M/s MOHAN GUPTA & Company
(Chartered Accountants)
B-2A/37, JANAKPURI,
New Delhi-110058
Ph: 011-41612538,45597859
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To,
The Board of Directors,
Almondz Global Securities Limited
Level 5, Grande Palladium, 175, CST Road,
Off BKC, Kalina, Santacruz (East),
Vidyanagari, Mumbai - 400098.

Independent auditor's certificate on proposed accounting treatment included in the draft Scheme of Arrangement, in accordance with SEBI Master Circular no.SEBI/HO/CFD/POD - 2/P/CIR/2023/93 dated June 20, 2023 as amended from time to time ('SEBI circular'), and Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

1. We, the Statutory Auditors of the Company have examined the proposed accounting treatment specified in clause 8 of Part IIof the Draft Scheme of Arrangement between Almondz Global Securities Limited("Demerged Company" or "AGSL" or "Company") and Almondz Global Infra – Consultant Limited ("Resulting Company" or "AGICL") and their respective shareholders (hereinafter referred as "Scheme" or "Draft Scheme") in terms of the provisions of the SEBI circular, Sections 230 to 232 read with Section 66 other applicable provisions of the Companies Act, 2013 ('Act')and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Rules') with reference to its compliance with the accounting standards prescribed under section 133 of the Act, read with relevant Rules issued thereunder and other generally accepted accounting principles in India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('SEBI LODR'). A certified true copy of the Draft Scheme, with the proposed accounting treatment specified in clause 8 of the Draft Scheme, as attached herewith in Appendix I, has been stamped by us for identification purposes only.

Management's Responsibility

2. The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicableaccounting standards and other generally accepted accounting principles in India, is that of the Board of Directors of the companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Draft Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

3. The management is also responsible for ensuring that the Company complies with the requirements of the Act and the Rules, SEBI LODR and SEBI Circular and the applicable accounting standards and other generally accepted accounting principles in India, in relation to the Draft Scheme, and for providing all relevant information to the relevant National Company Law Tribunal (NCLT), the SEBI, and the BSE Limited and the National Stock Exchange of India Limited (hereinafter referred to as 'Stock Exchanges').

Auditor's Responsibility

4. Pursuant to the requirements of the relevant laws and regulations, it is our responsibility to provide a reasonable assurance as to whether the proposed accounting treatment specified in Clause 8 of the Draft Scheme complies with the SEBI LODR, the SEBI circular, and the applicable accounting standards and other generally accepted accounting principles in India.

5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by the ICAI.

Opinion

7. Based on our examination and according to the information and explanations given to us, along with the representations provided by the management, in our opinion, the proposed accounting treatment specified inClause 8 of Part II of the Draft Scheme, attached herewith as Annexure A, and stamped by us for identification only, is in compliance with the SEBI LODR, the SEBI circular and, the applicable accounting standards and other generally accepted accounting principles in India.

Restriction on use

8. This Certificate is issued at the request of the Company's management pursuant to the requirements of circulars issued under SEBI LODR for onward submission along with the Scheme to the SEBI, the Stock Exchanges, and the relevant NCLT. Accordingly, this certificate may not be suitable for any other purpose, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For Mohan Gupta & Co.
Chartered Accountant
FRN No. - 006519N

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CA Himanshu Gupta
Partner
M. No: 527863
Date: 24.08.2026
Place: New Delhi
UDIN: 26527863PSVMYY1653

Annexure A

Extract of Accounting Treatmentin the books of the Demerged Company as specified in the Scheme

IN THE BOOKS OF THE DEMERGED COMPANY

8.1 Upon the Scheme becoming effective, the Demerged Company shall reduce the carrying values of all the assets, liabilities and reserves relating or pertaining to the Demerged Undertaking from its books as on the Appointed Date.

8.2 Any inter-company balances, receivables, payables, loans, advances, investments, borrowings (secured or unsecured), guarantees, letters of comfort, letters of credit, security deposits, contingent obligations and all other mutual rights and obligations, if any, between the Demerged Undertaking and the Resulting Company shall stand cancelled upon the Scheme becoming effective and corresponding effect shall be given in the books of account of both companies. No interest or other charges shall accrue thereon from the Appointed Date.

8.3 The net carrying amount of assets less liabilities transferred pursuant to the Scheme shall be adjusted against the reserve(s) in the books of the Demerged Company in accordance with applicable Indian Accounting Standards, notified under Section 133 of the Act.

M/s MOHAN GUPTA & Company
(Chartered Accountants)
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To,
The Board of Directors,
Almondz Global Infra – Consultant Limited
F-33/3, Okhla Industrial Area Phase II,
South Delhi, New Delhi, 110020.

Independent auditor's certificate ("Certificate") on the proposed accounting treatment included in the Scheme of Arrangement pursuant to Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

1. We, the Statutory Auditors of the Company have examined the proposed accounting treatment specified in clause 8 of Part II of the Scheme of Arrangement between Almondz Global Securities Limited("Demerged Company" or "AGSL") and Almondz Global Infra – Consultant Limited ("Resulting Company" or "AGICL" or "Company") and their respective shareholders (hereinafter referred as "Scheme") under Sections 230 to 232 read with Section 66 other applicable provisions of the Companies Act, 2013 ('the Act')and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('the Rules') with reference to its compliance with the accounting standards prescribed under section 133 of the Act, read with relevant Rules issued there under and other generally accepted accounting principles in India.

Management's Responsibility

2. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Indian accounting standards, is that of the Board of Directors of the companies involved.

   Our responsibility is only to examine and report whether the Scheme complies with the requirements of the applicable Indian accounting standards and other generally accepted accounting principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI').

Scope of Work

3. Our procedures included examining evidence supporting the accounting treatment, evaluating the appropriateness of the accounting principles applied, and assessing compliance with the Act and the Indian accounting standards. The procedures performed provide a reasonable assurance basis for our opinion.

Opinion

4. Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment specified in Clause 8 of Part II of the Scheme and as reproduced in “Annexure A” to this certificate, signed for identification purposes is in compliance with the relevant SEBI circulars and all the applicable Indian accounting standards notified by the Central Government under the Act and other generally accepted accounting principles in India.

Restriction on use

5. This Certificate is issued at the request of the Company’s management pursuant to the requirements of circulars issued under SEBI LODR for onward submission along with the Schemeto the SEBI, the Stock Exchanges, and the National Company Law Tribunal, Registrar of Companies, Regional Director and any other regulatory authorities/ for purposes as may be required to give effect to the Scheme and uploading the same on Company’s website pursuant to the requirement of the Act. This certificate should not be used for any other purpose without our prior written consent.

For Mohan Gupta & Co.
Chartered Accountant
FRN No. - 006519N

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CA Himanshu Gupta
Partner
M. No: 527863
Date: 24.08.2026
Place: New Delhi
UDIN: 26527863TMDZCQ2143

Annexure A

Extract of Accounting Treatment in the books of the Resulting Company as specified in the Scheme

IN THE BOOKS OF THE RESULTING COMPANY

8.4 The Resulting Company shall recognize all identifiable assets, liabilities and reserves pertaining to the Demerged Undertaking at the carrying amounts appearing in the books of the Demerged Company immediately before the Appointed Date, without any revaluation or fair value adjustment, in accordance with Appendix C to Ind AS 103.

8.5 The identity of the reserves transferred by the Demerged Company to the Resulting Company pertaining to the Demerged Undertaking pursuant to clause 8.1 above shall be preserved and vested in it and shall appear in the Financial Statements of Resulting Company in the same form and manner, in which they appeared in the Financial Statements of the Demerged Company, prior to Scheme becoming effective.

8.6 Any inter-company balances, receivables, payables, loans, advances, investments, guarantees, letters of comfort, letters of credit, contingent liabilities and all other mutual rights and obligations between the Demerged Undertaking and the Resulting Company shall stand cancelled and eliminated from the books of account upon the Scheme becoming effective. There would be no accrual of interest or other charges and there shall be no obligation/outstanding in that behalf in respect of any such intercompany loans, debt, securities or balances with effect from the Appointed Date.

8.7 The equity shares issued by the Resulting Company pursuant to the Scheme shall be recognized at their face value. The difference between the carrying amount of the net assets acquired and the aggregate face value of equity shares issued shall be recognized in accordance with Clause 8.8 below.

8.8 The difference between the carrying value of the net assets transferred and the aggregate face value of equity shares issued by the Resulting Company shall be recognised as Capital Reserve. Where such difference results in a deficit, if any, the same shall be adjusted against capital reserve as may be appropriate in accordance with Appendix C to Ind AS 103.

8.9 In case of any difference in the accounting policies followed by the Demerged Company and the Resulting Company, the impact thereof shall be quantified and the necessary adjustments shall be made in accordance with Appendix C to Ind AS 103 and other applicable Indian Accounting Standards so as to ensure that the financial statements of the Resulting Company reflect uniform accounting policies.

8.10 The comparative financial information presented in the financial statements of the Resulting Company shall be restated, wherever required, in accordance with Appendix C to Ind AS 103.

8.11 Any accounting matter not specifically dealt with in this Scheme shall be accounted for in accordance with Appendix C to Ind AS 103, the Companies (Indian Accounting Standards) Rules, 2015 and other generally accepted accounting principles in India.