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the game changer

ALMONDZ GLOBAL SECURITIES LIMITED

Corporate Identity Number (CIN): L74899MH1994PLC434425
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Tel. + 91 22 67526699,
Corporate Office: F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020
Tel: 011-43500700; Telefax: 011-43500735;
Website: www.almondzglobal.com ; email id: secretarial@almondz.com

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the **32ND Annual General Meeting** of the Members of **Almondz Global Securities Limited** ("Company") will be held on **Wednesday, September 30, 2026 at 11:00 a.m**. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OVAM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ajay Pratap (DIN: 10805775) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Revision in the Remuneration of Mr. Manoj Kumar Arora (DIN: 06777177) Managing Director of the Company**

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

   "RESOLVED THAT pursuant to the provision of sections 196, 197 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Companies Act') read with rules framed thereunder and in accordance with provisions of Regulation 17(6)(e) and all other applicable provisions, if any, of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ('SEBI LODR Regulations'), relevant provisions of Articles of Association and Nomination and Remuneration Policy of the Company and all applicable regulations or guidelines issued by the Reserve Bank of India or any governmental/statutory authorities (including any statutory modification(s) or enactment(s) or reenactment(s) thereof, for the time being in force) and subject to all other applicable provisions, laws, approval(s) or sanction(s) or consent(s) as may be required and based on recommendation of Nomination and Remuneration Committee and approval of Board of Directors ('the Board', which term shall also include any Committee thereof), consent of Members of the Company be and is hereby accorded for revision in remuneration of Mr. Manoj Kumar Arora, (DIN: 06777177) Managing Director of the Company, for a period effective from April 1, 2026 as set out herein below:

   A. **Salary**

      Gross Salary of Rs. 8,12,500/- per month; with a power to the Board on the recommendation of the Nomination and Remuneration Committee to give one or more annual increment subject to maximum of 50% over and above the present salary per month. The Gross Salary is inclusive of Perquisites (a) House Rent Allowance (b) Special Allowance (c) Conveyance Allowance (d) Medical Allowance.

      In addition to the above, the Managing Director shall be entitled to Company's ESOP Scheme and shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

   B. **Other Perquisites**

      Managing Director shall also be entitled to the following perquisites i) Contribution to Gratuity Fund as per the rules of the Company. ii) Encashment of leave as per rules of the Company.

   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, if the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 3 years from the date of appointment, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals if any as required under Schedule V of the Act, or any modification(s) thereto.

      RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. Revision in the Remuneration of Mr. Ajay Pratap (DIN: 10805775) Whole Time Director Designated as Director Legal-Corporate Affairs & Company Secretary of the Company

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

"RESOLVED THAT pursuant to the provision of sections 196, 197 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Companies Act') read with rules framed thereunder and in accordance with provisions of Regulation 17(6)(e) and all other applicable provisions, if any, of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ('SEBI LODR Regulations'), relevant provisions of Articles of Association and Nomination and Remuneration Policy of the Company and all applicable regulations or guidelines issued by the Reserve Bank of India or any governmental/statutory authorities (including any statutory modification(s) or enactment(s) or reenactment(s) thereof, for the time being in force) and subject to all other applicable provisions, laws, approval(s) or sanction(s) or consent(s) as may be required and based on recommendation of Nomination and Remuneration Committee and approval of Board of Directors ('the Board', which term shall also include any Committee thereof), consent of Members of the Company be and is hereby accorded for revision in remuneration of Mr. Ajay Pratap, (DIN: 10805775) Whole Time Director designated as Director Legal-Corporate Affairs & Company Secretary of the Company, for a period effective from April 1, 2026 as set out herein below:

A. Salary

Gross Salary of Rs. 4,31,260/- per month; with a power to the Board on the recommendation of the Nomination and Remuneration Committee to give one or more annual increment subject to maximum of 50% over and above the present salary per month. The Gross Salary is inclusive of Perquisites (a) House Rent Allowance (b) Special Allowance (c) Conveyance Allowance (d) Medical Allowance.

In addition to the above, the Whole Time Director shall be entitled to Company's ESOP Scheme and shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

B. Other Perquisites

Whole Time Director shall also be entitled to the following perquisites i) Contribution to Gratuity Fund as per the rules of the Company. ii) Encashment of leave as per rules of the Company.

C. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Ajay Pratap, if the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 3 years from the date of appointment, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals if any as required under Schedule V of the Act, or any modification(s) thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

5. Revision in the Remuneration of Mr. Rajeev Kumar (DIN: 00270046) Whole Time Director Designated as Director-Finance & CFO of the Company

"RESOLVED THAT pursuant to the provision of sections 196, 197 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Companies Act') read with rules framed thereunder and in accordance with provisions of Regulation 17(6)(e) and all other applicable provisions, if any, of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ('SEBI LODR Regulations'), relevant provisions of Articles of Association and Nomination and Remuneration Policy of the Company and all applicable regulations or guidelines issued by the Reserve Bank of India or any governmental/statutory authorities (including any statutory modification(s) or enactment(s) or reenactment(s) thereof, for the time being in force) and subject to all other applicable provisions, laws, approval(s) or sanction(s) or consent(s) as may be required and based on recommendation of Nomination and Remuneration Committee and approval of Board of Directors ('the Board', which term shall also include any Committee thereof), consent of Members of the Company be and is hereby accorded for revision in remuneration of Mr. Rajeev Kumar, (DIN: 00270046) Whole Time Director designated as Director-Finance & CFO of the Company, for a period effective from April 1, 2026 as set out herein below:

A. Salary

Gross Salary of Rs. 1,75,000/- per month; with a power to the Board on the recommendation of the Nomination and Remuneration Committee to give one or more annual increment subject to maximum of 50% over and above the present salary per month. The Gross Salary is inclusive of Perquisites (a) House Rent Allowance (b) Special Allowance (c) Conveyance Allowance (d) Medical Allowance.

In addition to the above, the Whole Time Director shall be entitled to Company's ESOP Scheme and shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

B. Other Perquisites

Whole Time Director shall also be entitled to the following perquisites i) Contribution to Gratuity Fund as per the rules of the Company. ii) Encashment of leave as per rules of the Company.

C. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Rajeev Kumar, if the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 3 years from the date of appointment, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals if any as required under Schedule V of the Act, or any modification(s) thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED BY THE COMPANY AND ITS SUBSIDIARIES

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Company's Policy on Related Party Transactions and other applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof) pursuant to recommendations received from Audit Committee of the Company and subsequently the same was approved by the Board of Director of the Company in their meeting held on 24th August 2026, the approval of the Members be and is hereby accorded for entering into and/or continuing Material Related Party Transaction(s), contract(s), arrangement(s) and/or agreement(s), whether by way of one or more individual transactions or a series of transactions, after 32nd Annual General Meeting of the Company by **Almondz Global Securities Limited ("the Company") and its Subsidiary(ies) on one hand with Avonmore Capital & Management Services Limited ("ACMS") on the other hand by way of ratification and for continuing with existing transaction and for the future transactions of the Company and the Transactions entered /to be entered as** enumerated in the Table below till 33rd Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 386.50 crore, on an arm's length basis and in the ordinary course of business, in respect of the following transactions:

S. No.	Name of the Party (Listed Entity/ Subsidiary) entering into the transaction	Nature of Transactions	Amount (upto Rs. In Crore)	% of Company's consolidated turnover/ Subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's)	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover FY 2025-26
1	Almondz Global Securities Ltd	Borrowings from Avonmore Capital & Management Services Ltd and payment of interest thereon.	25	13.05	13.09
2	Almondz Global Securities Ltd	Sale and purchase of securities, financial instruments and other investment products from and/or to Avonmore Capital & Management Services Ltd.	50	26.09	26.18
3	Almondz Global Securities Ltd	Loans granted to Avonmore Capital & Management Services Ltd and receipt of interest thereon.	25	13.05	13.09
4	Almondz Global Securities Ltd	Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services to/from Avonmore Capital & Management Services Limited.	25	13.05	13.09
5	Almondz Global Infra-Consultant Limited	Borrowings from Avonmore Capital & Management Services Ltd and payment of interest thereon.	25	19.15	13.09

S. No.	Name of the Party (Listed Entity/ Subsidiary) entering into the transaction	Nature of Transactions	Amount (upto Rs. In Crore)	% of Company's consolidated turnover/ Subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's)	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover FY 2025-26
6	Almondz Global Infra-Consultant Limited	Sale and purchase of securities, financial instruments and other investment products from and/or to Avonmore Capital & Management Services Ltd.	50	38.31	26.18
7	Almondz Global Infra-Consultant Limited	Loans granted to Avonmore Capital & Management Services Ltd and receipt of interest thereon.	25	19.15	13.09
8	Almondz Global Infra-Consultant Limited	Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services to/from Avonmore Capital & Management Services Limited	25	19.15	13.09
9	Almondz Global Infra-Consultants Limited	Investment by way of subscription/redemption etc in the securities of and Purchase and sale of Securities Instruments etc. from Avonmore Capital & Management Services Limited	25	19.15	13.09
10	Almondz Financial Services Limited	Borrowings from Avonmore Capital & Management Services Ltd and payment of interest thereon.	5	78.49	2.62
11	Almondz Financial Services Limited	Sale and purchase of securities, financial instruments and other investment products from and/or to Avonmore Capital & Management Services Ltd.	25	392.46	13.09
12	Almondz Financial Services Limited	Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services to/from Avonmore Capital & Management Services Limited	25	392.46	13.09
13	Almondz Financial Services Limited	Loan to Avonmore Capital & Management Services Ltd and receipt of interest thereon.	5	78.49	2.62
14	North Square Projects Private Limited	Borrowings from Avonmore Capital & Management Services Ltd and payment of interest thereon.	1.5	333.33	0.79
15	North Square Projects Private Limited	Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services to/from Avonmore Capital & Management Services Limited	10	2222.22	5.24
16	Skiffle Advisory Services Limited	Borrowings from Avonmore Capital & Management Services Ltd and payment of interest thereon.	10	164.47	5.24
17	Skiffle Advisory Services Limited	Loans to Avonmore Capital & Management Services Ltd and receipt of interest thereon.	10	164.47	5.24
18	Skiffle Advisory Services Limited	Sale and purchase of securities, financial instruments and other investment products from and/or to Avonmore Capital & Management Services Ltd.	10	164.47	5.24
19	Skiffle Advisory Services Limited	Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services to/from Avonmore Capital & Management Services Limited	10	164.47	5.24
	Total		**386.50**		

Relation with Listed Entity and its subsidiaries

ACMS is an ultimate holding Company of Almondz Global Securities Limited (AGSL), Almondz Global Infra- Consultant Limited (AGICL), North Square Projects Private Limited (NSPL), Almondz Financial Services Limited (AFSL) and Skiffle Advisory Services Limited (SASL).

RESOLVED FURTHER THAT any one Director of the Company, or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, document."

7. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH ALMONDZ FINANZ LIMITED BY THE COMPANY AND ITS SUBSIDIARIES

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Company's Policy on Related Party Transactions and other applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof) pursuant to recommendations received from Audit Committee of the Company and subsequently the same was approved by the Board of Director of the Company in their meeting held on 24th August 2026, the approval of the Members be and is hereby accorded for entering into and/or continuing Material Related Party Transaction(s), contract(s), arrangement(s) and/or agreement(s), whether by way of one or more individual transactions or a series of transactions, after 32nd Annual General Meeting of the Company by **Almondz Global Securities Limited ("the Company") and its subsidiaries with Almondz Finanz Limited ("AFL") on the other hand by way of ratification and for continuing with existing transaction and for the future transactions of the Company and the Transactions entered /to be entered as** enumerated in the Table below till 33rd Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 315 crore on an arm's length basis and in the ordinary course of business, in respect of the following transactions:

S. No.	Name of the Party (Listed Entity/ Subsidiary) entering into the transaction	Nature of Transactions	Amount (upto Rs. In Crore)	% of Company's consolidated turnover/ Subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's)	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover FY 2025-26
1	Almondz Global Securities Ltd	Borrowings from Almondz Finanz Limited and payment of Interest relating thereto	100	52.19	1652.89
2	Almondz Global Securities Ltd	Loan to Almondz Finanz Limited and receipt of interest thereon.	100	52.19	1652.89
3	Almondz Global Securities Ltd	Sale and Purchase of Securities, Instruments etc. from and/or to Almondz Finanz Limited	50	26.04	826.45
4	Almondz Global Securities Ltd	Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services to/from Almondz Finanz Limited	25	13.02%	413.22
5	Almondz Global Infra-Consultant Limited	Borrowings from Almondz Finanz Limited and payment of Interest relating thereto	10	7.66	165.29
6	Almondz Global Infra-Consultant Limited	Loans to Almondz Finanz Limited and receipt of interest thereon.	10	7.66	165.29
7	Almondz Global Infra-Consultant Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Almondz Finanz Limited	10	7.66	165.29
8	Almondz Global Infra-Consultant Limited	Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services to/from Almondz Finanz Limited	10	7.66	165.29
	Total		**315**		

#Transactions with Almondz Finanz Limited (AFL)

Relation with Listed entity and its subsidiaries

AFL is a Sister Concern Company of Almondz Global Securities Limited (AGSL) and Almondz Global Infra-Consultant Limited (AGICL).

RESOLVED FURTHER THAT any one Director of the Company, or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, documents and writings, on an on-going basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

8. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH ANEMONE HOLDINGS PRIVATE LIMITED BY THE COMPANY AND ITS SUBSIDIARIES

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Company's Policy on Related Party Transactions and other applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof) pursuant to recommendations received from Audit Committee of the Company and subsequently the same was approved by the Board of Director of the Company in their meeting held on 24th August 2026, the approval of the Members be and is hereby accorded for entering into and/or continuing Material Related Party Transaction(s), contract(s), arrangement(s) and/or agreement(s), whether by way of one or more individual transactions or a series of transactions, after 32nd Annual General Meeting of the Company by **Almondz Global Securities Limited ("the Company") with Anemone Holdings Private Limited ("AHPL") by way of ratification and for continuing with existing transaction and for the future transactions of the Company and the Transactions entered /to be entered as** enumerated in the Table below till 33rd Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 125 crore on an arm's length basis and in the ordinary course of business, in respect of the following transactions:

S. No.	Name of the Party (Listed Entity/ Subsidiary) entering into the transaction	Nature of Transactions	Amount (upto Rs. In Crore)	% of Company's consolidated turnover/ Subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's)	Value of the proposed transactions as a percentage of the related party's annual standalone turnover FY 2025-26
1	Almondz Global Securities Ltd	Borrowings from Anemone Holdings Private Ltd and payment of interest thereon.	25	13.02%	467.29%
2	Almondz Global Securities Ltd	Sale and purchase of securities, financial instruments and other investment products from and/or to Anemone Holdings Private Ltd	50	26.04%	934.58%
3	Almondz Global Securities Ltd	Loans granted to Anemone Holdings Private Ltd and receipt of interest thereon.	25	13.02%	467.29%
4	Almondz Global Securities Ltd	Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services to/from Anemone Holdings Private Limited	25	13.02%	467.29%
	Total		**125**		

Relation with Listed entity and its subsidiaries

AHPL is a Sister Concern Company of Almondz Global Securities Limited (AGSL).

RESOLVED FURTHER THAT any one Director of the Company, or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, documents and writings, on an on-going basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

9. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH ALMONDZ GLOBAL INFRA CONSULTANT LIMITED BY THE COMPANY AND ITS SUBSIDIARIES

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Company's Policy on Related Party Transactions and other applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof) pursuant to recommendations received from Audit Committee of the Company and subsequently the same was approved by the Board of Director of the Company in their meeting held on 24th August,2026, the approval of the Members be and is hereby accorded for entering into and/or continuing Material Related Party Transaction(s), contract(s), arrangement(s) and/or agreement(s), whether by way of one or more individual transactions or a series of transactions, after 32nd Annual General Meeting of the Company by **Almondz Global Securities Limited ("the Company") with Almondz Global Infra-Consultant Limited ("AGICL") by way of ratification and for continuing with existing transaction and for the future transactions of the Company and the Transactions entered /to be entered as** enumerated in the Table below till 33rd Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 175 crore, on an arm's length basis and in the ordinary course of business, in respect of the following transactions:

S. No.	Name of the Party (Listed Entity/ Subsidiary) entering into the transaction	Nature of Transactions	Amount (upto Rs. In Crore)	% of Company's consolidated turnover/ Subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's)	Value of the proposed transactions as a percentage of the related party's annual standalone turnover FY 2025-26
1	Almondz Global Securities Ltd	Borrowings from Almondz Global Infra-Consultant Limited and payment of interest thereon.	25	13.02%	19.23%
2	Almondz Global Securities Ltd	Sale and purchase of securities, financial instruments and other investment products from and/or to Almondz Global Infra-Consultant Limited	50	26.04%	38.46%
3	Almondz Global Securities Ltd	Loans granted to Almondz Global Infra-Consultant Limited and receipt of interest thereon.	25	13.02%	19.23%
4	Almondz Global Securities Ltd	Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services to/from Almondz Global Infra-Consultant Limited.	25	13.02%	19.23%
5	Almondz Global Securities Ltd	Investment by way of subscription/redemption etc in the securities from and/or to Almondz Global Infra-Consultant Limited	25	13.02%	19.23%
6	Almondz Global Securities Ltd	Corporate Guarantee and Security given to Almondz Global Infra-Limited to secure loan and borrowing	25	13.02%	19.23%
	Total		**175**		

Relation with Listed entity

AGICL is a subsidiary Company of Almondz Global Securities Limited (AGSL).

RESOLVED FURTHER THAT any one Director of the Company, or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, documents and writings, on an on-going basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

10. **TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH PREMIER GREEN INNOVATIONS PRIVATE LIMITED BY THE COMPANY AND ITS SUBSIDIARIES**

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Company's Policy on Related Party Transactions and other applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof) pursuant to recommendations received from Audit Committee of the Company and subsequently the same was approved by the Board of Director of the Company in their meeting held on 24th August, 2026, the approval of the Members be and is hereby accorded for entering into and/or continuing Material Related Party Transaction(s), contract(s), arrangement(s) and/or agreement(s), whether by way of one or more individual transactions or a series of transactions, after 32nd Annual General Meeting of the Company by **Almondz Global Securities Limited ("the Company") with Premier Green Innovations Private Limited ("PGIPL") by way of ratification and for continuing with existing transaction and for the future transactions of the Company and the Transactions entered /to be entered as** enumerated in the Table below till 33rd Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 760 crore on an arm's length basis and in the ordinary course of business, in respect of the following transactions:

S. No.	Name of the Party (Listed Entity/ Subsidiary) entering into the transaction	Nature of Transactions	Amount (upto Rs. In Crore)	% of Company's consolidated turnover/ Subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's)	Value of the proposed transactions as a percentage of the related party's annual standalone turnover FY 2025-26
1	North Square Projects Private Limited	Corporate Guarantee and Security given to Premier Green Innovations Private Limited to secure loan and borrowing.	750	166666.67%	105.99%
2	North Square Projects Private Limited	Investment by way of subscription/ redemption etc in the securities of and Purchase and sale of Securities Instruments etc. from and/or to Preimer Green Innovation Private Limited	10	5555.56%	1.41%
	Total		**760**		

<u>Relation with Listed entity and its subsidiaries</u>

PGIPL is an Associate Company of Almondz Global Securities Limited (AGSL) and North Square Projects Private Limited (NSPL).

RESOLVED FURTHER THAT any one Director of the Company, or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, documents and writings, on an on-going basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

11. **TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH INNOVATIVE MONEY MATTERS PRIVATE LIMITED AND ITS SUBSIDIARIES BY THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Company's Policy on Related Party Transactions and other applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof) pursuant to recommendations received from Audit Committee of the Company and subsequently the same was approved by the Board of Director of the Company in their meeting held on 24TH August, 2026 the approval of the Members be and is hereby accorded for entering into and/or continuing Material Related Party Transaction(s), contract(s), arrangement(s) and/or agreement(s), whether by way of one or more individual transactions or a series of transactions, after 32nd Annual General Meeting of the Company by **Almondz Global Securities Limited ("the Company") and its subsidiaries with Innovative Money Matters Private Limited by way of ratification and for continuing with existing transaction and for the future transactions of the Company and the Transactions entered /to be entered as** enumerated in the Table below till 33rd Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 100 crore on an arm's length basis and in the ordinary course of business, in respect of the following transactions:

S. No.	Name of the Party (Listed Entity/ Subsidiary) entering into the transaction	Nature of Transactions	Amount (upto Rs. In Crore)	% of Company's consolidated turnover/ Subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's)	Value of the proposed transactions as a percentage of the related party's annual standalone turnover FY 2025-26
1	Almondz Global Securities Limited	Sale and purchase of securities, financial instruments and other investment products from and/or to Innovative Money Matters Private Limited.	50	26.09%	722.54%
2	Almondz Financial Services Limited	Sale and purchase of securities, financial instruments and other investment products from and/or to Innovative Money Matters Private Limited.	50	833.33%	722.54%
	Total		**100**		

Relation with Listed entity and its subsidiaries

Innovative Money Matters Private Limited is a Promoter Company of Almondz Global Securities Limited (AGSL) and Almondz Financial Services Limited (AFSL).

RESOLVED FURTHER THAT any one Director of the Company, or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, documents and writings, on an on-going basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

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

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

Registered Office:
Level 5, Grande Palladium, 175 CST Road,
Off BKC Kalina, Santacruz Mumbai – 400098
Tel. + 91 22 67526699,
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: August 24, 2026
Place: New Delhi

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 ("**the Act**") in respect of the ordinary and special businesses specified above is annexed hereto.

   Information pursuant to provisions of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for Item(s) No. 2 is annexed as **Annexure-1** to this notice.

2. The Ministry of Corporate Affairs ('MCA') had issued General Circulars bearing nos. 14/2020 dated April 08, 2020, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, respectively and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ('MCA Circulars'), and any other circulars / updates / thereto, General Circular No. 03/2025 dated September 22, 2025 and other circulars, if any, issued in this regard by Securities and Exchange Board of India ('SEBI') (hereinafter collectively referred to as 'SEBI Circulars'), permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing facility / Other Audio Visual Means ('VC / OAVM'), till further orders, in compliance with provisions of the Act, SEBI LODR Regulations, MCA Circulars and SEBI Circulars.

   Hence, in accordance with provisions of the Act, SEBI LODR Regulations, MCA Circulars and SEBI Circulars, the Annual General Meeting ('AGM') of Members of the Company is scheduled to be held through VC / OAVM facility on Wednesday, September 30, 2026 at 11.00 A.M. (IST). Accordingly, Members can attend and participate in 32nd AGM through VC / OAVM only. Additionally, pursuant to Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India read with guidance/ clarification dated April 15, 2020, the proceedings of AGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed venue of the AGM. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and is also available on the Company's website i.e. www.almondzglobal.com

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars, through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this AGM Notice.

4. Pursuant to the provisions of Section 113 of the Act, Institutional / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting or e-Voting during the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to ashugupta.cs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com Institutional / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution /Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

5. The Company has fixed **Wednesday, September 23, 2026** as the 'Cut-off Date' for determining eligibility of Members who will be eligible to attend and vote at the Meeting. Members of the Company whose names appear on the Register of Members/list of Beneficial Owners, as received from the Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Cut-Off Date shall be entitled to vote on the resolutions set forth in this Notice

6. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

   a. **For shares held in electronic form:** to their Depository Participants (DPs);

   b. **For shares held in physical form:** to the Company/ Company's Registrar and Transfer Agents, M/s Beetal Financial & Computer Services Private Limited ("**RTA**") in prescribed Form ISR-1 and other forms pursuant to Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021. The Company has sent letters to the members about which folios are incomplete for furnishing the required details under aforesaid SEBI Circular.

7. As per Regulation 40 of SEBI LODR Regulations and SEBI Notification dated January 24, 2022, securities of listed companies can be transferred only in dematerialized form. Further, pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, it has been mandated the listed companies, while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of security certificates/folios and transmission of securities, shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to convert their shareholdings to dematerialized form by submitting a duly filled and signed Form ISR – 4, the format of which is available under "Updation of KYC Details & Compulsory Issue of Shares in Dematerialized Form" Members can contact the RTA at beetalrta@gmail.com for assistance in this regard.

Effective April 1, 2024, SEBI has mandated that the Members, who hold shares in physical mode and whose folios are not updated with any of the KYC details viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend interest or redemption in respect of such folios only in electronic mode

However, SEBI vide its Circular no. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024, removed freezing of Demat Account for non-submission of "Choice of Nomination" for receipt of payment of corporate benefits and service of physical folios. Although, such Members are requested to submit the aforesaid requisite information/documents at the earliest with RTA of the Company at beetalrta@gmail.com.

8. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's website www.almondzglobal.com. Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Request for consolidation of share certificates shall be processed in dematerialized form.

10. Notice of the **32nd AGM** along with Annual Report 2025-26 are being sent to all the Members of the Company, whose names appear on the Register of Members/ record(s) of Depositories as on **Friday, August 28, 2026**. A person who is not a member as on aforesaid date should treat this Notice for information purpose only.

11. Electronic Dispatch of Annual Report and process for Registration of E-Mail Addresses:

In accordance with the guidelines issued under the MCA Circulars and SEBI Circulars, in relation to owing the difficulties involved in dispatching of physical copies of the financial statements (including Directors' Report, Auditor's Report or other Statutory Reports) including other Statutory statements/documents including the Notice of 32nd AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s), unless any Member has requested for a physical copy of the same.

Additionally, pursuant to SEBI Notification No. SEBI/ LAD-NRO/GN/2024/218 dated December 12, 2024 the Company shall dispatch a **"Letter"** with web-link and exact path to access full Annual Report for the financial year 2025-26 to Members and holder of non-convertible securities, who have not registered their email address with the RTA.

Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.almondzglobal.com, 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 and on the website of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com

12. Procedure for inspection of documents

Members desiring inspection of statutory registers during the AGM or who wish to inspect the relevant documents referred to in the Notice, can send their request on email to secretarial@almondz.com.

13. Procedure to raise Questions / seek Clarifications

a. As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than **5:00 P.M. (IST) Wednesday, September 23, 2026**, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at secretarial@almondz.com and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.

b. Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from **Friday, September 18, 2026 (9:00 A.M. IST) to Wednesday, September 23rd, 2026 (5:00 P.M. IST)** at secretarial@almondz.com from their registered e-mail addresses mentioning their names, folio numbers/demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.

c. Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company from **Friday, September 18, 2026 (9:00 A.M. IST) to Wednesday, September 23rd, 2026 (5:00 P.M. IST)** through e-mail at secretarial@almondz.com and the same will be suitably replied by the Company.

14. SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated August 11, 2023. Which was further updated on December 28, 2023 Pursuant to Master Circular, investors shall first take up a grievance with the Company directly, and escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through ODR Portal at https://smartodr.in/login

15. Process and manner for Members opting for e-Voting is as under:

I. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of CDSL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the AGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.

II. Members are provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.

III. Members who have already cast their vote by remote e-Voting prior to the AGM, will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.

IV. Members of the Company holding shares either in physical form or electronic form, as on the cut-off date of **Wednesday, September 23, 2026**, may cast their vote by remote e-Voting. The remote e-Voting period commences on **Sunday, September 27, 2026 (9:00 A.M. IST)** and will end on **Tuesday, September 29, 2026 (5:00 P.M. IST)**. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, September 23, 2026**.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 11 of the accompanying Notice dated August 24, 2026.

ITEM NO.3

Revision in the Remuneration of Mr. Manoj Kumar Arora (DIN: 06777177) Managing Director of the Company

Based on recommendation of Nomination and Remuneration Committee & Board of Directors and after Considering the Company's improved financial performance, increased scale of operations, the responsibilities and contribution of the Managing Director, and prevailing remuneration levels for managerial personnel in the financial services sector, the Board was of the view that the proposed revision in remuneration is reasonable and commensurate with his role and performance. The remuneration is in line with the Industrial Standards for managerial personnel falling under the same cadre.

In view of fostering continual progress of the Company and in compliance with applicable provisions of the Companies Act, 2013 ('the Act') and in accordance with provisions of Regulation 17(6)(e) and all other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and Nomination and Remuneration Policy of the Company read with applicable provisions and pursuant to recommendation of NRC and approval of Board of Directors, it is proposed to revise remuneration of Mr. Manoj Kumar Arora, Managing Director, for a period effective from April 1, 2026 from existing fixed pay of INR 6,50,000 per month to INR 8,12,500 per month.

In addition to the above, the Managing Director shall be entitled to Company's ESOP Scheme and shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

Further in the event of loss or inadequacy of profits in any financial year during the currency of his tenure, remuneration as set out above, shall be the minimum remuneration payable to Mr. Manoj Kumar Arora, subject to requirements of the applicable provisions as contained in the Act and SEBI LODR Regulations as amended from time to time.

Except Mr. Manoj Kumar Arora, none of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding in the Company.

The Board recommends the resolution as mentioned at item no. 3 above for approval of the Members by way of a Special Resolution.

ITEM NO. 4

Revision in the Remuneration of Mr. Ajay Pratap (DIN: 10805775) Whole Time Director Designated as Director Legal-Corporate Affairs & Company Secretary of the Company

Mr. Ajay Pratap was appointed as Whole time Director of the Company designated as Director Legal-Corporate Affairs & Company Secretary by the Board of Directors as recommended by the Nomination and Remuneration Committed w.e.f., October 11, 2024. The same was subsequently approved by the members on December 24, 2024.

Further as annual appraisal and considering the work done, the progress made it is proposed to revise the remuneration of Mr. Ajay Pratap with effect from April 1, 2026 from existing fixed pay of INR 3,45,000 per month to INR 4,31,260 per month.

In addition to the above, the Whole Time Director shall be entitled to Company's ESOP Scheme and shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

Further in the event of loss or inadequacy of profits in any financial year during the currency of his tenure, remuneration as set out above, shall be the minimum remuneration payable to Mr. Ajay Pratap, subject to requirements of the applicable provisions as contained in the Act and SEBI LODR Regulations as amended from time to time.

Except Mr. Ajay Pratap, none of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding in the Company.

The Board recommends the resolution as mentioned at item no. 4 above for approval of the Members by way of a Special Resolution.

ITEM NO. 5

Revision in the Remuneration of Mr. Rajeev Kumar (DIN: 00270046) Whole Time Director Designated as Director-Finance & CFO of the Company

Mr. Rajeev Kumar was appointed as Wholetime Director of the Company designated Director Finance & CFO by the Board of Directors as recommended by the Nomination and Remuneration Committed w.e.f., May 23, 2026. The same was subsequently approved by the members on July 07, 2026.

Further as annual appraisal and considering the work done, the progress made it is proposed to revise the remuneration of Mr. Rajeev Kumar with effect from April 1, 2026 from existing fixed pay of INR 1,36,160 per month to INR 1,75,000 per month.

In addition to the above, the Whole Time Director shall be entitled to Company's ESOP Scheme and shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

Further in the event of loss or inadequacy of profits in any financial year during the currency of his tenure, remuneration as set out above, shall be the minimum remuneration payable to Mr. Rajeev Kumar, subject to requirements of the applicable provisions as contained in the Act and SEBI LODR Regulations as amended from time to time.

Except Mr. Rajeev Kumar, none of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding in the Company.

The Board recommends the resolution as mentioned at item no. 5 above for approval of the Members by way of a Special Resolution.

Item No. 6

Approve Material Related Party Transactions with Avonmore Capital & Management Services Limited by the Company and its Subsidiaries

Background, details, benefits and justification of the transaction(s):

Pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions provides that all material related party transactions shall require prior approval of the shareholders by way of an ordinary resolution.

Further a transaction with a related party shall be considered as material if aggregate value of transactions to be entered into with related party exceeds 10% of the Annual Consolidated Turnover of a Company as per the last Audited Financial Statements (for companies having Annual Consolidated Turnover up to ' 20,000 crores).

Avonmore Capital & Management Services Limited (ACMS) is parent company of the group and is a Non-Banking Finance Company registered with Reserve Bank of India and engaged in lending and investment activities.

Avonmore Capital & Management Services Limited is one such entity and related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and/ or arrangements and/or transaction ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

Almondz Global Securities Limited (AGSL) and its subsidiaries namely Almondz Global Infra- Consultant Limited (AGICL), North Square Projects Private transactions, Almondz Financial Services Limited (AFSL) and Skiffle Advisory Services Limited (SASL) avails various financial services from ACMS to support its working capital requirements and overall operational efficiency.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with ACMS for an aggregate amount up to Rs. 386.50 crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, ('Circular') has mandated listed companies to follow Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note'). The ISF Note prescribes information to be provided for review by the Audit Committee and Members for approval of material RPTs.

The Management of the Company has provided the Audit Committee with the relevant details as required under the ISF Note and after considering the same, the Audit Committee; subject to prior approval of shareholders has approved and recommended to the Board the said related party transaction as set out in the Resolution at item no.6 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No. 6 pursuant to SEBI Circular No. SEBI/ HO/CFD/ CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2026 and last updated on January 30, 2026, are as follows:

PART-A

Minimum Information of the proposed Material Related Party Transaction

<table>
<tr><th>Particulars of the information</th><th>Information Provided by the Management</th></tr>
<tr><td>A (1) Basic details of the related party</td><td></td></tr>
<tr><td>Name of related party</td><td>Avonmore Capital and Management Services Limited</td></tr>
<tr><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>Nature of business of the related party</td><td>Avonmore Capital & Management Services Limited (ACMS) is a Non-Banking Finance Company registered with Reserve Bank of India and engaged in lending and investment activities.</td></tr>
<tr><td>A (2) Relationship and ownership of the related party</td><td></td></tr>
<tr><td>Relationship between the listed entity and the related party - including nature of its concern (financial or otherwise) and the following:</td><td>Avonmore Capital & Management Services Limited is a Holding Company of the Company.</td></tr>
<tr><td>Shareholding of the listed entity / whether direct or indirect, in the related party</td><td>There is no Shareholding of Almondz Global Securities Limited (Listed Entity) direct or Indirect in the Related Party.</td></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity</td><td>Related Party is a holding Company and having a 54.96% shareholding in listed entity.</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity.</td><td>Direct Shareholding of the related party is 54.96% in the listed entity.</td></tr>
<tr><td>A(3) Details of previous transactions with the related party</td><td></td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td><table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (Rs. In Lacs)</th></tr>
<tr><td>1</td><td>Loan Taken BY AGSL</td><td>1,192.00</td></tr>
<tr><td>2</td><td>Expenses done on behalf of ACMS</td><td>1.79</td></tr>
<tr><td>3</td><td>Professional Charges paid to ACMS</td><td>100.00</td></tr>
<tr><td>4</td><td>Esop Recoverable</td><td>5.11</td></tr>
<tr><td>5</td><td>Interest payable on Loan Taken</td><td>155.70</td></tr>
<tr><td></td><td>Total</td><td>1,454.59</td></tr>
</table></td></tr>
<tr><td>Information provided by the management</td><td>The Company has entered into various arrangements and transactions with the related party during the previous financial year and the current financial year up to the date of this note. The transactions undertaken under the said arrangements primarily comprise receipt of brokerage and depository charges, payment of interest and professional charges, granting and repayment of loans and advances, receipt of loans, and subscription to share capital of the Company, as applicable.
The aforesaid transactions have been entered into in the ordinary course of business and on such terms and conditions as may be mutually agreed between the parties.</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td>Rs. 0.63 lac from April 2026 to June 2026.</td></tr>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>Nil</td></tr>
</table>

<table>
<tr><th>Particulars of the information</th><th colspan="2">Information Provided by the Management</th></tr>
<tr><td>A(4) Amount of the proposed transaction(s)</td><td colspan="2"></td></tr>
<tr><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td colspan="2">Not exceeding Rs. 400 Crore.</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td colspan="2">Yes</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (Considering FY 2025-26 as the immediately preceding Financial Year)</td><td colspan="2">As mentioned in the resolution.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td colspan="2">As mentioned in the resolution.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (Considering FY 2025-26 as the immediately preceding Financial Year) (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td colspan="2">As mentioned in the resolution.</td></tr>
<tr><td rowspan="4">Financial performance of the related party for the immediately preceding financial year:</td><td>Particulars</td><td>FY 2025-26 (Rs. In Lacs)</td></tr>
<tr><td>Turnover</td><td>1079.82</td></tr>
<tr><td>Profit After Tax</td><td>84.72</td></tr>
<tr><td>Net Worth</td><td>18127.11</td></tr>
<tr><td>A(5) Basic details of the proposed transaction</td><td colspan="2"></td></tr>
<tr><td>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)</td><td colspan="2">Borrowing, sale and purchase of securities , Loans and Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services with the Listed entity and its subsidiaries as given in the resolution.</td></tr>
<tr><td>Details of each type of the proposed transaction</td><td colspan="2">Borrowing, sale and purchase of securities , Loans and Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services with the Listed entity and its subsidiaries as given in the resolution.</td></tr>
<tr><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="2">Not exceeding Rs. 386.50 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months</td></tr>
<tr><td>Whether omnibus approval is being sought?</td><td colspan="2">No</td></tr>
<tr><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td colspan="2">Not exceeding Rs.386.50 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.</td></tr>
<tr><td>Any advance paid or received for an arrangement, if any</td><td colspan="2">Nil</td></tr>
<tr><td>The manner of determining the pricing and other commercial terms both included as part of an arrangement and not considered as part of an arrangement</td><td colspan="2">The transaction would be carried out at price generally prevailing in the market.</td></tr>
</table>

Particulars of the information	Information Provided by the Management	
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business, wherever applicable. The transaction(s) will be entered into in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Related Party Transactions. The pricing and other commercial terms of the proposed transaction(s) are comparable with those prevailing in similar transactions with unrelated parties, wherever applicable.	
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Except promoters and common directors of the Company, none of the Directors, Key Managerial Personnel of the AGSL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.	
a. Name of the director / KMP	**Name**	**Designation**
	Ajay Pratap	Whole Time Director designated as Director Legal Corporate Affairs and Company Secretary
	Manoj Kumar Arora	Managing Director
	Surinder Singh Kohli	Independent Director
	Rajkumar Khanna	Independent Director
	Neelu Jain	Independent Director
	Rajeev Kumar	Whole Time Director designated as Director Finance & CFO
b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA	
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	N.A	
Other information relevant for decision making.	NA	
Whether all factors relevant to an Arrangement have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes	
Any other information relevant, if any	Nil	

PART-B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B (1): sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars	Information provided by the Management
1	Name of the Related Party	Avonmore Capital & Management Services Limited
2	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding or other process has been applied for identification Group entities as a counter party for the proposed transaction. The Company benefits through operational synergies, cost optimization, efficient working capital Management, assurance of product/ service quality, utilising the expertise within the Group thereby bringing efficiencies in the businesses to achieve growth objectives, access to and utilization of strong inhouse capabilities. This would drive growth in the Company's business and will enable it to innovate, scale up and pursue growth opportunities in a more focused manner.
3	Basis of determination of price	The pricing/terms of the proposed transaction have been determined on an arm's length basis, taking into consideration the prevailing market conditions, applicable commercial terms and mutual agreement between the parties.

S. No.	Particulars	Information provided by the Management
4	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Nil
	a. Amount of Trade advance	Nil
	b. Tenure	Nil
	c. Whether same is self-liquidating?	Not Applicable

B(2). Transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	The proposed loan shall be provided out of the internal accruals / own funds of AGSL.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Not Applicable, as AGSL is not proposing to incur any financial indebtedness for providing the proposed loan.
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. *Note:* *(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* *(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.*	Not Applicable, as AGSL is not proposing to incur any borrowing for extending the proposed loan
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The proposed loan shall carry interest at the rate of 7-8% per annum, which shall be determined on an arm's length basis, considering the prevailing market rates and applicable regulatory requirements.
5	Maturity / due date	The loan shall be repayable on demand.
6	Repayment schedule & terms	The principal amount along with applicable interest shall be repaid in accordance with the terms and conditions mutually agreed between AGSL & its subsidiaries with ACMS. The repayment shall be made on [monthly/ quarterly/half-yearly/one-time] basis.

S. No.	Particulars of the information	Information provided by the management
7	Whether secured or unsecured?	Unsecured.
8	If secured, the nature of security & security coverage ratio.	Not Applicable, as the proposed loan is unsecured.
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by ACMS for its general corporate purposes, working capital requirements and other lawful business purposes, in accordance with applicable laws and regulatory requirements.

B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the Management
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.*	The proposed investment by ACMS in AGICL shall be made out of the internal accruals / own funds of ACMS.
2.	Where any financial indebtedness is incurred to make investment, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Not Applicable, as ACMS is not proposing to incur any financial indebtedness for making the proposed investment in AGICL.
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3	Purpose for which funds shall be utilized by the investee company	The funds invested by ACMS shall be utilized by AGICL for meeting its business and operational requirements, working capital requirements, business expansion and other general corporate purposes, in accordance with applicable laws and regulatory requirements.
4	Material terms of the proposed transaction	ACMS proposes to make an investment of Rs. 25 crore in AGICL by way of subscription to/acquisition of equity shares of AGICL. The investment shall be made on such terms and conditions as may be mutually agreed between AGSL and AGICL and in accordance with applicable laws and regulatory requirements.

B (5). Transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	The borrowing shall be subject to customary terms and conditions, including timely payment of interest and repayment of principal, compliance with applicable laws and regulatory requirements, and such other customary covenants as may be mutually agreed between the parties.
2	Interest rate (*in terms of numerical value or base rate and applicable spread*)	The proposed borrowing shall carry interest at 7-8 % per annum, as may be mutually agreed between the parties and determined on an arm's length basis.
3	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	The total cost of borrowing shall comprise the applicable interest on the outstanding amount [“No cost other than the applicable interest is proposed to be charged.”]
4	Maturity / due date	The borrowing shall be repayable on demad from the date of disbursement / as per the terms mutually agreed between the parties.
5	Repayment schedule & terms	The principal amount along with applicable interest shall be repaid by AGSL / its subsidiaries in accordance with the agreed repayment schedule. The repayment shall be made **[monthly/quarterly/half-yearly/one-time]**, as mutually agreed between the parties.
6	Whether secured or unsecured	unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable, as the proposed borrowing is unsecured.
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by AGSL / its subsidiaries for their general corporate purposes, working capital requirements, meeting business and operational requirements, and other lawful purposes in the ordinary course of business, subject to applicable laws and regulatory requirements.

PART-C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any*	Except of AGSL & AGICL, there is no SO Rating or Credit Enhancement Rating for other companies. For AGSL Rating issued by CARE edge Rating is CARE BBB-; Stable and for AGICL Rating issued by CARE edge Rating is CARE BBB-; Stable.
2	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	The related party has not committed any default in respect of borrowings from the Company or any other person during the last three financial years. There is no subsisting default as on the date of this disclosure
	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	The account(s) of the related party have not been classified as a Non-Performing Asset (NPA) by any of its bankers and no such status is currently subsisting.

S. No.	Particulars of the information	Information provided by the management
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	The related party has not been declared a "wilful defaulter" by any of its bankers and no such status is currently subsisting.
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	The related party is not undergoing and has not made any application for commencement of insolvency resolution process or liquidation proceedings.
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	The related party, not being an MSME, does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.
	FY 2025-26	Nil
	FY 2024-25	Nil
	FY 2023-24	Nil

C (4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th colspan="4">Information provided by the management</th></tr>
<tr><td rowspan="7">1</td><td rowspan="7">Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements
Note: This shall not be applicable to listed banks/ NBFC/insurance companies/housing finance companies.</td><td colspan="4">The Debt to Equity Ratio of AGSL / its relevant subsidiary, based on the latest audited financial statements of March 2026, before the proposed transaction and after the proposed borrowing.:</td></tr>
<tr><td>Name of Listed Entity</td><td>Name of Related Party</td><td>Before the proposed transaction</td><td>After the proposed borrowing</td></tr>
<tr><td>Almondz Global Securities Ltd</td><td>Avonmore Capital & Management Services Ltd</td><td>0.17</td><td>0.33</td></tr>
<tr><td>Almondz Global Infra- Consultant Limited</td><td>Avonmore Capital & Management Services Ltd</td><td>0.09</td><td>0.56</td></tr>
<tr><td>Almondz Financial Services Limited</td><td>Avonmore Capital & Management Services Ltd</td><td>-</td><td>0.21</td></tr>
<tr><td>North Square Projects Private Limited</td><td>Avonmore Capital & Management Services Ltd</td><td>0.01</td><td>0.08</td></tr>
<tr><td>Skiffle Advisory Services Limited</td><td>Avonmore Capital & Management Services Ltd</td><td>-</td><td>1.85</td></tr>
<tr><td></td><td>a. Before transaction</td><td colspan="4">As mentioned above</td></tr>
<tr><td></td><td>b. After transaction</td><td colspan="4">As mentioned above</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th colspan="4">Information provided by the management</th></tr>
<tr><td rowspan="7">2</td><td rowspan="7">Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements

Note: This shall not be applicable to listed banks/ NBFC/insurance companies/ housing finance companies.</td><td colspan="4">The Debt Service Coverage Ratio of AGSL/ its relevant subsidiary, based on the latest audited financial statements of March 2026, before the proposed transaction and after the proposed borrowing.</td></tr>
<tr><td>Name of Listed Entity</td><td>Name of Related Party</td><td>Before the proposed transaction</td><td>After the proposed borrowing</td></tr>
<tr><td>Almondz Global Securities Ltd</td><td>Avonmore Capital & Management Services Ltd</td><td>1.56</td><td>1.14</td></tr>
<tr><td>Almondz Global Infra- Consultant Limited</td><td>Avonmore Capital & Management Services Ltd</td><td>2.52</td><td>1.10</td></tr>
<tr><td>Almondz Financial Services Limited</td><td>Avonmore Capital & Management Services Ltd</td><td>-</td><td>1.26</td></tr>
<tr><td>North Square Projects Private Limited</td><td>Avonmore Capital & Management Services Ltd</td><td>2.28</td><td>1.15</td></tr>
<tr><td>Skiffle Advisory Services Limited</td><td>Avonmore Capital & Management Services Ltd</td><td>-</td><td>2.74</td></tr>
<tr><td></td><td>a. Before transaction</td><td colspan="4">As mentioned above</td></tr>
<tr><td></td><td>b. After transaction</td><td colspan="4">As mentioned above</td></tr>
</table>

Other Information related to Material Related Party Transaction

S. No.	Particulars of the information	Information provided by the Management
1	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The proposed transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business, wherever applicable. The transaction(s) will be entered into in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Related Party Transactions. The pricing and other commercial terms of the proposed transaction(s) are comparable with those prevailing in similar transactions with unrelated parties, wherever applicable.
2	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the Certificate issued by the Managing Director & the Chief Financial Officer of the Company, as required under the RPT Industry Standards
3	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The proposal for the material RPT has been approved by the Audit Committee and recommended by the Board of Directors for Members' approval.
4	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
5	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	All such information as is necessary for the Members to make informed decisions has been provided to them in this Notice
6	Any other information that may be relevant	Not Applicable

Item No. 7

APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH ALMONDZ FINANZ LIMITED BY THE COMPANY AND ITS SUBSIDIARIES

Background, details, benefits and justification of the transaction(s):

Pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions provides that all material related party transactions shall require prior approval of the shareholders by way of an ordinary resolution.

Further a transaction with a related party shall be considered as material if aggregate value of transactions to be entered into with related party exceeds 10% of the Annual Consolidated Turnover of a Company as per the last Audited Financial Statements (for companies having Annual Consolidated Turnover up to ' 20,000 crores).

Almondz Finanz Limited is a Non-Banking Finance Company registered with Reserve Bank of India and engaged in lending and investment activities.

Almondz Finanz Limited is one such entity and related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and/ or arrangements and/or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

Almondz Global Securities Limited (AGSL) and Almondz Global Infra- Consultant Limited avails various financial services from Almondz Finanz Limited (AFL) to support its working capital requirements and overall operational efficiency.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with AFL for an aggregate amount up to Rs. 315 crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, ('Circular') has mandated listed companies to follow Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note'). The ISF Note prescribes information to be provided for review by the Audit Committee and Members for approval of material RPTs.

The Management of the Company has provided the Audit Committee with the relevant details as required under the ISF Note and after considering the same, the Audit Committee; subject to prior approval of shareholders has approved and recommended to the Board the said related party transaction as set out in the Resolution at item no.7 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No. 7 pursuant to SEBI Circular No. SEBI/ HO/CFD/ CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2026 and last updated on January 30, 2026, are as follows:

PART-A

Minimum Information of the proposed Material Related Party Transaction

Particulars of the information	Information Provided by the Management
A (1) Basic details of the related party	
Name of related party	Almondz Finanz Limited
Country of incorporation of the related party	India
Nature of business of the related party	Almondz Finanz Limited (AFL) is a Non-Banking Finance Company registered with Reserve Bank of India and engaged in lending activities.
A (2) Relationship and ownership of the related party	
Relationship between the listed entity and the related party - including nature of its concern (financial or otherwise) and the following:	Almondz Finanz Limited (AFL) is a Sister concern Company of the Company.
Shareholding of the listed entity / whether direct or indirect, in the related party	There is no Shareholding of Almondz Global Securities Limited (Listed Entity) direct or Indirect in the Related Party.
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity	Related Party is a sister concern of AGSL and having a Nil shareholding in listed entity.
Shareholding of the related party, whether direct or indirect, in the listed entity.	Nil

<table>
<tr><th>Particulars of the information</th><th colspan="3">Information Provided by the Management</th></tr>
<tr><td>A(3) Details of previous transactions with the related party</td><td colspan="3"></td></tr>
<tr><td rowspan="7">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>S. No.</td><td>Nature of Transactions</td><td>FY 2025-26 (Rs. In Lacs)</td></tr>
<tr><td>1</td><td>Loan Given</td><td>3,255.00</td></tr>
<tr><td>2</td><td>Expenses DONE ON BEHALF OF AFL</td><td>1.66</td></tr>
<tr><td>3</td><td>Professional Charges PAID</td><td>100.00</td></tr>
<tr><td>4</td><td>Sale of Equity Shares of AGICL TO AFL</td><td>1,857.01</td></tr>
<tr><td>5</td><td>Interest Receivable on Loan Given</td><td>7.74</td></tr>
<tr><td></td><td>Total</td><td>5,221.41</td></tr>
<tr><td>Information provided by the management</td><td colspan="3">The Company has entered into various arrangements and transactions with the related party during the previous financial year and the current financial year up to the date of this note. The transactions undertaken under the said arrangements primarily comprise receipt of brokerage and depository charges, payment of interest and professional charges, granting and repayment of advances, receipt of loans, and subscription to share capital of the Company, as applicable.
The aforesaid transactions have been entered into in the ordinary course of business and on such terms and conditions as may be mutually agreed between the parties.</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td colspan="3">Rs. 2,974.55 In lacs for a period from April 2026 to June 2026.</td></tr>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td colspan="3">Nil</td></tr>
<tr><td>A(4) Amount of the proposed transaction(s)</td><td colspan="3"></td></tr>
<tr><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td colspan="3">Not exceeding Rs. 315 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td colspan="3">Yes</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (Considering FY 2025-26 as the immediately preceding Financial Year)</td><td colspan="3">As mentioned in the resolution.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td colspan="3">As mentioned in the resolution.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (Considering FY 2025-26 as the immediately preceding Financial Year) (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td colspan="3">As mentioned in the resolution.</td></tr>
</table>

<table>
<tr><th>Particulars of the information</th><th colspan="2">Information Provided by the Management</th></tr>
<tr><td rowspan="4">Financial performance of the related party for the immediately preceding financial year:</td><td>Particulars</td><td>FY 2025-26 (Rs. In Lacs)</td></tr>
<tr><td>Turnover</td><td>623.10</td></tr>
<tr><td>Profit After Tax</td><td>231.67</td></tr>
<tr><td>Net Worth</td><td>5200.16</td></tr>
<tr><td>A(5) Basic details of the proposed transaction</td><td colspan="2"></td></tr>
<tr><td>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)</td><td colspan="2">Borrowing, sale and purchase of securities and Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services with the Listed entity as given in the resolution.</td></tr>
<tr><td>Details of each type of the proposed transaction</td><td colspan="2">Borrowing, sale and purchase of securities and Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services with the Listed entity as given in the resolution.</td></tr>
<tr><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="2">From 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.</td></tr>
<tr><td>Whether omnibus approval is being sought?</td><td colspan="2">No</td></tr>
<tr><td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td colspan="2">Not exceeding Rs. 315 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.</td></tr>
<tr><td>Any advance paid or received for an arrangement, if any</td><td colspan="2">Nil</td></tr>
<tr><td>The manner of determining the pricing and other commercial terms both included as part of an arrangement and not considered as part of an arrangement</td><td colspan="2">The transaction would be carried out at price generally prevailing in the market.</td></tr>
<tr><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td colspan="2">The proposed transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business, wherever applicable. The transaction(s) will be entered into in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Related Party Transactions. The pricing and other commercial terms of the proposed transaction(s) are comparable with those prevailing in similar transactions with unrelated parties, wherever applicable.</td></tr>
<tr><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td colspan="2">Except promoters and common directors of the Company, none of the Directors, Key Managerial Personnel of the AGSL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</td></tr>
<tr><td rowspan="7">a. Name of the director / KMP</td><td>Name</td><td>Designation</td></tr>
<tr><td>Ajay Pratap</td><td>Whole Time Director designated as Director Legal Corporate Affairs and Company Secretary</td></tr>
<tr><td>Manoj Kumar Arora</td><td>Managing Director</td></tr>
<tr><td>Surinder Singh Kohli</td><td>Independent Director</td></tr>
<tr><td>Rajkumar Khanna</td><td>Independent Director</td></tr>
<tr><td>Neelu Jain</td><td>Independent Director</td></tr>
<tr><td>Rajeev Kumar</td><td>Whole Time Director designated as Director Finance & CFO</td></tr>
<tr><td>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</td><td colspan="2">NA</td></tr>
</table>

Particulars of the information	Information Provided by the Management
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	N.A
Other information relevant for decision making.	NA
Whether all factors relevant to an Arrangement have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
Any other information relevant, if any	Nil

PART-B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B (1): sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars	Information provided by the Management
1	Name of the Related Party	Almondz Finanz Limited
2	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Not Applicable, as the proposed transaction does not involve any bidding process. The transaction is proposed to be entered into with the related party in the ordinary course of business.
3	Basis of determination of price	The pricing/terms of the proposed transaction have been determined on an arm's length basis, taking into consideration the prevailing market conditions, applicable commercial terms and mutual agreement between the parties.
4	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Nil
	a. Amount of Trade advance	Nil
	b. Tenure	Nil
	c. Whether same is self-liquidating?	Not Applicable

B(2). Transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	The proposed loan shall be provided out of the internal accruals / own funds of AGSL & AGICL.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Not Applicable, as AGSL & AGICL is not proposing to incur any financial indebtedness for providing the proposed loan.
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA

S. No.	Particulars of the information	Information provided by the management
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. *Note:* *(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* *(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.*	Not Applicable, as AGSL & AGICL is not proposing to incur any borrowing for extending the proposed loan
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The proposed loan shall carry interest at the rate of 7-8% per annum, which shall be determined on an arm's length basis, considering the prevailing market rates and applicable regulatory requirements.
5	Maturity / due date	The loan shall be repayable on demand.
6	Repayment schedule & terms	The principal amount along with applicable interest shall be repaid in accordance with the terms and conditions mutually agreed between AGSL & its subsidiaries with AFL. The repayment shall be made on [monthly/ quarterly/half-yearly/one-time] basis.
7	Whether secured or unsecured?	Unsecured.
8	If secured, the nature of security & security coverage ratio.	Not Applicable, as the proposed loan is unsecured.
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by AFL for its general corporate purposes, working capital requirements and other lawful business purposes, in accordance with applicable laws and regulatory requirements.

B (5). Transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	The borrowing shall be subject to customary terms and conditions, including timely payment of interest and repayment of principal, compliance with applicable laws and regulatory requirements, and such other customary covenants as may be mutually agreed between the parties**.**
2	Interest rate (*in terms of numerical value or base rate and applicable spread*)	The proposed borrowing shall carry interest at 7-8 % per annum, as may be mutually agreed between the parties and determined on an arm's length basis.
3	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	The total cost of borrowing shall comprise the applicable interest on the outstanding amount [“No cost other than the applicable interest is proposed to be charged.”]
4	Maturity / due date	The borrowing shall be repayable on demand from the date of disbursement / as per the terms mutually agreed between the parties.
5	Repayment schedule & terms	The principal amount along with applicable interest shall be repaid by AGSL in accordance with the agreed repayment schedule. The repayment shall be made **[monthly/quarterly/half-yearly/one-time]**, as mutually agreed between the parties.
6	Whether secured or unsecured	unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable, as the proposed borrowing is unsecured**.**
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by AGSL for their general corporate purposes, working capital requirements, meeting business and operational requirements, and other lawful purposes in the ordinary course of business, subject to applicable laws and regulatory requirements.

PART-C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any*	AGSL Rating issued by CARE edge Rating is CARE BBB-; Stable.
2	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	The related party has not committed any default in respect of borrowings from the Company or any other person during the last three financial years. There is no subsisting default as on the date of this disclosure
	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	The account(s) of the related party have not been classified as a Non-Performing Asset (NPA) by any of its bankers and no such status is currently subsisting.
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	The related party has not been declared a “wilful defaulter” by any of its bankers and no such status is currently subsisting.
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	The related party is not undergoing and has not made any application for commencement of insolvency resolution process or liquidation proceedings.
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	The related party, not being an MSME, does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.
	FY 2025-26	Nil
	FY 2024-25	Nil
	FY 2023-24	Nil

C (4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th colspan="4">Information provided by the management</th></tr>
<tr><td rowspan="4">1</td><td rowspan="4">Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements
Note: This shall not be applicable to listed banks/ NBFC/insurance companies/housing finance companies.</td><td colspan="4">The Debt to Equity Ratio of AGSL / its relevant subsidiary, based on the latest audited financial statements of March 2026, before the proposed transaction and after the proposed borrowing.:</td></tr>
<tr><td>Name of Listed Entity</td><td>Name of Related Party</td><td>Before the proposed transaction</td><td>After the proposed borrowing</td></tr>
<tr><td>Almondz Global Securities Ltd</td><td>Almondz Finanz Limited</td><td>0.17</td><td>0.33</td></tr>
<tr><td>Almondz Global Infra- Consultant Limited</td><td>Almondz Finanz Limited</td><td>0.09</td><td>0.28</td></tr>
<tr><td></td><td>a. Before transaction</td><td colspan="4">As mentioned above</td></tr>
<tr><td></td><td>b. After transaction</td><td colspan="4">As mentioned above</td></tr>
<tr><td rowspan="4">2</td><td rowspan="4">Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements
Note: This shall not be applicable to listed banks/ NBFC/insurance companies/ housing finance companies.</td><td colspan="4">The Debt Service Coverage Ratio of AGSL of AGSL / its relevant subsidiary, based on the latest audited financial statements of March 2026, before the proposed transaction and after the proposed borrowing.</td></tr>
<tr><td>Name of Listed Entity</td><td>Name of Related Party</td><td>Before the proposed transaction</td><td>After the proposed borrowing</td></tr>
<tr><td>Almondz Global Securities Ltd</td><td>Almondz Finanz Limited</td><td>1.56</td><td>1.14</td></tr>
<tr><td>Almondz Global Infra- Consultant Limited</td><td>Almondz Finanz Limited</td><td>2.52</td><td>2.26</td></tr>
<tr><td></td><td>a. Before transaction</td><td colspan="4">As mentioned above</td></tr>
<tr><td></td><td>b. After transaction</td><td colspan="4">As mentioned above</td></tr>
</table>

Other Information related to Material Related Party Transaction

S. No.	Particulars of the information	Information provided by the Management
1	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The proposed transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business, wherever applicable. The transaction(s) will be entered into in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Related Party Transactions. The pricing and other commercial terms of the proposed transaction(s) are comparable with those prevailing in similar transactions with unrelated parties, wherever applicable.
2	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the Certificate issued by the Managing Director & the Chief Financial Officer of the Company, as required under the RPT Industry Standards.
3	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The proposal for the material RPT has been approved by the Audit Committee and recommended by the Board of Directors for Members' approval.

S. No.	Particulars of the information	Information provided by the Management
4	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable.
5	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	All such information as is necessary for the Members to make informed decisions has been provided to them in this Notice.
6	Any other information that may be relevant	Not Applicable

Item No. 8

APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH ANEMONE HOLDINGS PRIVATE LIMITED BY THE COMPANY AND ITS SUBSIDIARIES

Background, details, benefits and justification of the transaction(s):

Pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions provides that all material related party transactions shall require prior approval of the shareholders by way of an ordinary resolution.

Further a transaction with a related party shall be considered as material if aggregate value of transactions to be entered into with related party exceeds 10% of the Annual Consolidated Turnover of a Company as per the last Audited Financial Statements (for companies having Annual Consolidated Turnover up to ' 20,000 crores).

Anemone Holdings Private Limited (AHPL) is a private limited company registered under Companies Act 1956/2013 and engaged in lending and investment activities in the group companies.

Anemone Holdings Private Limited is one such entity and related party within the meaning of Regulation 2(1) (zb) of the 22 Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and/ or arrangements and/or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

Almondz Global Securities Limited (AGSL) avails various financial services from Anemone Holdings Private Limited (AHPL) to support its working capital requirements and overall operational efficiency.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with AHPL for an aggregate amount up to Rs. 125 crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.

The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, ('Circular') has mandated listed companies to follow Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note'). The ISF Note prescribes information to be provided for review by the Audit Committee and Members for approval of material RPTs.

The Management of the Company has provided the Audit Committee with the relevant details as required under the ISF Note and after considering the same, the Audit Committee; subject to prior approval of shareholders has approved and recommended to the Board the said related party transaction as set out in the Resolution at item no.8 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No. 8 pursuant to SEBI Circular No. SEBI/ HO/CFD/ CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2026 and last updated on January 30, 2026, are as follows:

PART-A

Minimum Information of the proposed Material Related Party Transaction

Particulars of the information	Information Provided by the Management
A (1) Basic details of the related party	
Name of related party	Anemone Holdings Private Limited
Country of incorporation of the related party	India
Nature of business of the related party	Anemone Holdings Private Limited (AHPL) is a private limited company registered under Companies Act 1956/2013 and engaged in lending and investment activities in the group companies
A (2) Relationship and ownership of the related party	
Relationship between the listed entity and the related party - including nature of its concern (financial or otherwise) and the following:	Anemone Holdings Private Limited (AHPL) is a Sister concern Company of the Company.
Shareholding of the listed entity / whether direct or indirect, in the related party	There is no Shareholding of Almondz Global Securities Limited (Listed Entity) direct or Indirect in the Related Party.
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity	Related Party is a sister concern of AGSL and having a Nil shareholding in listed entity.
Shareholding of the related party, whether direct or indirect, in the listed entity.	Nil
A(3) Details of previous transactions with the related party	
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	**S. No.** / **Nature of Transactions** / **FY 2025-26 (Rs. In Lacs)** 1 / Expenses done on behalf / 0.17 **Total** / **0.17**
Information provided by the management	The Company has entered into various arrangements and transactions with the related party during the previous financial year and the current financial year up to the date of this note. The transactions undertaken under the said arrangements primarily comprise Reimbursement of expense of the Company, as applicable. The aforesaid transactions have been entered into in the ordinary course of business and on such terms and conditions as may be mutually agreed between the parties.
Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Nil
Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	Nil
A(4) Amount of the proposed transaction(s)	
Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	not exceeding Rs. 125 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes

<table>
<tr><th>Particulars of the information</th><th colspan="2">Information Provided by the Management</th></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (Considering FY 2025-26 as the immediately preceding Financial Year)</td><td colspan="2">As mentioned in the resolution.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td colspan="2">As mentioned in the resolution.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (Considering FY 2025-26 as the immediately preceding Financial Year) (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td colspan="2">As mentioned in the resolution.</td></tr>
<tr><td rowspan="4">Financial performance of the related party for the immediately preceding financial year:</td><td>Particulars</td><td>FY 2025-26 (Rs. In Lacs)</td></tr>
<tr><td>Turnover</td><td>535.21</td></tr>
<tr><td>Profit After Tax</td><td>346.85</td></tr>
<tr><td>Net Worth</td><td>11,235.12</td></tr>
<tr><td>A(5) Basic details of the proposed transaction</td><td colspan="2"></td></tr>
<tr><td>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)</td><td colspan="2">Borrowing, sale and purchase of securities, Loans and Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services with the Listed entity as given in the resolution.</td></tr>
<tr><td>Details of each type of the proposed transaction</td><td colspan="2">Borrowing, sale and purchase of securities, Loans and Payment/receipt of professional fees for consultancy, advisory, legal, secretarial and other services with the Listed entity as given in the resolution.</td></tr>
<tr><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="2">to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.</td></tr>
<tr><td>Whether omnibus approval is being sought?</td><td colspan="2">No</td></tr>
<tr><td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td colspan="2">Not exceeding of Rs. 125 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.</td></tr>
<tr><td>Any advance paid or received for an arrangement, if any</td><td colspan="2">Nil</td></tr>
<tr><td>The manner of determining the pricing and other commercial terms both included as part of an arrangement and not considered as part of an arrangement</td><td colspan="2">The transaction would be carried out at price generally prevailing in the market.</td></tr>
<tr><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td colspan="2">The proposed transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business, wherever applicable. The transaction(s) will be entered into in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Related Party Transactions. The pricing and other commercial terms of the proposed transaction(s) are comparable with those prevailing in similar transactions with unrelated parties, wherever applicable.</td></tr>
</table>

Particulars of the information	Information Provided by the Management	
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Except promoters and common directors of the Company, none of the Directors, Key Managerial Personnel of the AGSL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.	
a. Name of the director / KMP	**Name**	**Designation**
	Ajay Pratap	Whole Time Director designated as Director Legal Corporate Affairs & Company Secretary
	Manoj Kumar Arora	Managing Director
	Surinder Singh Kohli	Independent Director
	Rajkumar Khanna	Independent Director
	Neelu Jain	Independent Director
	Rajeev Kumar	Whole Time Director designated as Director-Finance & CFO
b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA	
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	N.A	
Other information relevant for decision making.	NA	
Whether all factors relevant to an Arrangement have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes	
Any other information relevant, if any	Nil	

PART-B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B (1): sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars	Information provided by the Management
1	Name of the Related Party	Anemone Holdings Private Limited
2	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Not Applicable, as the proposed transaction does not involve any bidding process. The transaction is proposed to be entered into with the related party in the ordinary course of business.
3	Basis of determination of price	The pricing/terms of the proposed transaction have been determined on an arm's length basis, taking into consideration the prevailing market conditions, applicable commercial terms and mutual agreement between the parties.
4	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Nil
	a. Amount of Trade advance	Nil
	b. Tenure	Nil
	c. Whether same is self-liquidating?	Not Applicable

B(2). Transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	The proposed loan shall be provided out of the internal accruals / own funds of AGSL.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Not Applicable, as AGSL is not proposing to incur any financial indebtedness for providing the proposed loan.
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. *Note:* *(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* *(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.*	Not Applicable, as AGSL is not proposing to incur any borrowing for extending the proposed loan
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The proposed loan shall carry interest at the rate of 7% to 8% per annum, which shall be determined on an arm's length basis, considering the prevailing market rates and applicable regulatory requirements.
5	Maturity / due date	The loan shall be repayable on demand
6	Repayment schedule & terms	The principal amount along with applicable interest shall be repaid by AHPL in accordance with the terms and conditions mutually agreed between AGSL and AHPL The repayment shall be made on [monthly/quarterly/half-yearly/ one-time] basis.
7	Whether secured or unsecured?	Unsecured.
8	If secured, the nature of security & security coverage ratio.	Not Applicable, as the proposed loan is unsecured.
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by AHPL for its general corporate purposes, working capital requirements and other lawful business purposes, in accordance with applicable laws and regulatory requirements.

B (5). Transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	The borrowing shall be subject to customary terms and conditions, including timely payment of interest and repayment of principal, compliance with applicable laws and regulatory requirements, and such other customary covenants as may be mutually agreed between the parties.
2	Interest rate (*in terms of numerical value or base rate and applicable spread*)	The proposed borrowing shall carry interest at 7 % per annum as may be mutually agreed between the parties and determined on an arm's length basis.
3	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	The total cost of borrowing shall comprise the applicable interest on the outstanding amount "No cost other than the applicable interest is proposed to be charged."
4	Maturity / due date	The borrowing shall be repayable on demand from the date of disbursement / as per the terms mutually agreed between the parties.
5	Repayment schedule & terms	The principal amount along with applicable interest shall be repaid by AGSL in accordance with the agreed repayment schedule. The repayment shall be made **[monthly/quarterly/half-yearly/one-time]**, as mutually agreed between the parties.
6	Whether secured or unsecured	unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable, as the proposed borrowing is unsecured.
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by AGSL for their general corporate purposes, working capital requirements, meeting business and operational requirements, and other lawful purposes in the ordinary course of business, subject to applicable laws and regulatory requirements.

PART-C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any*	Not Applicable
2	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	The related party has not committed any default in respect of borrowings from the Company or any other person during the last three financial years. There is no subsisting default as on the date of this disclosure
	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	The account(s) of the related party have not been classified as a Non-Performing Asset (NPA) by any of its bankers and no such status is currently subsisting.

S. No.	Particulars of the information	Information provided by the management
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	The related party has not been declared a "wilful defaulter" by any of its bankers and no such status is currently subsisting.
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	The related party is not undergoing and has not made any application for commencement of insolvency resolution process or liquidation proceedings.
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	The related party, not being an MSME, does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.
	FY 2025-26	Nil
	FY 2024-25	Nil
	FY 2023-24	Nil

C (4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/ NBFC/insurance companies/housing finance companies.*	The Debt to Equity Ratio of AGSL based on the latest audited financial statements, is 0.17 times before the proposed transaction and is expected to be 0.33 times after the proposed borrowing.
	a. Before transaction	0.17 times
	b. After transaction	0.33 times
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/ NBFC/insurance companies/ housing finance companies.*	The Debt Service Coverage Ratio of AGSL based on the latest audited financial statements, is 1.56 times before the proposed transaction and is expected to be 1.14 times after the proposed borrowing.
	a. Before transaction	1.56 times
	b. After transaction	1.14 times

Other Information related to Material Related Party Transaction

S. No.	Particulars of the information	Information provided by the Management
1	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The proposed transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business, wherever applicable. The transaction(s) will be entered into in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Related Party Transactions. The pricing and other commercial terms of the proposed transaction(s) are comparable with those prevailing in similar transactions with unrelated parties, wherever applicable.

S. No.	Particulars of the information	Information provided by the Management
2	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the Certificate issued by the Managing Director & the Chief Financial Officer of the Company, as required under the RPT Industry Standards
3	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The proposal for the material RPT has been approved by the Audit Committee and recommended by the Board of Directors for Members' approval.
4	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
5	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	All such information as is necessary for the Members to make informed decisions has been provided to them in this Notice
6	Any other information that may be relevant	Not Applicable

ITEM NO. 9:

Approve Material Related Party Transactions with Almondz Global Infra-Consultant Limited by the Company and its subsidiaries

Background, details, benefits and justification of the transaction(s):

Pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions provides that all material related party transactions shall require prior approval of the shareholders by way of an ordinary resolution.

Further a transaction with a related party shall be considered as material if aggregate value of transactions to be entered into with related party exceeds 10% of the Annual Consolidated Turnover of a Company as per the last Audited Financial Statements (for companies having Annual Consolidated Turnover up to ' 20,000 crores).

Almondz Global Infra Consultant Limited (AGICL) is one such entity and related party within the meaning of Regulation 2(1) (zb) of the 22 Listing Regulations with which the Company and its subsidiaries keep on entering into contract.

AGICL avails various financial services from AGSL to support its working capital requirements and overall operational efficiency of the Company.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with AGICL for an aggregate amount up to Rs. 175 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, ('Circular') has mandated listed companies to follow Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note'). The ISF Note prescribes information to be provided for review by the Audit Committee and Members for approval of material RPTs.

The Management of the Company has provided the Audit Committee with the relevant details as required under the ISF Note and after considering the same, the Audit Committee; subject to prior approval of shareholders has approved and recommended to the Board the said related party transaction as set out in the Resolution at item no.9 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No.9 pursuant to SEBI Circular No. SEBI/ HO/CFD/ CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2026 and last updated on January 30, 2026, are as follows:

PART-A

Minimum Information of the proposed Material Related Party Transaction

<table>
<tr><th>Particulars of the information</th><th>Information Provided by the Management</th></tr>
<tr><td>A (1) Basic details of the related party</td><td></td></tr>
<tr><td>Name of related party</td><td>Almondz Global Infra-Consultant Limited</td></tr>
<tr><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>Nature of business of the related party</td><td>Almondz Global Infra-Consultant Limited (AGICL) is a public limited company registered under Companies Act 1956/2013 and engaged in Infrastructure Consultancy services.</td></tr>
<tr><td>A (2) Relationship and ownership of the related party</td><td></td></tr>
<tr><td>Relationship between the listed entity and the related party - including nature of its concern (financial or otherwise) and the following:</td><td>Almondz Global Infra-Consultant Limited (AGICL) is a Subsidiary Company of the Company.</td></tr>
<tr><td>Shareholding of the listed entity / whether direct or indirect, in the related party</td><td>58.51% shares are hold by Almondz Global Securities Limited (Listed Entity) direct in the Related Party.</td></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity</td><td>Related Party is a subsidiary Company of AGSL and having a Nil shareholding in listed entity.</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity.</td><td>Nil</td></tr>
<tr><td>A(3) Details of previous transactions with the related party</td><td></td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td><table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (Rs. In Lacs)</th></tr>
<tr><td>1</td><td>Sale of Equity shares of AGICL</td><td>599.18</td></tr>
<tr><td>2</td><td>Professional Charges paid</td><td>1,025.74</td></tr>
<tr><td>3</td><td>Expenses done on behalf</td><td>1.57</td></tr>
<tr><td></td><td>Total</td><td>1,626.50</td></tr>
</table></td></tr>
<tr><td>Information provided by the management</td><td>The Company has entered into various arrangements and transactions with the related party during the previous financial year and the current financial year up to the date of this note. The transactions undertaken under the said arrangements primarily comprise receipt of brokerage and depository charges, payment of interest and professional charges, granting and repayment of advances, receipt of loans, and subscription to share capital of the Company, as applicable.
The aforesaid transactions have been entered into in the ordinary course of business and on such terms and conditions as may be mutually agreed between the parties.</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td>Rs. 1,534.32 In lacs from April 2026 to June 2026.</td></tr>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>Nil</td></tr>
<tr><td>A(4) Amount of the proposed transaction(s)</td><td></td></tr>
<tr><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>not exceeding Rs. 175 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months</td></tr>
</table>

<table>
<tr><th>Particulars of the information</th><th colspan="2">Information Provided by the Management</th></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td colspan="2">Yes</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (Considering FY 2025-26 as the immediately preceding Financial Year)</td><td colspan="2">As mentioned in the resolution.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td colspan="2">As mentioned in the resolution.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (Considering FY 2025-26 as the immediately preceding Financial Year) (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td colspan="2">As mentioned in the resolution.</td></tr>
<tr><td rowspan="4">Financial performance of the related party for the immediately preceding financial year:</td><td>Particulars</td><td>FY 2025-26 (Rs. In Lacs)</td></tr>
<tr><td>Turnover</td><td>13,053.19</td></tr>
<tr><td>Profit After Tax</td><td>644.73</td></tr>
<tr><td>Net Worth</td><td>5810.13</td></tr>
<tr><td>A(5) Basic details of the proposed transaction</td><td colspan="2"></td></tr>
<tr><td>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)</td><td colspan="2">Borrowing, sale and purchase of securities, Loans , Payment/receipt of professional fees and Investment for consultancy, advisory, legal, secretarial and other services with the Listed entity as given in the resolution.</td></tr>
<tr><td>Details of each type of the proposed transaction</td><td colspan="2">Borrowing, sale and purchase of securities, Loans , Payment/receipt of professional fees and Investment for consultancy, advisory, legal, secretarial and other services with the Listed entity as given in the resolution.</td></tr>
<tr><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="2">to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.</td></tr>
<tr><td>Whether omnibus approval is being sought?</td><td colspan="2">No</td></tr>
<tr><td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td colspan="2">Rs.175 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.</td></tr>
<tr><td>Any advance paid or received for an arrangement, if any</td><td colspan="2">Nil</td></tr>
<tr><td>The manner of determining the pricing and other commercial terms both included as part of an arrangement and not considered as part of an arrangement</td><td colspan="2">The transaction would be carried out at price generally prevailing in the market.</td></tr>
</table>

<table>
<tr><th>Particulars of the information</th><th colspan="2">Information Provided by the Management</th></tr>
<tr><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td colspan="2">The proposed transaction(s) shall be undertaken on an arm’s length basis and in the ordinary course of business, wherever applicable. The transaction(s) will be entered into in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company’s Policy on Related Party Transactions. The pricing and other commercial terms of the proposed transaction(s) are comparable with those prevailing in similar transactions with unrelated parties, wherever applicable.</td></tr>
<tr><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td colspan="2">Except promoters and common directors of the Company, none of the Directors, Key Managerial Personnel of the AGSL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</td></tr>
<tr><td rowspan="7">a. Name of the director / KMP</td><td>Name</td><td>Designation</td></tr>
<tr><td>Ajay Pratap</td><td>Whole Time Director Designated as Director Legal Corporate Affairs & Company Secretary</td></tr>
<tr><td>Manoj Kumar Arora</td><td>Managing Director</td></tr>
<tr><td>Surinder Singh Kohli</td><td>Independent Director</td></tr>
<tr><td>Rajkumar Khanna</td><td>Independent Director</td></tr>
<tr><td>Neelu Jain</td><td>Independent Director</td></tr>
<tr><td>Rajeev Kumar</td><td>Whole Time Director designated as Director-Finance & CFO</td></tr>
<tr><td>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</td><td colspan="2">NA</td></tr>
<tr><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee</td><td colspan="2">N.A</td></tr>
<tr><td>Other information relevant for decision making.</td><td colspan="2">NA</td></tr>
<tr><td>Whether all factors relevant to an Arrangement have been considered, if not, the details of factors not considered with the rationale for not considering those factors</td><td colspan="2">Yes</td></tr>
<tr><td>Any other information relevant, if any</td><td colspan="2">Nil</td></tr>
</table>

PART-B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B (1): sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars	Information provided by the Management
1	Name of the Related Party	Almondz Global Infra-Consultant Limited
2	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Not Applicable, as the proposed transaction does not involve any bidding process. The transaction is proposed to be entered into with the related party in the ordinary course of business.
3	Basis of determination of price	The pricing/terms of the proposed transaction have been determined on an arm’s length basis, taking into consideration the prevailing market conditions, applicable commercial terms and mutual agreement between the parties.
4	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Nil

S. No.	Particulars	Information provided by the Management
	a. Amount of Trade advance	Nil
	b. Tenure	Nil
	c. Whether same is self-liquidating?	Not Applicable

B(2). Transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	The proposed loan shall be provided out of the internal accruals / own funds of AGSL.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Not Applicable, as AGSL is not proposing to incur any financial indebtedness for providing the proposed loan.
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. *Note:* *(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* *(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.*	Not Applicable, as AGSL is not proposing to incur any borrowing for extending the proposed loan
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The proposed loan shall carry interest at the rate of 7% to 8% per annum, which shall be determined on an arm's length basis, considering the prevailing market rates and applicable regulatory requirements.
5	Maturity / due date	The loan shall be repayable on demand.
6	Repayment schedule & terms	The principal amount along with applicable interest shall be repaid by AGICL in accordance with the terms and conditions mutually agreed between AGSL and AGICL The repayment shall be made on [monthly/quarterly/half-yearly/ one-time] basis.
7	Whether secured or unsecured?	Unsecured.
8	If secured, the nature of security & security coverage ratio.	Not Applicable, as the proposed loan is unsecured.
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by AGICL for its general corporate purposes, working capital requirements and other lawful business purposes, in accordance with applicable laws and regulatory requirements.

B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the Management
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.*	The proposed investment by AGSL in AGICL shall be made out of the internal accruals / own funds of AGSL.
2.	Where any financial indebtedness is incurred to make investment, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Not Applicable, as AGSL is not proposing to incur any financial indebtedness for making the proposed investment in AGICL.
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3	Purpose for which funds shall be utilized by the investee company	The funds invested by AGSL shall be utilized by AGICL for meeting its business and operational requirements, working capital requirements, business expansion and other general corporate purposes, in accordance with applicable laws and regulatory requirements.
4	Material terms of the proposed transaction	AGSL proposes to make an investment of Rs. 25 crore in AGICL by way of subscription to/acquisition of equity shares of AGICL. The investment shall be made on such terms and conditions as may be mutually agreed between AGSL and AGICL and in accordance with applicable laws and regulatory requirements.

B (5). Transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	The borrowing shall be subject to customary terms and conditions, including timely payment of interest and repayment of principal, compliance with applicable laws and regulatory requirements, and such other customary covenants as may be mutually agreed between the parties**.**
2	Interest rate (*in terms of numerical value or base rate and applicable spread*)	The proposed borrowing shall carry interest at 7 to 8 % per annum, as may be mutually agreed between the parties and determined on an arm's length basis.
3	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	The total cost of borrowing shall comprise the applicable interest on the outstanding amount ["No cost other than the applicable interest is proposed to be charged."]
4	Maturity / due date	The borrowing shall be repayable on demand from the date of disbursement / as per the terms mutually agreed between the parties.
5	Repayment schedule & terms	The principal amount along with applicable interest shall be repaid by AGSL in accordance with the agreed repayment schedule. The repayment shall be made **[monthly/quarterly/half-yearly/one-time]**, as mutually agreed between the parties.
6	Whether secured or unsecured	unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable, as the proposed borrowing is unsecured**.**
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by AGSL for their general corporate purposes, working capital requirements, meeting business and operational requirements, and other lawful purposes in the ordinary course of business, subject to applicable laws and regulatory requirements.

PART-C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any*	Not Applicable
2	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	The related party has not committed any default in respect of borrowings from the Company or any other person during the last three financial years. There is no subsisting default as on the date of this disclosure
	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	The account(s) of the related party have not been classified as a Non-Performing Asset (NPA) by any of its bankers and no such status is currently subsisting.
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	The related party has not been declared a “wilful defaulter” by any of its bankers and no such status is currently subsisting.
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	The related party is not undergoing and has not made any application for commencement of insolvency resolution process or liquidation proceedings.
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	The related party, not being an MSME, does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.
	FY 2025-26	Nil
	FY 2024-25	Nil
	FY 2023-24	Nil

C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the Management
1	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	Not Applicable, as the proposed investment is by way of equity shares and does not relate to investment in debt securities.
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No specific regulatory approval is required for the proposed investment, subject to compliance with applicable provisions of the Companies Act, 2013, SEBI LODR Regulations and other applicable laws.

C (4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/ NBFC/insurance companies/housing finance companies.*	The Debt to Equity Ratio of AGSL based on the latest audited financial statements, is 0.17 times before the proposed transaction and is expected to be 0.33 times after the proposed borrowing.
	a. Before transaction	0.17 times
	b. After transaction	0.33 times
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/ NBFC/insurance companies/ housing finance companies.*	The Debt Service Coverage Ratio of AGSL based on the latest audited financial statements, is 1.56 times before the proposed transaction and is expected to be 1.14 times after the proposed borrowing.
	a. Before transaction	1.56 times
	b. After transaction	1.14 times

Other Information related to Material Related Party Transaction

S. No.	Particulars of the information	Information provided by the Management
1	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The proposed transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business, wherever applicable. The transaction(s) will be entered into in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Related Party Transactions. The pricing and other commercial terms of the proposed transaction(s) are comparable with those prevailing in similar transactions with unrelated parties, wherever applicable.
2	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the Certificate issued by the Managing Director & the Chief Financial Officer of the Company, as required under the RPT Industry Standards
3	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The proposal for the material RPT has been approved by the Audit Committee and recommended by the Board of Directors for Members' approval.

S. No.	Particulars of the information	Information provided by the Management
4	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
5	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	All such information as is necessary for the Members to make informed decisions has been provided to them in this Notice
6	Any other information that may be relevant	Not Applicable

ITEM NO. 10:

Approve Material Related Party Transactions with Premier Green Innovations Private Limited by the Company and its subsidiaries

Background, details, benefits and justification of the transaction(s):

Pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions provides that all material related party transactions shall require prior approval of the shareholders by way of an ordinary resolution.

Further a transaction with a related party shall be considered as material if aggregate value of transactions to be entered into with related party exceeds 10% of the Annual Consolidated Turnover of a Company as per the last Audited Financial Statements (for companies having Annual Consolidated Turnover up to ' 20,000 crores).

Premier Green Innovations Private Limited (PGIPL) is one such entity and related party within the meaning of Regulation 2(1) (zb) of the 22 Listing Regulations with which the Company and its subsidiaries keep on entering into contract.

Premier Green Innovations Private Limited (PGIPL) is a private limited company registered under Companies Act 1956/2013 and engaged in the business of distillery and bottling.

PGIPL avails various financial services from North Square Projects Private Limited (NSPL) to support its working capital requirements and overall operational efficiency of the Company.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs between NSPL with PGIPL for an aggregate amount up to Rs. 760 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, ('Circular') has mandated listed companies to follow Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note'). The ISF Note prescribes information to be provided for review by the Audit Committee and Members for approval of material RPTs.

The Management of the Company has provided the Audit Committee with the relevant details as required under the ISF Note and after considering the same, the Audit Committee; subject to prior approval of shareholders has approved and recommended to the Board the said related party transaction as set out in the Resolution at item no.10 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No.10 pursuant to SEBI Circular No. SEBI/ HO/CFD/ CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2026 and last updated on January 30, 2026, are as follows:

PART-A

Minimum Information of the proposed Material Related Party Transaction

<table>
<tr><th>Particulars of the information</th><th colspan="3">Information Provided by the Management</th></tr>
<tr><td>A (1) Basic details of the related party</td><td colspan="3"></td></tr>
<tr><td>Name of related party</td><td colspan="3">Premier Green Innovations Private Limited</td></tr>
<tr><td>Country of incorporation of the related party</td><td colspan="3">India</td></tr>
<tr><td>Nature of business of the related party</td><td colspan="3">Premier Green Innovations Private Limited is a private limited company registered under Companies Act 1956/2013 and engaged in the business of distillery and bottling.</td></tr>
<tr><td>A (2) Relationship and ownership of the related party</td><td colspan="3"></td></tr>
<tr><td>Relationship between the listed entity and the related party - including nature of its concern (financial or otherwise) and the following:</td><td colspan="3">Premier Green Innovations Private Limited (PGIPL) is a associates Company of the Almondz Global Securities Limited. (AGSL).</td></tr>
<tr><td>Shareholding of the listed entity / whether direct or indirect, in the related party</td><td colspan="3">40.89% shares are hold by Almondz Global Securities Limited (Listed Entity) Indirectly in the Related Party.</td></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity</td><td colspan="3">Related Party is an Associates Company of AGSL and having a Nil shareholding in listed entity.</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity.</td><td colspan="3">Nil</td></tr>
<tr><td>A(3) Details of previous transactions with the related party</td><td colspan="3"></td></tr>
<tr><td rowspan="4">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>S. No.</td><td>Nature of Transactions</td><td>FY 2025-26 (Rs. In Lacs)</td></tr>
<tr><td>1</td><td>GST paid against corporate guarantee</td><td>2.75</td></tr>
<tr><td>2</td><td>Professional fee (income) of North</td><td>0.06</td></tr>
<tr><td></td><td>Total</td><td>2.81</td></tr>
<tr><td>Information provided by the management</td><td colspan="3">The Company has entered into various arrangements and transactions with the related party during the previous financial year and the current financial year up to the date of this note. The transactions undertaken under the said arrangements primarily comprise payment of interest and professional charges, granting and repayment of advances, receipt of loans, and subscription to share capital of the Company, as applicable.
The aforesaid transactions have been entered into in the ordinary course of business and on such terms and conditions as may be mutually agreed between the parties.</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td colspan="3">Rs. 0.06 In lacs from April 2026 to June 2026.</td></tr>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td colspan="3">Nil</td></tr>
<tr><td>A(4) Amount of the proposed transaction(s)</td><td colspan="3"></td></tr>
<tr><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td colspan="3">not exceeding Rs. 760 Crore to be entered from 32^{nd} Annual General Meeting of the Company till 33^{rd} Annual General Meeting of the Company for a period not exceeding fifteen months</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td colspan="3">Yes</td></tr>
</table>

Particulars of the information	Information Provided by the Management
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (Considering FY 2025-26 as the immediately preceding Financial Year)	As mentioned in the resolution.
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	As mentioned in the resolution.
Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (Considering FY 2025-26 as the immediately preceding Financial Year) (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	As mentioned in the resolution.
Financial performance of the related party for the immediately preceding financial year:	**Particulars** — **FY 2025-26 (Rs. In Lacs)** Turnover — 70,764.06 Profit After Tax — 4,032.69 Net Worth — 30,353.99
A(5) Basic details of the proposed transaction	
Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Corporate guarantee and investment by the subsidiary of the Listed entity as given in the resolution.
Details of each type of the proposed transaction	Corporate guarantee and investment by the subsidiary of the Listed entity as given in the resolution.
Tenure of the proposed transaction (tenure in number of years or months to be specified)	to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.
Whether omnibus approval is being sought?	No
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	not exceeding Rs. 760 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.
Any advance paid or received for an arrangement, if any	Nil
The manner of determining the pricing and other commercial terms both included as part of an arrangement and not considered as part of an arrangement	The transaction would be carried out at price generally prevailing in the market.
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business, wherever applicable. The transaction(s) will be entered into in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Related Party Transactions. The pricing and other commercial terms of the proposed transaction(s) are comparable with those prevailing in similar transactions with unrelated parties, wherever applicable.

<table>
<tr><th>Particulars of the information</th><th colspan="2">Information Provided by the Management</th></tr>
<tr><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td colspan="2">Except promoters and common directors of the Company, none of the Directors, Key Managerial Personnel of the AGSL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</td></tr>
<tr><td rowspan="3">a. Name of the director / KMP</td><td>Name</td><td>Designation</td></tr>
<tr><td>Lokesh Kumar Bahri</td><td>Director</td></tr>
<tr><td>Purusottam Mishra</td><td>Director</td></tr>
<tr><td>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</td><td colspan="2">NA</td></tr>
<tr><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee</td><td colspan="2">N.A</td></tr>
<tr><td>Other information relevant for decision making.</td><td colspan="2">NA</td></tr>
<tr><td>Whether all factors relevant to an Arrangement have been considered, if not, the details of factors not considered with the rationale for not considering those factors</td><td colspan="2">Yes</td></tr>
<tr><td>Any other information relevant, if any</td><td colspan="2">Nil</td></tr>
</table>

PART-B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B (3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the Management
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.*	The proposed investment by NSPL in PGIPL shall be made out of the internal accruals / own funds of NSPL.
2.	Where any financial indebtedness is incurred to make investment, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Not Applicable, as NSPL is not proposing to incur any financial indebtedness for making the proposed investment in PGIPL.
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3	Purpose for which funds shall be utilized by the investee company	The funds invested by NSPL shall be utilized by PGIPL for meeting its business and operational requirements, working capital requirements, business expansion and other general corporate purposes, in accordance with applicable laws and regulatory requirements.
4	Material terms of the proposed transaction	NSPL proposes to make an investment of Rs. 25 crore in PGIPL by way of subscription to/acquisition of equity shares of PGIPL. The investment shall be made on such terms and conditions as may be mutually agreed between NSPL and PGIPL and in accordance with applicable laws and regulatory requirements.

ITEM NO. 11:

Approve Material Related Party Transactions with Innovative Money Matters Pvt Ltd and its subsidiaries by the Company its subsidiaries

Background, details, benefits and justification of the transaction(s):

Pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions provides that all material related party transactions shall require prior approval of the shareholders by way of an ordinary resolution.

Further a transaction with a related party shall be considered as material if aggregate value of transactions to be entered into with related party exceeds 10% of the Annual Consolidated Turnover of a Company as per the last Audited Financial Statements (for companies having Annual Consolidated Turnover up to ' 20,000 crores).

Innovative Money Matters Pvt Ltd is a promoter Company and related party within the meaning of Regulation 2(1) (zb) of the 22 Listing Regulations with which the Company and its subsidiaries keep on entering into contract.

Innovative Money Matters Pvt Ltd is a private limited company registered under Companies Act 1956/2013 and engaged in the business of Financial and Related Services.

Innovative Money Matters Pvt Ltd avails various financial services from Almondz Global Securities Limited (AGSL) and Almondz Financial Services Limited (AFSL) to support its working capital requirements and overall operational efficiency of the Company.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs between NSPL with PGIPL for an aggregate amount up to Rs. 100 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, ('Circular') has mandated listed companies to follow Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note'). The ISF Note prescribes information to be provided for review by the Audit Committee and Members for approval of material RPTs.

The Management of the Company has provided the Audit Committee with the relevant details as required under the ISF Note and after considering the same, the Audit Committee; subject to prior approval of shareholders has approved and recommended to the Board the said related party transaction as set out in the Resolution at item no.11 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No.10 pursuant to SEBI Circular No. SEBI/ HO/CFD/ CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2026 and last updated on January 30, 2026, are as follows:

PART-A

Minimum Information of the proposed Material Related Party Transaction

Particulars of the information	**Information Provided by the Management**
A (1) Basic details of the related party	
Name of related party	Innovative Money Matters Private Limited
Country of incorporation of the related party	India
Nature of business of the related party	Innovative Money Matters Private Limited is a private limited company registered under Companies Act 1956/2013 and engaged in the business of Financial and Related Services.
A (2) Relationship and ownership of the related party	
Relationship between the listed entity and the related party - including nature of its concern (financial or otherwise) and the following:	Innovative Money Matters Private Limited is a Promoter Company of the Almondz Global Securities Limited. (AGSL).
Shareholding of the listed entity / whether direct or indirect, in the related party	NIL.
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity	Related Party is a promoter Company of AGSL and having a Nil shareholding in listed entity.
Shareholding of the related party, whether direct or indirect, in the listed entity.	Nil

<table>
<tr><th>Particulars of the information</th><th>Information Provided by the Management</th></tr>
<tr><td>A(3) Details of previous transactions with the related party</td><td></td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td><table><tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (Rs. In Lacs)</th></tr><tr><td>1</td><td>Sale of Unlisted Shares to innovative</td><td>149.00</td></tr><tr><td></td><td>Total</td><td>149.00</td></tr></table></td></tr>
<tr><td>Information provided by the management</td><td>The Company has entered into various arrangements and transactions with the related party during the previous financial year and the current financial year up to the date of this note. The transactions undertaken under the said arrangements primarily comprise payment of interest and professional charges, granting and repayment of advances, receipt of loans, and subscription to share capital of the Company, as applicable.

The aforesaid transactions have been entered into in the ordinary course of business and on such terms and conditions as may be mutually agreed between the parties.</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td>Nil</td></tr>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>Nil</td></tr>
<tr><td>A(4) Amount of the proposed transaction(s)</td><td></td></tr>
<tr><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>not exceeding Rs. 100 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (Considering FY 2025-26 as the immediately preceding Financial Year)</td><td>As mentioned in the resolution.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>As mentioned in the resolution.</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (Considering FY 2025-26 as the immediately preceding Financial Year) (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>As mentioned in the resolution.</td></tr>
<tr><td>Financial performance of the related party for the immediately preceding financial year:</td><td><table><tr><th>Particulars</th><th>FY 2025-26 (Rs. In Lacs)</th></tr><tr><td>Turnover</td><td>6.92</td></tr><tr><td>Profit After Tax</td><td>6.79</td></tr><tr><td>Net Worth</td><td>32.11</td></tr></table></td></tr>
</table>

<table>
<tr><th>Particulars of the information</th><th colspan="2">Information Provided by the Management</th></tr>
<tr><td>A(5) Basic details of the proposed transaction</td><td colspan="2"></td></tr>
<tr><td>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)</td><td colspan="2">Sale and purchase of securities, financial instruments and other investment products from and/or to Innovative Money Matters Private Limited.</td></tr>
<tr><td>Details of each type of the proposed transaction</td><td colspan="2">Sale and purchase of securities, financial instruments and other investment products from and/or to Innovative Money Matters Private Limited.</td></tr>
<tr><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="2">to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.</td></tr>
<tr><td>Whether omnibus approval is being sought?</td><td colspan="2">No</td></tr>
<tr><td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td colspan="2">not exceeding Rs. 100 Crore to be entered from 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.</td></tr>
<tr><td>Any advance paid or received for an arrangement, if any</td><td colspan="2">Nil</td></tr>
<tr><td>The manner of determining the pricing and other commercial terms both included as part of an arrangement and not considered as part of an arrangement</td><td colspan="2">The transaction would be carried out at price generally prevailing in the market.</td></tr>
<tr><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td colspan="2">The proposed transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business, wherever applicable. The transaction(s) will be entered into in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Related Party Transactions. The pricing and other commercial terms of the proposed transaction(s) are comparable with those prevailing in similar transactions with unrelated parties, wherever applicable.</td></tr>
<tr><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td colspan="2">Except promoters and common directors of the Company, none of the Directors, Key Managerial Personnel of the AGSL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</td></tr>
<tr><td rowspan="7">a. Name of the director / KMP</td><td>Name</td><td>Designation</td></tr>
<tr><td>Ajay Pratap</td><td>Whole Time Director Designated as Director Legal Corporate Affairs & Company Secretary</td></tr>
<tr><td>Manoj Kumar Arora</td><td>Managing Director</td></tr>
<tr><td>Surinder Singh Kohli</td><td>Independent Director</td></tr>
<tr><td>Rajkumar Khanna</td><td>Independent Director</td></tr>
<tr><td>Neelu Jain</td><td>Independent Director</td></tr>
<tr><td>Rajeev Kumar</td><td>Whole Time Director designated as Director-Finance & CFO</td></tr>
<tr><td>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</td><td colspan="2">NA</td></tr>
<tr><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee</td><td colspan="2">N.A</td></tr>
<tr><td>Other information relevant for decision making.</td><td colspan="2">NA</td></tr>
<tr><td>Whether all factors relevant to an Arrangement have been considered, if not, the details of factors not considered with the rationale for not considering those factors</td><td colspan="2">Yes</td></tr>
<tr><td>Any other information relevant, if any</td><td colspan="2">Nil</td></tr>
</table>

PART-B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B (1): sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars	Information provided by the Management
1	Name of the Related Party	Innovative Money Matters Private Limited
2	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Not Applicable, as the proposed transaction does not involve any bidding process. The transaction is proposed to be entered into with the related party in the ordinary course of business.
3	Basis of determination of price	The pricing/terms of the proposed transaction have been determined on an arm's length basis, taking into consideration the prevailing market conditions, applicable commercial terms and mutual agreement between the parties.
4	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Nil
	a. Amount of Trade advance	Nil
	b. Tenure	Nil
	c. Whether same is self-liquidating?	Not Applicable

For Almondz Global Securities Limited

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

Date: August 24, 2026
Place: New Delhi

INSTRUCTIONS FOR ATTENDING AND VOTING IN AGM

I. 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 video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

II. 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.

III. 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.

IV. 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.

V. 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.

VI. 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.

VII. 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.

VIII. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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 on **Sunday, September 27, 2026 (9:00 A.M. IST) and will end on Tuesday, September 29, 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 i.e. **Wednesday, September 23, 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 above said 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**	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 cdsl 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 cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 099 11
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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 <Company Name> 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 atleast 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 AGM & 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

Annexure-1

Details of Directors seeking appointment/re- appointment at the Annual General Meeting

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings:

Name of the Director	**Mr. Ajay Pratap**
DIN No.	10805775
Age	49
Qualification	**FCS, LLB, BSc (Hons)**
Relationship with Directors	No
Brief resume & Expertise in specific functional area	Mr. Ajay Pratap is a Law Graduate from Delhi University and Fellow Member of the Institute of Company Secretaries of India. He also holds bachelor's degree in science with honours in Physics. He is having around 22 years of comprehensive experience in corporate governance, regulatory compliance, and legal affairs. Currently serving as the Director Legal -Corporate Affairs & Company Secretary at Almondz Global Securities Limited. • Core Competencies • Statutory and Legal Compliance • Capital Market and Stock Exchange Matters • SEBI Regulations and Risk Management • Secretarial Matters, Administration and Corporate Governance • Legal and Administrative Strategy • Issue Management
Terms and conditions of re-appointment along with details of remuneration sought to be paid	**As per Resolution placed**
Remuneration last drawn (2025-26)	Rs. 38.91 Lakhs
Names of other companies in which the person also holds the Directorship as at March 31, 2026	NIL
Names of companies in which the person also holds the membership/Chairmanship of Committees of the Board as at March 31, 2026	1
Resignation details in the listed entities during the last three years.	NIL
Shareholding in Almondz Global Securities Limited	240000
Number of Meetings of the Board attended during the Financial Year – 2025-26	9