



NPS & ASSOCIATES
Company Secretaries
(Peer Reviewed Firm)

P2/26, 4th Floor, Block P, Sector 75,
BPTP Parklands, Faridabad, Haryana - 121003
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February 25, 2026

To,
Board of Directors
Almondz Global Securities Ltd
F-33/3, Okhla Industrial Area
Phase-II, New Delhi-110020

Dear Sir/Madam,

Sub: Certificate of Practicing Company Secretary in respect of Compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, for issue and allotment of upto 80,00,000 warrants convertible into equivalent number of equity shares of the face value of Rs. 1 each on preferential basis under Regulation 28(1) of the SEBI LODR Regulations 2015.

Dear Sir/Madam

We, M/s NPS & Associates, Practicing Company Secretaries (ACS: A55529/CP No. 22069), have verified the relevant records and documents of **Almondz Global Securities Limited** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that the proposed preferential issue of upto 80,00,000 (Eighty Lakh) Warrants convertible into equivalent number of equity shares of the face value of Rs.1 /- each of the Company, is in compliance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder subject to approval of the Members of the Company.

As per requirement of Regulations 163(2) of the SEBI ICDR Regulations, this certificate shall be placed before the shareholders of the Company considering the proposed preferential issue. Since the resolution is being proposed to be passed at the Extraordinary General Meeting ("EGM") to be held on **Friday, 27th Day of March, 2026**, this certificate shall be available on website of the Company at link specified in the Notice of EGM.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company. as required under the SEBI ICDR Regulations, I have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

- a) On the basis of documents produced before us, we certify that none of the proposed allottee(s) has/ have sold any equity shares of the Company during the ninety (90) trading days preceding the relevant date. Further the proposed allottee is Non Promoter, and does not belong to the promoter(s) or promoter(s) group(s).




- b) The requirements of lock in of pre-preferential shareholding of the proposed allottee have been made in accordance with Regulations 167 (6) of SEBI ICDR Regulations.
- c) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- d) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company.
- e) The total allotment to the allottee(s) in the present preferential issue or in the same financial year i.e. FY 2025-26 is not more than 5% of the post issue fully diluted share capital of the Issuer.

For **NPS & Associates**
Company Secretaries



Nakul Pratap Singh
Company Secretary in Practice
Membership No: A55529
CP No:22069
UDIN No: **A055529G003993705**

Place: Faridabad
Date: February 25, 2026