suitable opportunity in the market.

Anemone Holdings Private Limited (Wholly owned Subsidiary)

The Company has been formed with the object to act as holding Company without taking NBFC activities.

Almondz Infosystem Private Limited (Wholly owned Subsidiary)

The Company is involved in software publishing, consultancy and supply [Software publishing includes production, supply and documentation of ready-made (non-customized) software, operating systems software, business & other applications software, computer games software for all platforms.

Red solutions Private Limited (Wholly owned Subsidiary)

The Company is involved in sale and leasing of shops, showrooms, restaurants etc.

16. SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. DIRECTORS

As on March 31, 2023, the Board of Directors of your Company consist of 6 (Six) Directors. Their details are as follows:

S. No	Name of the Directors	Category
1.	Mr. Govind Prasad Agrawal	Non-Executive, Non-Independent, Director
2.	Mr. Ashok Kumar Gupta	Managing Director
3.	Mr. Ajay Kumar	Non-Executive, Independent, Director
4.	Mr. Shyam Lal Sunder	Non-Executive, Independent, Director
5.	Mr. Bhupinder Singh	Non-Executive, Independent, Director
6.	Mrs. Ashu Gupta	Non-Executive, Independent, Director Non Women

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses, if any.

The Board was duly constituted in compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year ended March 31, 2023.

Resignation/Cessation

There has been no change in the composition of Board during the financial year and upto the date of report.

B. RETIREMENT BY ROTATION

Mrs. Ashu Gupta

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Ashu Gupta, Director of the Company is liable to retire by rotation for this year and being eligible, offer herself for re-appointment as Director. Brief resume and other details of Mrs. Ashu Gupta, who is proposed to be re-appointed as a Director of the Company have been furnished, with the explanatory statement to the notice of the ensuing Annual General Meeting.

C. KEY MANAGERIAL PERSONNEL

As on March 31, 2023, Mr. Ashok Kumar Gupta, Managing Director, Ms. Sonal, Company Secretary & Compliance Officer and Mr. Shakti Singh, Chief Financial Officer are the Key Managerial Personnel of your Company in accordance with the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

18. MEETINGS OF THE BOARD

During the year 5 (Five) meetings of the Board of Directors were held i.e. May 13, 2022, May 30, 2022, August 12, 2022, November 14, 2022 and February 14, 2023.

For further details, please refer report on Corporate Governance forming part of the Annual Report.

19. STATEMENT ON DECLARATION "CERTIFICATE OF INDEPENDENCE" U/S 149(6) FROM INDEPENDENT DIRECTORS

The Board has Independent Directors and there is an appropriate balance of skills, experience and knowledge in the Board to enable it to discharge its functions and duties effectively. The

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Independent Directors have submitted disclosure that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

20. AUDIT COMMITTEE

As on 31st March, 2023, The Audit Committee comprises of two Independent Directors and one Non-Executive Director viz., Mr. Ajay Kumar (Chairman), Mr. Govind Prasad Agrawal and Mr. Shyam Sunder Lal Gupta as other members. More details on the Audit Committee are given in Corporate Governance Report. All the recommendations made by the Audit Committee were accepted by the Board.

21. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

(a) in the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. LISTING

The Company is listed with Bombay Stock Exchange Ltd (BSE) and *National Stock Exchange of India (NSE). The Listing fees to the stock exchange for FY 2023-24 have been paid.

***The Company has been listed with National Stock Exchange of India w.e.f. 4th January, 2023.**

23. AUDITORS

A. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, the Current auditors of the Company M/s Mohan Gupta & Company, Chartered Accountants (Firm Registration No. 006519N), were appointed by the shareholders at the 25th Annual General Meeting held to hold office until the conclusion of the 30th Annual General Meeting.

The Statutory Auditors would retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment for a second term of 5 consecutive years commencing

from the conclusion of ensuing Annual General Meeting of the Company. The Audit Committee and the Board at their meeting held on 12th August, 2022 has considered and recommended the re-appointment of M/s. Mohan Gupta & Company, Chartered Accountants (Firm Registration Number: 006519N) as Statutory Auditors of the Company for a second term of 5 consecutive years commencing from the conclusion of the 30th Annual General Meeting till the conclusion of the 36th Annual General Meeting.

Further, the report of the Statutory Auditors along with notes to Schedules for the year ended 31st March, 2023 forms part of this Annual Report. The Auditors' Report does not contain any qualification, reservation or adverse remark.

B. SECRETARIAL AUDITORS:

In terms of section 204 of the Companies Act, 2013 and Rules framed thereunder and on the recommendation of the Audit Committee, the Board had appointed M/s Neeraj Gupta & Associates, Company Secretaries in Wholtime Practice, as the Secretarial Auditors of the Company for the financial year 2022-23. The Report of the Secretarial Audit Report is annexed herewith as **Annexure-II**.

In terms of section 204 of the Companies Act, 2013 and Rules framed thereunder and on the recommendation of the Audit Committee, the Board had appointed M/s Ashu Gupta & Co, Company Secretaries in Wholtime Practice, as the Secretarial Auditors of the Almondz Global Securities Limited (AGSL) material subsidiary of the Company for the financial year 2022-23. The Report of the Secretarial Audit Report is annexed herewith as **Annexure-III**.

In terms of section 204 of the Companies Act, 2013 and Rules framed thereunder and on the recommendation of the Audit Committee, the Board had appointed M/s Ashu Gupta & Co, Company Secretaries, in Wholtime Practice, as the Secretarial Auditors of the Anemone Holdings Private Limited, material subsidiary of the Company for the financial year 2022-23. The Report of the Secretarial Audit Report is annexed herewith as **Annexure-IV**

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

24. MAINTENANCE OF COST RECORDS

During the period under review, the provision of section 148 of the companies Act, 2013 relating to maintenance of cost records does not applicable to the Company.

25. REPORTING OF FRAUDS BY AUDITORS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 134(3)(m) of the Companies Act, 2013, and the rules made there under relating to conservation of energy, technology absorption do not apply to your company as it is not a manufacturing Company.

However, your Company has been increasingly using information technology in its operations and promotes conservation of resources.

There was no foreign exchange inflow or Outflow during the year under review.

27. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure -V**.

28. CORPORATE GOVERNANCE

Your Company has complied with the Corporate Governance requirements under Companies Act, 2013 and as stipulated under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A detailed Report on Corporate Governance forms part of this Annual Report. A certificate of Statutory Auditor confirming compliance of the Corporate Governance requirements by the Company is attached to the Report on Corporate Governance.

29. GROUP COMING WITHIN THE DEFINITION OF GROUPS DEFINED IN THE MONOPOLIES AND RESTRICTIVE TRADE PRACTICES ACT, 1969(54 of 1969)

The following persons constitute the Group coming within the definition of group as defined in the Monopolies and Restrictive Practices Act, 1969 (54 of 1969):

Mr. Navjeet Singh Sobti
Navjeet Singh Sobti HUF
Mrs. Gurpreet N. S.Sobti
Innovative Money Matters Private Limited
Almondz Global Securities Limited
Rakam Infrastructures Private Limited

Or any other Company, firm or trust promoted or controlled by the above. The above disclosure has been made; inter alia, for the purpose of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

30. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

31. ANNUAL RETURN

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the financial year ended March 31, 2023, is available on the Company's website and can be accessed at www.avonmorecapital.in

32. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2023 and hence does not form part of this report. All the transactions with related party has been disclosed in the financial statement and forming part of this report.

Further, the board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link www.avonmorecapital.in

33. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Due to its low average profitability, the CSR is not applicable on the Company for the period under review, the Board of Directors has constituted a Corporate Social Responsibility Committee to undertake and supervise the CSR Activities of the Company.

During the year under report, no meeting of the Committee was held.

Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been amended substantially with effect from 22 January 2021.

In line with the said amendments, the Board of directors has amended the existing policy. The policy including the composition of the CSR committee is uploaded on the Company's website www.avonmorecapital.in

34. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of loans given, Investments made, guarantees given and securities provided to other Bodies Corporate or persons as covered under the provisions of Section 186 of the Act are given in the Standalone Financial Statements.

35. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review, there are no significant or material orders passed by any regulator, court or tribunal impacting the going concern status and Company's operations in future.

**The Company has received approval for shifting of registered office from Regional Director vide its order passed on 17.01.2023, however, due to some technical issue on MCA portal, the relevant form for shifting of office has not been filed till the period under report.*

36. PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 17(10) read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Nomination and Remuneration Committee and the Board of Directors have formulated a policy for performance evaluation (same is covered under the Nomination and Remuneration Policy of the Company) of its own performance, of various mandatory Committees of the Board and of the individual Directors.

Further, SEBI vide its circular (Ref. no. SEBI/HO/CFD/CMD/ CIR/ P/2017/004) dated January 5, 2017 issued a guidance note on Board Evaluation for listed companies. In view of the same and in terms of Board approved Nomination & Remuneration Policy of the Company, the Independent Directors in their separate meeting held on May 30, 2023 under Regulation 25(4) of the Listing Regulations and Schedule IV of the Companies Act, 2013 had:

- (i) reviewed the performance of Non-Independent Directors and the Board of Directors as a whole;

- (ii) reviewed the performance of the Chairperson of the Company, taking into account the views of executive and non-executive Directors; and
- (iii) assessed the quality, quantity and timelines of flow of information between the Company management and the Board of Directors that was necessary for the Board of Directors to effectively and reasonably perform their duties.

Further, in terms of the provisions of Regulation 19(4) read with Part D of Schedule II of the Listing Regulations and Section 178 of the Companies Act, 2013, the performance evaluation process of all the Independent and Non-Independent Directors of the Company was carried out by the Nomination and Remuneration Committee in its meeting held on May 30, 2023.

Further, in terms of Regulation 17(10) of the Listing Regulations and Schedule IV of the Companies Act, 2013, the Board of Directors also in their meeting held on May 30, 2023 carried out the performance evaluation of its own performance and that of its Committees and of the individual Directors.

The entire performance evaluation process was completed to the satisfaction of Board.

37. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

A Risk Management Policy for the Company has been adopted by the Board. The Company manages risk through a detailed Risk Management Policy framework which lays down guidelines in identifying, assessing and managing risks that the businesses are exposed to. Risk is managed by the Board through appropriate structures that are in place at your Company, including suitable reporting mechanisms.

38. POLICY ON INSIDER TRADING

Your Company formulated and implemented a Code of Conduct for Prevention of Insider Trading (Code) in accordance with the guidelines specified under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. The Company has adopted code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in terms of new Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Board of Directors appointed the Company Secretary, as the Compliance Officer under the said Code responsible for complying with the procedures, monitoring adherence to the Code for the preservation of price sensitive information, pre-clearance of trade, monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board of Directors. The Code is available on the website of the Company at www.avonmorecapital.in

39. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015 Company has established a Vigil Mechanism for its Directors and employees to report their genuine concerns or grievances, actual or suspected fraud or violation of the Codes of Conduct or policy. The said mechanism encompasses the Whistle Blower Policy and provides for adequate safeguards against victimization of persons who use such mechanism. It also provides direct access to the Chairman of the Audit Committee. The said policy is placed on Company's website at www.avonmorecapital.in.

40. NOMINATION AND REMUNERATION POLICY

In accordance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors have adopted a Policy on Directors appointment and remuneration, including the criteria for determining qualification positive attributes independence of a Director and other matters. The Remuneration policy for directors, Key Managerial Personnel, Senior Management and all other employees is aligned to the philosophy on the commitment of fostering a culture of leadership with trust. The Remuneration policy aims to ensure that the level and composition of the remuneration of Directors, Key Managerial Personnel and all other employees is reasonable and sufficient to attract, retain and motivate them to successfully run the Company.

The said policy is uploaded on the website of the Company at www.avonmorecapital.in.

41. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

A policy on Prevention of Sexual Harassment of Women on working place and the scope of which cover the whole group has been formulated and implemented. An Internal Complaints Committee has been constituted to redress the complaints regarding sexual harassment.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed of during the year:

- a. Number of complaints pending at the beginning of the year: Nil
- b. Number of complaints received during the year: Nil
- c. Number of complaints disposed off during the year: Nil
- d. Number of cases pending at the end of the year: Nil.

42. INTERNAL CONTROL SYSTEMS

Your Company internal control systems are designed to ensure operational efficiency, accuracy and promptness in financial reporting and compliance with Laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the management and are reviewed by the Audit Committee of the Board, which also reviews the adequacy and effectiveness of the internal controls. Your Company internal control system is commensurate with its size, nature and operations.

43. DISCLOSURES UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Your Company has neither filed any application nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the reporting year, hence no disclosure is required under this section.

Further, there are no details required to be reported with regard to difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions as your Company has not done any settlement with any Bank or Financial Institutions since its inception.