



Almondz Global Securities Limited
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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 **Friday, 27th day of March, 2026, at 11.00 A.M (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business as mentioned below:

SPECIAL BUSINESS: -

CONSIDERED AND APPROVAL OF THE ISSUANCE OF UPTO 80,00,000 (Eighty Lakh) FULLY CONVERTIBLE WARRANTS (“WARRANTS/CONVERTIBLE WARRANTS”) OF RS. 1/- (RUPEES ONE) EACH ISSUED AT A PRICE OF RS. 16.58/- (RUPEES SIXTEEN AND FIFTY EIGHT PAISE ONLY) CONVERTIBLE INTO EQUITY SHARES OF FACE VALUE OF RS. 1/- (RUPEES ONE) EACH FULLY PAID UP OF RS. 1/- (RUPEES ONE) ON PREFERENTIAL BASIS

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the “Stock Exchanges”) on which the equity shares of the Company having face value of Rs. 1/- (Indian Rupees One) each (“Equity Shares”) are listed (hereinafter collectively referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution) the consent and approval of the shareholders be and is hereby accorded to create, offer, issue and allot from time to time in one or more tranches, up to **80,00,000 (Eighty Lakh) fully Convertible Warrants, (“Warrants/ Convertible Warrants”) of Rs 1/- (one) each issued at a price of Rs. 16.58 (Rupees Sixteen and Fifty Eight Paise only)** aggregating upto Rs. 13,26,40,000 (Thirteen Crore Twenty Six Lakh and Forty Thousand Only) each Warrant carrying a right to subscribe to 1 (one) fully paid-up equity share of the Company having face value of Rs. 1 (Rupees One only) each (“Equity Share”) (including a premium of Rs. 15.58 (Rupees Fifteen and Fifty Eight Paise Only) per Equity Share), and such Warrants shall be exercised by the Proposed Allottee within a period of 18 months from the date of allotment of the Warrants. The Preferential Issue shall be on such terms and conditions as may be determined by the Board in accordance with the applicable provisions of Chapter V of SEBI (ICDR) Regulations, to the following “Proposed Allottees” on preferential basis as state below:

S. No.	Name of the Proposed Allottee	Maximum Number of Warrants (upto) proposed to be allotted	Category
1	NANDAKUMAR PADMA	80,00,000	Non-Promoter
	Total	80,00,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the **Relevant Date pursuant to Regulation 161 of the SEBI (ICDR) Regulation in relation to the above mentioned** Preferential issue of the fully convertible warrants is the **Tuesday, 24th February 2026**, being the date, which is 30 (thirty) days prior to the date on which the extra-ordinary general meeting of Members is to be held to consider the Preferential Issue, i.e. **Friday, March 27, 2026**.

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable law, consent of the members be and is hereby accorded to record the name and other details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorised to finalise and issue a private placement offer cum application letter in Form PAS-4 or such other form prescribed under the Act and SEBI ICDR Regulations, to the Proposed Allottee inviting them to subscribe to the Warrants in accordance with the provisions of the Act and other applicable laws.”

RESOLVED FURTHER THAT the offer, issue, and allotment of Warrants and the allotment of equity shares upon exercise of such Warrants shall be subject to the following terms and conditions, in addition to those prescribed under the Act, SEBI ICDR Regulations, and other applicable laws and the Investment Agreement:

- I. the Proposed Allottee shall be entitled to apply for and be allotted 1 (one) Equity Share against each Warrant;
- II. the minimum amount of Rs. 3,31,60,000/- which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 9,94,80,000 /- which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company (“Warrant Exercise Amount”).
- III. in accordance with Regulation 170 of SEBI ICDR Regulations, the allotment of the Warrants shall be in dematerialized form and shall be completed on 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;
- IV. the Equity Shares to be allotted on exercise of the Warrants 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;
- V. the Equity Shares to be allotted on exercise of the Warrants shall be listed on the Stock Exchanges, subject to the receipt of necessary permissions or approvals, as the case may be;
- VI. the Warrants shall not carry any voting rights;
- VII. the Warrants may be exercised by the Proposed Allottee, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised by the Proposed Allottee. The Board shall allot the corresponding number of Equity Shares in dematerialized form to the Proposed Allottee, subject to receipt of the Warrant Exercise Price in respect of each Warrant proposed to be exercised, from the Proposed Allottee to the designated bank account of the Bank;
- VIII. the consideration for the issuance and allotment of the Warrants shall be received from the bank account of the Proposed Allottee;
- IX. any unexercised Warrants shall lapse, and the amount paid by the Proposed Allottee on such Warrants shall stand forfeited;
- X. the Warrants allotted in terms of this resolution and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to lock-in for such periods as specified in Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (i) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (vi) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);

(vii) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects

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

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

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Registered Office: Level 5, Grande Palladium, 175 CST Road,
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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: 25.02.2026
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/CFDPoD-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 February 25, 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., Friday, 20th Day of March, 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., Friday, 20th Day of March, 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. 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.
- l. 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.
- m. 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.
- n. 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
- o. 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”).
- p. 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.

- q. 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).
- r. 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.
- s. 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>).
- t. 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.
- u. 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 **Tuesday March 24, 2026 (09:00 A.M. IST) and will end on Thursday, March 26, 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 Friday, 20th Day of March, 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsd.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.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. 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)</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>

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.

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

(xvii) 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 80,00,000 (Eighty Lakh) fully Convertible Warrants, (“Warrants/ Convertible Warrants”) of Rs 1/- (one) each issued at a price of Rs. 16.58 (Rupees Sixteen and Fifty Eight Paise only) aggregating upto Rs. 13,26,40,000 (Thirteen Crore Twenty Six Lakh and Forty Thousand Only).

The Board of Directors of the Company (“Board”) in their meeting held on **Wednesday, February 25, 2026**, subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot up to 80,00,000 (Eighty Lakh) fully Convertible Warrants, (“Warrants/ Convertible Warrants”) of Rs 1/- (one) each issued at a price of Rs. 16.58 (Rupees Sixteen and Fifty Eight Paise only) aggregating upto Rs. 13,26,40,000 (Thirteen Crore Twenty Six Lakh and Forty Thousand Only) 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 of Warrants (upto) proposed to be allotted
1	NANDAKUMAR PADMA	Non-Promoter	80,00,000
	Total		80,00,000

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:

Objects of the Issue

The Company proposes to utilise the proceeds raised through the preferential issue (“Issue Proceeds”) for the following purposes:

1. Working Capital Requirements

A portion of the Net Proceeds will be utilised to meet the working capital requirements of the Company.

2. Proprietary Trading

A portion of the Net Proceeds will be utilised for the Company’s proprietary trading activities, in accordance with applicable laws and regulations.

3. General Corporate Purposes

The balance of the Net Proceeds, not exceeding 20% of the total Issue Proceeds, shall be utilised towards general corporate purposes, including, inter alia, meeting ongoing corporate exigencies and contingencies, administrative and operational expenses, brand-building initiatives, technology upgradation, governance enhancement measures and such other purposes as may be permissible under applicable laws, as may be determined by the Board of Directors from time to time.

Utilisation of Issue Proceeds

As the funds to be received pursuant to the conversion of warrants will be received in tranches and the quantum of funds required at different points in time may vary, the broad range of intended utilisation of the Issue Proceeds for the aforesaid objects is set out below:

Sr. No.	Particulars	Total estimated amount to be utilised*	Tentative timeline for utilisation from the date of receipt of funds
1.	Working Capital Requirements	Rs. 8,00,00,000	Within 12 months from the date of receipt of funds pursuant to conversion of warrants
2.	Proprietary Trading	Rs. 3,50,00,000	
3.	General Corporate Purposes	Balance amount of Rs.1,76,40,000	

*The amounts mentioned above are indicative and may vary depending upon the actual funds received and the business requirements of the Company, subject to applicable laws and approvals.

*Considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in

phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws

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 **February 25, 2026**, had, subject to the approval of the Members and such other regulatory approvals as may be required, approved the issuance of up to **80,00,000 (Eighty Lakh) fully Convertible Warrants, ("Warrants/ Convertible Warrants")** of Rs 1/- (one) each issued at a price of **Rs. 16.58 (Rupees Sixteen and Fifty Eight Paise only)** aggregating upto **Rs. 13,26,40,000 (Thirteen Crore Twenty Six Lakh and Forty Thousand Only)**, by way of preferential issue on a private placement basis, each Warrant exercisable into 1 (one) fully paid-up equity share of the Company of face value of Rs. 1 (Rupees One only) each ("**Equity Shares**") (including a premium of Rs 15.58 (Rupees Fifteen and Fifty Eight Paise only) per Equity, to the Proposed Allottee, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and the valuation report dated 24th February, 2026 issued by Ms. Rupinder Kaur, (Reg. No. IBBI/RV/06/2023/15227), as per Regulation 166A(1) of the SEBI ICDR Regulations.

An amount equivalent to at least 25% of the Warrant Issue Price for all the Warrants (i.e. Rs. 3,31,60,000/- (Rupees Three Crore Thirty One Lakh Sixty Thousand Only) (rounded up in the aggregate) shall be payable by the Proposed Allottee at the time of subscription and allotment of each Warrant, and upon exercise of the Warrants, in accordance with the terms of the Investment Agreement, the balance 75% of the Warrant Issue Price shall be payable by the Proposed Allottee against each Warrant at the time of allotment of Equity Shares pursuant to exercise of Warrant(s) to subscribe to the Equity Share(s) (such 75% portion of the Warrant Issue Price being the "**Warrant Exercise Price**")

The Equity Shares to be allotted on exercise of the Warrants 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:

Up to 80,00,000 (Eighty Lakhs) Warrants at the Warrant Issue Price of **Rs. 16.58 (Rupees Sixteen and Fifty Eight Paise only)** per Warrant, each Warrant exercisable into 1 (one) fully paid-up Equity Share.

D. Intention of Promoters / Directors / Key Managerial Personnel or Senior Management to Subscribe to the Offer:

None of the directors or the key managerial personnel or the senior management of the Company propose to subscribe to the Warrants.

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

S. No.	Category	#Pre- Issue of Equity shares as on 20.02.2026		Post Issue of Equity Shares*	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
1	Promoters & Promoter Group				
I	Avonmore Capital & Management Services Limited	102486862	54.30	10248686	52.10
ii	Rakam Infrastructure Pvt Ltd	1366676	0.72	1366676	0.69
iii	Navjeet Singh Singh HUF	100000	0.05	100000	0.05

Iv	Manpreet Singh	3000	0.00	3000	0.00
	Sub- Total	103956538	55.08	103956538	52.84
2	Non Promoter				
i	New Investor - Nandakumar Padma	9000	0.005	80,09,000	4.07
ii	Resident Individual	72115420	38.21	72115420	36.66
iii	H U F	2433409	1.29	2433409	1.24
iv	NRI Repratriable	337166	0.18	337166	0.17
v	NRI Non Repratriable	1383353	0.73	1383353	0.70
vi	Body Corporate	8418946	4.46	8418946	4.28
vii	FPI Category I Body Corporate	70481	0.04	70481	0.04
viii	FPI Category II Body Corporate	849	0.00	849	0.00
ix	Banks	0	0.00	0	0.00
	Sub- Total	84768624	44.92	92768624	47.16
	TOTAL	188725162	100.00	196725162	100.00

The Board of Directors in its meeting held on 25-02-2026 has approved the conversion of loan of the Promoter into equity shares of the Company by issuing of 15078408 Equity shares of Rs. 1/- each of the Company. The pre preferential holding of Promoter and Promoter Group has taken into account the conversion of Loan into equity shares by adding 15078408 Equity Shares in the Above Table.

*Assuming full exercise of the Warrants into Equity Shares and excluding any issue of Equity Shares on account of exercise of any employee stock options and assuming no further issue of Equity Shares by the Company

F. Proposed time within which the allotment shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants 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. The identity of the natural persons who are the ultimate beneficial owners of the Warrants / equity shares arising on exercise of Warrants and / or who ultimately control the Proposed Allottee:

Not Applicable

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*
Non Promoter	0.005	8000000	4.07

* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company.

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.

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

The Proposed Allottee is not currently a shareholder of the Company and following the exercise of warrants pursuant to the Preferential Issue, their status will be categorised as non-promoter / public shareholder.

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.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 Warrants is **Tuesday, February 24, 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. **Friday, March 27, 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 Warrants 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., ₹16.58 (Rupees Sixteen and Fifty Eight Paise Only) 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., ₹ 15.58 (Rupees Fifteen and Fifty Eight Paise Only) 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. 13.84 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.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 Preferential Issue, if approved, is proposed to be made to above mentioned Proposed Allottee. The Proposed Allottee is neither a promoter of the Company as on the date of this notice nor its status will change post Preferential Issue. The Proposed Allottee will be classified as a public shareholder pursuant to the Preferential Issue.

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:

During the current financial year 2025-26 till the date of this Notice, no preferential allotment has been made to any person by the Company.

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

Not applicable

Q. Lock-in period

The Warrants and the Equity Shares to be allotted on exercise of the Warrants shall be locked-in for such periods as specified under Chapter V of the SEBI ICDR Regulations.

R. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:

Not applicable.

S. Principal terms of assets charged as securities:

Not applicable.

T. Report of a Registered Valuer

The price of the Warrants 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

U. Material terms of raising such securities:

The material terms for the preferential issue of Warrants to the Proposed Allottee is set out below:

- Issue of Warrants is subject to conditions precedent, including regulatory approval and shareholders of the Company.

• Tenure:

The Warrants shall be exercisable into Equity Shares, in one or more tranches, within a period of 18 (eighteen) months from the date of allotment of the Warrants or a shorter period determined in accordance with the terms of the Investment Agreement ("**Warrant Tenor**").

- **Exercise of Warrants and other related matters:**

- (i) The Warrants may be exercised by the Proposed Allottee, in one or more tranches, during the Warrant Tenor by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. Upon such exercise of the Warrants by the Proposed Allottee, the Board shall allot the corresponding number of Equity Shares in dematerialized form, subject to receipt of the Warrant Exercise Price in respect of each Warrant proposed to be exercised, from the Proposed Allottee to the designated bank account of the Company.
- (ii) The Proposed Allottee shall be entitled to apply for and be allotted 1 (one) Equity Share against each Warrant.
- (iii) An amount equivalent to at least 25% of the Warrant Issue Price for all the Warrants i.e. ₹3,31,60,000 (Rupees Three Crore Thirty One Lakh Sixty Thousand Only) shall be payable by the Proposed Allottee at the time of subscription and allotment of each Warrant, and upon exercise of the Warrants, in accordance with the terms of the Investment Agreement, the balance 75% of the Warrant Issue Price shall be payable by the Proposed Allottee, against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to the Equity Share(s).

- **Lock-in**

The Warrants and the Equity Shares allotted upon exercise of the Warrants shall be locked in for such periods as specified in Chapter V of the SEBI ICDR Regulations.

- **Rights.**

The Warrants shall not carry any voting rights.

V. 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 Warrants 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 Warrants to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

W. 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

The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

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 warrants 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: February 25, 2026