almondz
the game changer

Almondz Global Securities Ltd.

Ref: agsl/corres/Bse/Nse/26-27/0040 August 24, 2026

The General Manager
(Listing & Corporate Relations)
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

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

Ref: Outcome of Board Meeting under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') – (1) Scheme of Arrangement proposed to be filed under Sections 230-232 read with Section 66 of the Companies Act, 2013 for demerger of Infrastructure Advisory Business Undertaking of Almondz Global Securities Limited ("Demerged Company" or "AGSL" or "Company") into Almondz Global Infra – Consultant Limited ("Resulting Company" or "AGICL") ("Scheme") (2) Approved the Notice and Directors' Report etc., of the Company for the Financial Year ended 2025-26. (3) Fixed 30.09.2026 as the date of Annual General Meeting of the Company.

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the Board of Directors of the Company at its meeting held today, i.e., on Monday, 24th Day of August, 2026 has accorded its approval for followings:

1. Scheme of Arrangement between Almondz Global Securities Limited and Almondz Global Infra – Consultant Limited and their respective shareholders ("Scheme") after considering the recommendations of the Audit Committee and the Committee of Independent Directors.
The Scheme, as above, will be subject to approval of the National Company Law Tribunal and such other competent authority, and various statutory approvals, shareholders and creditors as may be directed by the National Company Law Tribunal. The Scheme would also require approval from majority of the public shareholders of the Company as per SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

2. Approved the Notice and Directors' Report etc., of the Company for the Financial Year ended 2025-26.

3. Fixed 30.09.2026 as the date of Annual General Meeting of the Company.

The additional information required to be disclosed under Regulation 30 of SEBI Listing Regulations, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed as "**Annexure A**". Further, the Company will file the Scheme with the Stock Exchanges according to the provisions of Regulation 37 of the SEBI Listing Regulations.

The Scheme as approved by the Board of Directors will be available on the website of the Company at https://www.almondzglobal.com/ post submitting the same to the stock exchange.

The meeting of the Board of Directors of the Company commenced at 14:00 (IST) and concluded at 16.15 (IST)

Thanking you,

Yours faithfully,

For Almondz Global Securities Limited

AJAY PRATAP Digitally signed by AJAY PRATAP Date: 2026.08.24 16:19:38 +05'30'

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

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Tel. +91 22 67526699, Fax: +91 22 67526603
orporate Office: F-33/3 Okhla Industrial Area Phase - II, New Delhi - 110020, India. Tel.: + 91 1143500700 Fax: + 91 1143500735 CIN: L74899MH1994PLC434425; Email: secretarial@almondz.com, **Website:** www.almondzglobal.com

Annexure-A

Disclosure of information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

"Annexure A"

Sr. No.	Particulars	Details
a.	**Brief details of the division(s) to be demerged**	Demerger of the Infrastructure Advisory Business (referred to as 'Demerged Undertaking' in the Scheme) of the Demerged Company into Resulting Company is envisaged in the Scheme. "Infrastructure Advisory Business" or "Demerged Undertaking" is engaged in providing consultancy/advisory services in the infrastructure advisory segment. The Undertaking shall include all the activities, operations, properties, assets and liabilities of whatsoever nature and kind and wheresoever situated, forming part of the Infrastructure Advisory Business of the Demerged Company, as a going concern .
b.	**Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year**	Turnover of the demerged division for FY 2025-26: INR 292.01 Lakhs. Percentage to total turnover of the Demerged Company (i.e., listed company) on a standalone basis for FY 2025-26: 4.58%
c.	**Rationale for demerger**	The Demerged Company is presently engaged in business of stock broking & wealth advisory providing professional advisory/consultancy services in the equity and debt capital markets and infrastructure advisory. The business and activities forming part of the Demerged Undertaking are carried on by the Demerged Company directly and through AGICL. In order to have focused management on each business activity, it is proposed to restructure the business in such a way that the Infrastructure Advisory Business is carried through an independent listed entity. The following benefits shall accrue on demerger of the Demerged Undertaking into the Resulting Company: a) The infrastructure consultancy assignments involve long gestation periods, government and multilateral agency interactions, technical teams, and sector-specific expertise. This business is completely different from broking business. Both sets of businesses carry significant potential for growth and profitability. The nature of risks, rewards, financial profile, competition and opportunities are separate and distinct for the Infrastructure Advisory Business and the broking business. Housing multiple businesses, including the Infrastructure Advisory Business, under a single entity may not optimally serve the interests of investors, lenders and other stakeholders, thus the segregation of the Infrastructure Advisory Business into the Resulting Company would enable better allocation of resources, streamlined

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<td>decision-making, sharper focus on innovation, strategic clarity and operational independence, allowing to pursue its own growth objectives without being constrained by the requirements of the other business verticals;

b) Upon demerger, AGICL as an independent entity will have greater autonomy in structuring its operations, including how it raises capital, manages liquidity, and hedges financial risks in a manner suited to the Infrastructure Advisory sector;

c) The independent company can attract different sets of investors, strategic partners, lenders and other stakeholders having a specific interest in the businesses undertaken by the respective parties;

d) The Infrastructure Advisory Business requires a specialised workforce with domain expertise in engineering, project management, transaction advisory, and sector-specific technical skills thus the proposed demerger will enable AGICL to independently build, manage, and retain a specialized talent pool aligned to its business requirements, thereby improving operational efficiency and service delivery in the Infrastructure Advisory domain;

e) The demerger will result in a more transparent corporate structure for both entities, providing their respective shareholders, creditors, employees, and other stakeholders with clear visibility into the business operations, financial performance, and growth prospects of each entity independently, thereby improving overall corporate governance standards and stakeholder confidence while ensuring compliance with the relevant provisions of securities laws, including the Securities Contracts (Regulation) Rules, 1957; and

f) The proposed arrangement would enable consolidation of same line of business into Resulting Company, which will result in unlocking value for the Infrastructure Advisory Business.

As a result, the Board of Directors of the Demerged Company and Resulting Company are proposing this Scheme under Sections 230 to 232 read with Section 66 of the Companies Act, 2013, which they believe is in the best interest of the all the stakeholders of the Parties involved in the Scheme. Further, the Scheme shall not be prejudicial to the interest of the creditors of either company, since it does not involve any compromise or arrangement with the creditors of the Demerged Company or the Resulting Company</td>
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<td>d.</td>
<td>Brief details of change in shareholding pattern (if any) of all entities</td>
<td>Pursuant to the Scheme, pre and post shareholding pattern of the Demerged Company will be as follows:

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<tr><th rowspan="2">Particulars</th><th colspan="2">Pre- Scheme</th><th colspan="2">Post -Scheme</th></tr>
<tr><th>No. of equity shares</th><th>% of holding</th><th>No. of equity shares</th><th>% of holding</th></tr>
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		<table><tr><td>Promoter and Promoter Group</td><td>10,51,96,668</td><td>55.01%</td><td>10,51,96,668</td><td>55.01%</td></tr><tr><td>Public</td><td>8,60,21,626</td><td>44.99%</td><td>8,60,21,626</td><td>44.99%</td></tr><tr><td>TOTAL</td><td>**19,12,18,294**</td><td>**100.00**</td><td>**19,12,18,294**</td><td>**100.00**</td></tr></table> The Demerged Company has also issued 80,00,000 unlisted, convertible, share warrants, issued at a price of INR 16.58/-, outstanding as on June 30, 2026. Each share warrant is convertible into one equity share of the Demerged Company within a period of eighteen months from the date of allotment. Thus, exercise of share warrants would result in an increase in the issued, subscribed and paid-up equity share capital of the Demerged Company by INR 80,00,000/- (Indian Rupees Eighty Lakh only). Pursuant to the Scheme, pre and post shareholding pattern of the Resulting Company will be as follows: <table><tr><td rowspan="2">**Particulars**</td><td colspan="2">**Pre- Scheme**</td><td colspan="2">**Post -Scheme***</td></tr><tr><td>**No. of equity shares**</td><td>**% of holding**</td><td>**No. of equity shares**</td><td>**% of holding**</td></tr><tr><td>**Promoter and Promoter Group**</td><td>1,59,21,618</td><td>100%</td><td>1,36,10,422</td><td>68.49%</td></tr><tr><td>**Public**</td><td>Nil</td><td>Nil</td><td>62,61,840</td><td>31.51%</td></tr><tr><td>**TOTAL**</td><td>**1,59,21,618**</td><td>**100%**</td><td>**1,98,72,262**</td><td>**100%**</td></tr><tr><td colspan="5"></td></tr></table>
e.	**Share exchange ratio**	Consideration for equity shareholders of the Demerged Company: Upon coming into effect of this Scheme and in consideration of the demerger of the Demerged Undertaking to the Resulting Company, the Resulting Company shall, without any further application, act or deed, issue and allot to the shareholders of the Demerged Company, whose names are recorded in the register of members as a member of the Demerged Company on the Record Date (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of the Resulting Company) *"666 (Six Hundred Sixty Six) equity shares of Almondz Global Infra-Consultant Limited ("AGICL"), of face value Rs 10 each, fully paid-up, for every 10,000 (Ten Thousand) equity shares of Almondz Global Securities Limited ("AGSL"), of face value Rs 1 each, fully paid-up."* Upon coming into effect of this Scheme and in consideration of the demerger of the Demerged Undertaking to the Resulting Company, the Resulting Company shall, without any further application, act or deed, issue and allot to the warrant holders of the Demerged Company (or to

		such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of the Resulting Company), on the Record Date *"666 (Six Hundred Sixty Six) convertible warrants of Resultant Company ("AGICL"), having an issue price of Rs 57.17 per warrant, to be issued for every 10,000 outstanding convertible warrants of Demerged Company ("AGSL"), having an existing issue price of Rs 16.58 per warrant."*
f.	**Whether listing would be sought for the resulting entity**	Yes, the Resulting Company will seek listing pursuant to the Scheme.