

# Almondz Global Securities Limited

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

CIN: L74899DL1994PLC059839

Email: [secretarial@almondz.com](mailto:secretarial@almondz.com) Website: [www.almondzglobal.com](http://www.almondzglobal.com)

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

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Members of

Almondz Global Securities Limited

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated 5th May, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed as Ordinary Resolutions by the Members of Almondz Global Securities Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

In compliance with Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on June 18th, 2024, has appointed M/s. Ashu Gupta & Co. Company Secretaries (FCS: F4123/CP No. 6646), Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.almondzglobal.com> Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on July 21st, 2024. The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "CDSL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s Beetal Financial Computer Services Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.almondzglobal.com> on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) while simultaneously being communicated to BSE/NSE where the equity shares of the Company are listed.

#### **SPECIAL BUSINESS:**

#### **Resolution No. 1 : APPOINTMENT OF MR. MANOJ KUMAR ARORA, AS DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY RETIRE BY ROTATION**

To consider and, if thought fit, to pass, the following resolution as a Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 , including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Manoj Kumar Arora (DIN: 06777177) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25th April, 2024 in terms of Section 161 of the Act and Article 116 of the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

#### **RESOLUTION NO. 2 : APPOINTMENT OF MR. MANOJ KUMAR ARORA (DIN: 06777177) AS A WHOLE-TIME DIRECTOR OF THE COMPANY MAKING HIS APPOINTMENT RETIRE BY ROTATION AND THE REMUNERATION PAYABLE TO HIM**

To consider and if thought fit, to accord assent or dissent to the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** subject to the provisions of Sections 196 and 197 and all other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, if any, permissions and sanctions, the consent of the members be and is hereby accorded to the appointment of Mr. Manoj Kumar Arora (DIN: 06777177) as Whole-Time Director and payment of remuneration under the Companies Act, 2013 for a period of five years with effect from 25th April, 2024 to 24 April, 2029 (both days inclusive), making his appointment retire by rotation on such terms and conditions including remuneration as under:

#### **A. Salary**

Basic Salary of Rs. 2,00,000/- per month.

#### **B. Perquisites**

(a) House Rent Allowance of Rs 1,00,000/- per month.

(b) Special Allowance of Rs. 95,350/- per month.

(c) Conveyance Allowance of Rs. 1600/- per month.

(d) Medical Allowance Rs. 1,250/- per month

In addition to the above, the Wholetime Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

#### **C. Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of the tenure of Mr. Manoj Kumar Arora, the Company has no profits or its profits are inadequate, the Company will pay the salary and perquisites upto the limits as specified above to Mr. Manoj Kumar Arora as the minimum remuneration as specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013 and subject to the Member's Approval, if necessary.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby, authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013, to the extent the Board of Directors may consider appropriate, as may be permitted or authorized in accordance with any provisions under the Companies Act, 2013 or schedule(s) appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or any rules or regulations there under and to do all such acts, deeds, things in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby, individually authorized, for and on behalf of the Company, to do all the acts, deeds, in relation to the aforesaid.

**By order of the Board of Directors  
For Almondz Global Securities Limited  
Ajay Pratap  
Company Secretary &  
Vice President Corporate Affairs**

**Date: June 18, 2024**

**Place: New Delhi**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item nos. 1 & 2 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on **June 14th, 2024 (the "Cut-Off Date")** and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Beetal Financial Computer Services Pvt. Ltd (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/s. Beetal Financial Computer Services Pvt. Ltd.
6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on **June 14th, 2024** being the **Cut-off date** for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to ashugupta.cs@gmail.com with a copy marked to evoting@cdsl.co.in.
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Postal Ballot (e-voting) commences from **9.00 a.m. (IST) on Saturday, June 22, 2024 and ends at 5.00 p.m. (IST) on Sunday, July 21st, 2024**. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.
12. The Scrutinizer will submit his Report to Chairman of the Company after completion of the scrutiny of the Postal Ballots (including remote e-voting). The result of the Postal Ballot (including remote e-voting) will be declared by the Chairman or by person authorised by him on or before **23, July, 2024**. The Results declared along with the report of the Scrutinizer, shall be placed on the website of the Company [www.almondzglobal.com](http://www.almondzglobal.com) and the same shall be communicated to NSE and BSE, where the shares of the Company are listed.
13. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Sunday, July 21st, 2024**. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
14. This Notice shall also be available on the website of the Company at [www.almondzglobal.com](http://www.almondzglobal.com), websites of the stock exchanges where the equity share of the Company are listed, i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of Central Depository Services (India) Limited ("CDSL") at [www.cdslindia.com](http://www.cdslindia.com)

15. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents and email to [secretarial@almondz.com](mailto:secretarial@almondz.com).

**General information and instructions relating to e-voting:**

- (i) The voting period begins from 9.00 a.m. (IST) on Saturday, June 22, 2024 and ends at 5.00 p.m. (IST) on Sunday, July 21st, 2024. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 14th, 2024, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. 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 E-mail ID in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https:// eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">helpdesk. evoting@cdslindia.com</a> or contact at 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl. co.in</a> or call at toll free no.: 022-48867000 and 022-24997000

(i) **Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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.</li> </ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Almondz Global Securities Limited on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 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](mailto: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.

**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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800225533.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-180022553323058542/43.

In light of the MCA Circulars, Members who have not registered their e-mail address and in consequence could not receive the Postal Ballot notice may temporarily get their e-mail registered with the Company's RTA, Integrated Registry Management Services Private Limited by sending an e-mail to [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in). Post successful registration of the e-mail, Members would get soft copy of the notice and the procedure for E-voting to enable voting for this Postal Ballot. In case of any queries, Members may write to [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in).

Members are requested to note that SEBI vide circular dated November 3, 2021 has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:

- PAN;
- KYC details containing address, mobile number, e-mail address, bank account details;
- Nomination details.

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA at the earliest. Any clarifications in this regard may be addressed to the RTA at [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in).



## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 READ WITH THE RELEVANT RULES**

The following Explanatory statement is furnished in respect of Special Business of the Postal Ballot Notice:

### **Item No. 1 & 2**

Mr. Manoj Kumar Arora, has been appointed as Additional Director of the Company under Section 161(1) of the Companies Act, 2013, effective April 25, 2025 and is eligible for appointment as Director as provided under the Articles of Association of the Company. In terms of the Listing Regulations Mr. Manoj Kumar Arora appointment as a Director on the Board will be subject to a shareholders' approval.

The Company has received notice under Section 160 of the Companies Act, 2013, from a member signifying his/its intention to propose the candidature of Mr. Arora for the office of Director.

A brief resume of Mr. Manoj Kumar Arora and other details, as required to be given pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been given elsewhere in this Notice.

Mr. Arora is a Director Mr. Manoj Kumar Arora has experience of almost 30 years, carry the overall responsibility of managing the key operations of M/s ALMONDZ FINANCIAL SERVICES LIMITED (AFSL), a 100% subsidiary of M/s ALMONDZ GLOBAL SECURITIES LIMITED (AGSL). He, in the capacity as a Director with AFSL and an Executive Director with AGSL, shoulder the responsibility of strengthening the organization's position in the Indian financial industry. Under his leadership, over the past few years, his team PAN India have done good Business in Mutual Funds through corporate, HNI, UHNI clients & sub-brokers. He over a period of time has demonstrated his skills in dealing with decision concerned ambiguity and have proven his ability to galvanize action.

Accordingly, it is proposed to appoint Mr. Manoj Kumar Arora as a Director of the Company liable to retire by rotation.

The Board of Directors, at the same meeting, as per the recommendations of the Nomination and Remuneration Committee (NRC), and given the knowledge, background, experience of Mr. Manoj Kumar Arora, decided that it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director as he fulfils the requisite criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and sector it operates in. In view of the same the Board of Directors appointed Mr Manoj Kumar Arora as a Whole-time Director of the Company designated as Whole-time Director for a period of 5 (Five) years, commencing from 25th April, 2024 till 24th April, 2029, subject to the approval of the Members of the Company.

Mr. Manoj Kumar Arora satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

The Board of Directors has, accordingly, considered the terms and conditions of Mr. Manoj Kumar Arora appointment as per the recommendations of the NRC which is in accordance with Schedule V of the Companies Act, 2013.

As per the provisions of Sections 152, 196 and 197 of the Act and the Rules thereunder, a Director / Whole-time Director can be appointed with the approval of the Members in the General Meeting. Accordingly, approval of the Members is sought for the appointment and remuneration of Mr. Manoj Kumar Arora as a Director and Whole-time Director of the Company.

Section 152(6) states that 2/3rd directors are liable to retire by rotation and 1/3rd are liable to retire at every general meeting after the meeting at which first directors are appointed. Any fraction in 2/3rd will be rounded off to the next number as rounding it off to the nearest number will sometime results in contravention of 2/3rd value. In calculating the 2/3 value Independent Directors are not included. In our case 2/3 value comes to 2 Directors whose office shall be liable to retire by rotation. Since in our case at present there is only one Non-Executive Director, therefore, it is required to make the changes in the terms of the Managing Director and Wholetime Director making them retriable by rotation so that the provisions of the companies Act be complied

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure - I hereto, and forms a part of this Postal Ballot Notice.

Your Board of Directors recommend the Resolution at Item No. 1 & 2 for approval by the Members by way of Ordinary Resolutions.

Except Mr. Manoj Kumar Arora and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the respective Resolutions set out at Item No. 1 & 2 of this Postal Ballot Notice.

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

**Ajay Pratap  
Company Secretary &  
Vice President Corporate Affairs**

**Date: June 18, 2024  
Place: New Delhi**

**Annexure - I**

**Pursuant to Regulations 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Directors proposed to be appointed through Postal Ballot process are given below:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name	Manoj Kumar Arora
2	Director Identification Number (DIN)	06777177
3	Age	51
4	Date of Birth	21-01-1973
5	Original Date of Appointment	25-04-2024
6	Qualification	MBA
7	Name of the listed entities from which the person has resigned as a Director in the past three years*	NIL
8	Directorship in other Companies*	1. Almondz Financial Services Limited 2. Almondz Commodities Private Limited
9	Chairmanship / Membership of Committees in other Companies*	NIL
10	Number of Equity Shares held in the Company*	328800
11	Number of Equity Shares held in the Company for any other person on a beneficial basis*	NIL
12	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None
13	Remuneration last drawn (in FY 2022-3), if applicable	Not applicable
14	Remuneration proposed to be paid	As per Resolution placed
15	Number of Meetings of the Board attended during the year 2023-24	NIL
16	Justification for choosing the appointee for appointment as Independent Director	Not applicable
17	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Arora's professional strengths are multifaceted, embodying a blend of astute financial acumen, strategic foresight, and an unwavering commitment to excellence. His adeptness in negotiating, coupled with a knack for cultivating enduring relationships, has been instrumental in driving sales growth and fostering client satisfaction. He is renowned for his prowess in financial management, leveraging functional and technical analyses to enhance operational efficiency and profitability. Mr. Arora's proficiency extends to corporate real estate planning and management, complemented by a profound understanding of commercial real estate dynamics. As a leader, Mr. Arora excels in fostering talent development, steering strategic initiatives, and ensuring regulatory compliance. His portfolio management skills, coupled with a keen eye for risk assessment and mitigation, have consistently positioned him as a key architect of organizational success.

\* As per disclosure received from the Director