

almondz
the game changer
Almondz Global Securities Ltd.

Ref: agsl/corres/Bse/NSE/26-27/07

April 13, 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: Intimation and Submission of Notice of Extra Ordinary General Meeting ("EOGM") of the Company as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of Listing Regulations, Please find enclosed herewith is the Notice Extra-Ordinary General Meeting of the Company to be held on **Monday, May 11th, 2026** at 11:30 A.M. (IST) through Video Conference (VC) / Other Audio Visual (OAVM), in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The said Notice of EOGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent/ Depositories.

Further, the Notice of Extra-Ordinary General Meeting as mentioned above, has also been made available on website of the company at www.almondzglobal.com

This is for your information and record.

Thanking you,

Yours Faithfully,

For Almondz Global Securities Limited

**Ajay Pratap
Director Legal & Corporate Affairs & Company Secretary
DIN: 10805775**

Encl: a/a



Almondz Global Securities Limited

CIN: L74899MH1994PLC434425

Registered Office: Level 5, Grande Palladium, 175 CST Road,

Off BKC Kalina, Santacruz Mumbai – 400098, India

Tel. + 91 22 66437600, Fax: +91 22 66437700

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

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

Email id: Secretarial@almondz.com website: www.almondzglobal.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of **ALMONDZ GLOBAL SECURITIES LIMITED** (the “Company”) will be held on **Monday, 11th day of May, 2026**, at **11.30 A.M** (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business as mentioned below:

SPECIAL BUSINESS: -

1. **To approve the issuance of equity shares to promoter and members of the promoters group by conversion of existing Unsecured Loan on preferential basis**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations, 2018”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders be and is hereby accorded to create, offer, allot and issue upto a maximum of 16318538 fully paid-up equity shares of the Company, having face value of Rs.1/- (Rupees One Only) each, at an issue price of Rs. 15.32 /- per equity share (including a premium of Rs 14.32 per equity share) aggregating up to Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) by conversion of existing Unsecured Loan into equity shares to the promoter of the Company namely, Avonmore Capital & Management Services Limited (hereinafter referred to as the “Proposed Allottee”) on preferential basis as state below:

S. No.	Name of the Proposed Allottee	Maximum Number of Equity Shares (upto) proposed to be allotted	Category
1	Avonmore Capital & Management Services Limited	16318538	Promoter
	Total	16318538	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the equity shares is **Friday, 10th April, 2026**, being the date 30 days prior to the date of the Extra-Ordinary General Meeting (“Relevant Date”).

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and be listed on BSE & NSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under and that the Allotment of Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the other, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, other or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.”

**By Order of the Board of Directors
For Almondz Global Securities Limited**

Sd/-

**Ajay Pratap
Director Legal & Corporate Affairs
& Company Secretary
DIN: 10805775**

Registered Office:

Registered Office: Level 5, Grande Palladium, 175 CST Road,
Off BKC Kalina, Santacruz Mumbai – 400098
Tel. + 91 22 66437600, Fax: +91 22 66437700

Corporate Office: F-33/3 Okhla Industrial Area, Phase –II, New Delh-110020
Tel.+ 91 -11-43500700, Fax: +91 -11-43500735

CIN: L74899MH1994PLC434425

Website: www.almondzglobal.com

E-mail: secretarial@almondz.com

Date: 10.04.2026

Place: New Delhi

NOTES:

- a. The Ministry of Corporate Affairs (the “MCA”) through its circular no. 03/2025 dated September 22, 2025 and the Securities and Exchange Board of India (the “SEBI”) through its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and other relevant circulars issued by the MCA and SEBI from time to time (collectively referred to as the “Circulars”), has permitted companies to hold extra ordinary general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) without the physical presence of members at a common venue till further orders are issued in this regard. Accordingly, the Extra-Ordinary General Meeting (“EGM”) of the members of Almondz Global Securities Limited (the “Company”) will be convened through VC. The registered office of the Company shall be deemed to be the venue for the EGM.
- b. Pursuant to the aforesaid Circulars, the Notice convening the EGM of the Company and the e-voting instructions are being sent by e-mail to those members who have registered their e-mail address with their DPs / RTA / the Company. Members may note that the Notice of the EGM will also be available on the Company website, www.almondzglobal.com, website 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 Central Depository Services India Limited (“CDSL”) www.evotingindia.com
- c. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (“Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India setting out material facts relating to the resolutions at Item Nos. 1 contained in this EGM Notice dated April 10, 2026 is annexed hereto.
- d. In terms of the MCA circulars, since the EGM will be held through VC, attendance slips and route map to the venue are not annexed to this notice. Also, as there is no requirement for appointment of proxies by the members, proxy forms are also not annexed.
- e. The Company has availed services of CDSL, to provide the VC facility for conduct of the EGM.
- f. Shareholders are requested to intimate the change in their address, if any, quoting the folio number/ DPID & Client ID and are requested to register their e-mail address and changes therein with the Depositories/ Registrar and Transfer Agent (RTA).
- g. Any person who is not a member as on the cut-off date i.e., Monday, 4th Day of May, 2026, should treat this notice for information purposes only.
- h. The process and manner for e-voting and process of joining meeting through VC along with other details also forms part of the Notice.
- i. The voting rights of the members shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Company as on the cut-off date i.e., Monday, 4th Day of May, 2026 subject to the relevant provisions of Section 108 of the Companies Act, 2013.
- j. Attendance of the Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- k. M/s Ashu Gupta & Co, Practicing Company Secretary (M.No. 4123/COP No.6646) Practicing Company Secretaries has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the voting process through E-Voting for the Extra Ordinary General Meeting in a fair and transparent manner.
- l. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the EGM through VC/ OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting shall be available by NSDL E-Voting System for voting 15 minutes after the conclusion of the Meeting.
- m. The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast during the EGM and, thereafter, unblock the votes cast through remote e-Voting and shall make, not later than 48 hours from the conclusion of the EGM, a Consolidated Scrutinizer’s Report of the total votes cast in favors or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- n. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website www.almondzglobal.com immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company’s Equity Shares are listed viz. NSE & BSE and be made available on their respective websites viz. www.nseindia.com & www.bseindia.com
- o. All correspondence regarding shares of the Company should be addressed to the Company’s Registrar and

Share Transfer Agent (“RTA”), **BEETAL Financial & Computer Services Pvt Ltd**, BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi – 110062, Ph. 011-42959000-09, 011-29961281-283, 26051061, 26051064, E-mail – beetalrta@gmail.com .

- p. SEBI has mandated:
- a. furnishing of PAN, postal address with PIN, e-mail address, mobile number, bank account details and latest specimen signature, etc.; and
 - b. Compulsorily linking PAN with Aadhaar number, unless specifically exempt by the competent authority.
 - q. In terms of the said SEBI mandate, folios, wherein any of the above-mentioned document / details (except for nomination) are not available, such members will not be eligible to lodge any grievance or avail service request from the RTA or receive any dividend from the Company in physical mode.
 - r. In this regard, the Company has addressed individual letters to all the concerned members for furnishing their PAN, Bank Account details, KYC and Nomination details. The relevant forms prescribed by SEBI under the aforesaid circular are available on the website of the Company at www.almondzglobal.com
 - s. The concerned members are requested to furnish their PAN, Bank Account details, KYC and Nomination details by submitting the prescribed forms, duly filled and signed by the registered holders, by e-mail from their registered e-mail address to einward@integratedindia.in or by submitting a physical copy thereof to RTA at its address given herein above. Members holding shares in demat form are requested to submit their PAN, Bank Account details, KYC and Nomination details to their respective Depository Participants (“DP”).
 - t. Members who have not updated their latest e-mail address in the records of the DPs / RTA / the Company, are requested to update the same.
 - u. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) as amended from time to time, transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, listed companies shall, while processing investor service requests pertaining to issuance of duplicate securities certificate or exchange of securities certificate, endorsement, subdivision / consolidation of certificates, etc., issue the securities only in demat mode. Members holding securities in physical form are advised to dematerialise their share certificate(s).
 - v. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has **ODR Portal**) for resolution of disputes arising in the Indian Securities Market.
 - w. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
 - x. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
 - y. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company/RTA will be entitled to vote.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE EXTRA ORDINARY GENERAL MEETING ARE AS UNDER:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.almondzglobal.com. The Notice can also be accessed from the 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. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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 **Friday, May 08, 2026 (09:00 A.M. IST) and will end on Sunday, May 10, 2026 (5:00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 04th Day of May, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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 and joining virtual meetings **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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting

	<p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp.</p> <p>You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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 or joining virtual meeting & voting during the meeting.

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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

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

(v) Login method for e-Voting and joining virtual meetings 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.

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

(xviii) 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@almondz.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **Five days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@almondz.com . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Five days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@almondz.com . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & 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 toll free no. 1800 21 09911

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying EGM Notice

Item No. 1.

Background and Purpose of the Proposed Allotment

The Special Resolution contained in Item No. 1 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 16318538 Equity Shares of face value of Rs. 1/- each to the promoter at an issue price of Rs. 15.32/- per Equity Share (including a premium of Rs. 14.32/-) aggregating upto Rs. 25,00,00,000/- (Rupees Twenty Five Crore only).

The Board of Directors of the Company (“**Board**”) in their meeting held on **Friday, April 10, 2026**, subject to necessary approval(s), have approved the proposal for raising of share capital by way of create, offer, issue and allot **up to 16318538 Equity Shares** of face value of Rs. 1/- each to the promoter at an issue price of Rs. 15.32/- per Equity Share (including a premium of Rs. 14.32/-) aggregating upto Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) by conversion of existing loan into equity shares on preferential basis in such form and manner and in accordance with the provisions of SEBI ICDR Regulations to to the following allottees (“**Proposed Allottee**”) as state below:

S. No.	Name of the Proposed Allottee	Category	Maximum Number of Equity Shares (upto) proposed to be allotted
1	Avonmore Capital & Management Services Limtied	Promoter	16318538
	Total		16318538

As per Companies Act, 2013 and Rules made there under (“Companies Act”), and in accordance with the provisions of the SEBI ICDR Regulations as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the SEBI ICDR Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

a. Objects of the Issue:

To increase the net worth of the Company and to reduce the future interest liability of the Company, it is proposed to convert the unsecured loan of the promoter into fully paid up Equity Shares of the Company.

b. Particulars of the offer including the date of passing of the board resolution, kind of securities offered, the issue price at which the securities are being offered and amount which the Company intends to raise by way of such securities:

The Board, at its meeting held on **April 10, 2026** had, subject to the approval of the Members and such other regulatory approvals as may be required, approved the issuance of up to 16318538 Equity Shares of face value of Rs. 1/- each to the promoter at an issue price of Rs. 15.32/- per Equity Share (including a premium of Rs. 14.32/-) aggregating upto Rs. 25,00,00,000/- (Rupees Twenty Five Crore only), by conversion of existing Unsecured Loan into equity shares to the promoter of the Company namely, Avonmore Capital & Management Services Limited (hereinafter referred to as the “Proposed Allottee”) on preferential basis in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and the valuation report dated 10.04.2026 issued by Ms. Rupinder Kaur, (Reg. No. IBBI/RV/06/2023/15227), as per Regulation 166A(1) of the SEBI ICDR Regulations.

The Equity Shares to be allotted shall be fully paid-up and shall rank *pari-passu* with the existing Equity Shares of the Company in all respects, including the payment of dividend and voting rights.

c. Maximum number of specified securities to be issued:

It is proposed to offer, allot and issue upto 16318538 nos. of fully paid-up equity shares of the Company having a face value of Rs. 1 /- (Rupees One Only) each.

d. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:

Except the member of the Promoter as aforesaid, none of the other Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under this Preferential Allotment.

e. **The pre-issue and post-issue Equity Shareholding pattern of the Company:**

Sl. No.	Category of Shareholders	Shareholding (As on 31.03.2026)	% of Total Capital	Shareholding after Allotment	% to Total Post-issue of Shares
1	Promoters Group/PACs				
i	Avonmore Capital & Management Services Limited	87408454	50.34	103726992	52.40
ii	Rakam Infrastructure Pvt Ltd	1366676	0.79	1366676	0.69
iii	Navjeet Singh Singh HUF	100000	0.06	100000	0.05
iv	Manpreet Singh	3000	0.0017	3000	0.002
	Sub- Total	88878130	51.18	105196668	53.14
2	Non Promoter				
	Nandakumar Padama*	9000	0.01	8009000	4.05
i	Resident Individual	69922425	40.27	69922425	35.32
ii	H U F	2335665	1.35	2335665	1.18
iii	NRI Repratriable	342722	0.20	342722	0.17
iv	NRI Non Repratriable	1383266	0.80	1383266	0.70
v	Body Corporate	8852957	5.10	8852957	4.47
vi	FPI Category I Body Corporate	29275	0.02	29275	0.01
vii	INVESTOR EDUCATION AND PROTECTION FUND (IEPF)	1676586	0.97	1676586	0.85
viii	NBFCs REGISTERED WITH RBI	2,16,728	0.12	216728	0.11
	Sub- Total	84768624	48.82	92768624	46.86
	TOTAL	173646754	100.00	197965292	100.00

* After considering the allotment of 8000000 warrants proposed to be issued on approval of the Exchange. The Allotment of these warrants was approved by the Shareholders in their meeting held on 27th March 2026. The in-principle approval from the Exchange is awaited.

f. **Proposed time within which the allotment shall be completed:**

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Equity Shares shall be in dematerialized form and shall be completed prior to the day falling on the 15th (fifteenth) day after the later of (i) from the date of passing of this resolution by the shareholders; or (ii) receipt of the last of the applicable regulatory and statutory approvals, or (iii) the date of the receipt of the in-principle approval from the Stock Exchanges.

g. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:**

The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees is as follows:

Name of the proposed Allottee	Name of Ultimate Beneficiary Owners
Avonmore Capital & Management Services Limited	Mr. Navjeet Singh Sobti
	Mrs. Gurpreet Sobti

h. **The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:**

Category	Pre Issue % Holding	Number of Equity Shares proposed to be allotted or to be allotted post conversion of Warrants into Equity	*Post Issue % Holding*
Avonmore Capital & Management Services Limited	50.34%	16318538	52.40%

* After considering the allotment of 8000000 warrants proposed to be issued on approval of the Exchange. The Allotment of these warrants was approved by the Shareholders in their meeting held on 27th March 2026. The in-principle approval from the Exchange is awaited.

There will be no change in the composition of the Board or any change in the control of the Company consequent to the Proposed Preferential Issue.

f. Current and proposed status of the Proposed Allottee(s) post the preferential issue, namely promoter or non-promoter:

The proposed allotment shall be made to the promoter and after allotment there will be no change in the status of the proposed allottee.

K. Practicing Company Secretary's Certificate

The certificate from **M/s NPS & Associates, Practicing Company Secretaries (ACS: A55529/CP No. 22069)** certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link:

https://www.almondzglobal.com/pdf/PCS_Compliance_ICDR_Regulation_2018.pdf

L. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of floor price for the issue and allotment of Equity Shares is **Friday, April 10, 2026**, being the date 30 (thirty) days prior to the date on which the meeting of Members is held to consider the Preferential Issue, i.e. **Monday, May 11, 2026.**"

M. Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited (collectively "**Stock Exchanges**"). The Equity Shares of the Company are 'frequently traded shares' as per Chapter V of the SEBI ICDR Regulations.

In terms of Regulation 164(1) read with Regulation 166A of Chapter V of the SEBI ICDR Regulations, the price of the Equity Shares to be allotted pursuant to the Preferential Issue shall be higher of:

- the 90 trading days' volume weighted average price of the Equity Shares quoted on the Stock Exchange preceding the Relevant Date i.e., Rs 15.32 per Equity Share ("**90-day VWAP**"); or
- the 10 trading days' volume weighted average price of the Equity Shares quoted on the Stock Exchange preceding the Relevant Date i.e., Rs 13.16 per Equity Share ("**10-day VWAP**"); and
- the price determined under the valuation report obtained from an independent registered valuer in terms Regulation 166A of Chapter V of the SEBI ICDR Regulation i.e. Rs. 12.15 per Equity Shares ("**IRV Valuation**").

The valuation report obtained from Ms. Rupinder Kaur, independent registered valuer (having registration number Reg. No. IBBI/RV/06/2023/15227, can be accessed at

https://www.almondzglobal.com/pdf/Valuation_Report_preferential_allotment_agsl.pdf

For the purpose of computation of the 90 (ninety) trading days' volume weighted average price of the equity shares and 10 (ten) trading days' volume weighted average price of the equity shares, the share prices on National Stock Exchange of India Limited, being the stock exchange with highest trading volume during the preceding 90 (ninety) trading days prior to the Relevant Date, have been considered.

As the Equity Shares of the Company have been listed for a period of more than 90 (ninety) days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations shall not be applicable.

N. Class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Avonmore Capital & Management Services Limited being one of the Promoter of the Company.

O. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company is in the process of getting in principle approval for allotment of 8000000 warrants convertible into equal number of Equity shares to a non-promoter. The warrants are priced @ 16.68 per warrants.

P. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This allotment is proposed to be made to Proposed allottee, as aforesaid in lieu of conversion of their existing unsecured loan. Hence, it is not an allotment being made for consideration other than cash.

Q. Lock-in period

The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.

R. Principal terms of assets charged as securities:

Not applicable.

S. Report of a Registered Valuer

The price of the Equity shares has been determined by taking into account the Valuation Report of an independent Registered Valuer (basis Valuation Report dated 31.12.2025). The name and address of the Registered Valuer appointed by the Company is as follows:

Ms. Rupinder Kaur, (Reg. No. IBBI/RV/06/2023/15227) in accordance with Regulation 166A of SEBI (ICDR) Regulations, 2018, Address: F-12, Ground Floor, Lajpat Nagar-1, Delhi-110024

T. Undertaking:

The Company hereby undertakes that:

- (i) The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- (ii) Neither the Company nor its directors or promoter have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- (iii) The Company shall re-compute the price of the Equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- (iv) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

U. Other disclosures:

- (i) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- (ii) The Proposed Allottee has confirmed that they have not sold or transferred any Equity Shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.
- (iii) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the Depositories.
- (iv) The Company is making an application to the Stock Exchanges seeking their in-principle approval in accordance with the SEBI ICDR Regulations.
- (v) Neither the Company nor any of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations. The Company does not have any Promoters.
- (vi) The Company has obtained the Permanent Account Number of the Proposed Allottee.
- (vii) The Preferential Issue would be within the authorised share capital of the Company

None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 1 in the accompanying notice for your approval.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 1 of the Notice.

By Order of the Board of Directors
For Almondz Global Securities Limited

Sd/-
Ajay Pratap
Director Legal & Corporate Affairs
& Company Secretary
DIN: 10805775

Place: New Delhi
Date: April 10, 2026