



**NPS & ASSOCIATES**

*Company Secretaries*  
(Peer Reviewed Firm)

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BPTP Parklands, Faridabad, Haryana - 121002  
Ph: 9953709250, Email: csnp11@gmail.com

April 10, 2026

To,  
Board of Director  
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 16318538 Equity Shares of face value ₹1 each at price of ₹ 15.32 per shares by conversion of existing Unsecured Loan into equity shares on a preferential basis in accordance with provisions specified under Chapter V of SEBI (ICDR) Regulations, 2018.**

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 16318538 Equity Shares of face value ₹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 **Monday, 11<sup>th</sup> Day of May, 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:

- 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 proposed allottee does not hold any equity share in the Company and hence the requirement of lock-in of pre-preferential shareholding in accordance with Regulation 167(6) SEBI ICDR Regulations, 2018 is not applicable
- 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 2026-27 is 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*  
M.No: A55529  
CP No:22069  
UDIN: A055529H000072755

Place: Faridabad

Date: April 11, 2026