

**Almondz Global Securities Ltd.**

Ref:agsl/corres/Bse/NSE/19-20/0030

September 2, 2019

✓  
**The General Manager  
(Listing & Corporate Relations)  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001**

**The Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051**

**Re: Notice of 25<sup>th</sup> Annual General Meeting of the Company**


Sir/Ma'am,

In compliance with requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Notice of 25<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Friday, 27<sup>th</sup> day of September, 2019 at 10:30 a.m. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj(Regd.), 2, Rajniwas Marg, Civil Lines Delhi-110054

You are requested to take the same on your record.

Thanking you,

Yours Faithfully,  
**For Almondz Global Securities Ltd.**



**Ajay Pratap  
Company Secretary &  
Vice President Corporate Affairs**



Encl:a/a

almondz  
the financial powerhouse

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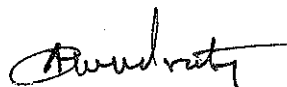
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**Ajay Pratap  
Company Secretary &  
Vice President Corporate Affairs**



Encl:a/a

SEBI Merchant Banking Registration No. INM000000834

F - 33/3 Okhla Industrial Area Phase - II, New Delhi - 110 020, India. Tel.: + 91 11 4350 0700 / 800 Fax : + 91 11 4350 0735, 4350 0787

CIN : L74899DL1994PLC059839 • Email : delhi@almondz.com • Website : www.almondzglobal.com

Registered Office: 2<sup>nd</sup> Floor, 3 Scindia House, Janpath, New Delhi 110001 India.Tel.: +91 11 4151 4666-669, Fax: +91 11 4151 4665

## ALMONDZ GLOBAL SECURITIES LIMITED

Corporate Identity Number (CIN) : L74899DL1994PLC059839

Regd. Office : 2nd Floor, 3, Scindia House, Janpath, New Delhi - 110 001

Tel : 011-41514666; Website : www.almondzglobal.com; email id : secretarial@almondz.com

### NOTICE

#### TO THE SHAREHOLDERS,

NOTICE is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of ALMONDZ GLOBAL SECURITIES LIMITED will be held on Friday, the 27<sup>th</sup> day of September 2019, at 10.30 a.m. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi - 110054, to transact the following businesses:

#### ORDINARY BUSINESS:

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

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements as at 31 March 2019 of the Company for the year ended on that date, together with Directors' Report and Auditors' Report thereon as presented to the meeting, be and are hereby, approved and adopted."

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

**"RESOLVED THAT** Mr. Sanjay Kumar Tiwari (DIN 03407426) Director of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby, re-appointed as a Director of the Company."

#### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following Resolution as Special Resolution:

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 8, 2019 and in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Krishan Lal Khetarpaul (DIN 01268756), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years w.e.f. 29.09.2019 to 28.09.2024 on the Board of Company.

**'RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Listing Regulations, approval be and is hereby given for re-appointment and continuation of Krishan Lal Khetarpaul, as an independent director of the Company on account of his having already attained age of 75 years as on 2 July 2018.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby

authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

4. To consider and if thought fit, to pass the following Resolution as Special Resolution:

**"RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the Re-appointment of Mr. Navjeet Singh Sobti, (DIN: 00008393) as the Managing Director of the Company under the Companies Act, 2013 for a period of five years with effect from 12 August, 2019 to 11 August, 2024 (both days inclusive), on terms and conditions including remuneration as under:

- A. *Salary*  
Basic Salary of Rs. 5,00,000/- per month
- B. *Perquisites (aggregating upto Rs. 5,00,000/- per month)*
  - (a) Free furnished Company's owned/hired/leased accommodation alongwith benefits of gas, fuel, water, electricity, telephone, as also upkeep and maintenance of such accommodation
  - (b) Reimbursement of actual medical expenses incurred in India and/or abroad for self and family (including dependent children and parents), subject to one month of basic salary in a year.
  - (c) Leave Travel Allowance for self and family (including dependent children and parents) once in a year @ one month of basic salary.
  - (d) Club Fees of two Clubs in India (including admission and life membership fees)
  - (e) Personal Accident Insurance Premium as per the Rules of the Company.
  - (f) Company's Contribution towards Provident Fund and Superannuation Fund as per the Rules of the Company.
  - (g) Gratuity as per the Rules of the Company.
  - (h) Company's car with a driver.
  - (i) Leave and encashment of leave, in accordance with the Rules of the Company.
  - (j) Educational support for dependent children including their travel, hostel fees and tuition

fees, subject to a maximum of one month's salary in a year.

- (k) Reimbursement of the Actual Corporate Relations expenses.
- (l) Incentive/bonus for each financial year, as may be determined by the Nomination & Remuneration Committee of the Board of Directors of the Company.

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

**C. Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of the tenure of Mr. Navjeet Singh Sobti, the Company has no profits or its profits are inadequate, the Company will pay the salary and perquisites upto the limits as specified above to Mr. Navjeet Singh Sobti as the minimum remuneration as specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013 and subject to the approval of Central Government, if necessary. The Remuneration is approved for 3 years and the remuneration of balance period of 2 years is subject to approval of the Shareholders by special resolution."

**"RESOLVED FURTHER THAT** the Board of Directors or a Committee ( which term shall be deemed to include the Nomination and Remuneration Committee of the Board) thereof, be and is hereby, authorized to alter or vary the remuneration within the limit of this resolution and provisions of Schedule V of the Companies Act, 2013, to the extent the Board of Directors or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under the Companies Act, 2013 or schedule(s) appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or any rules or regulations there under and to do all such acts, deeds, things in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

**"RESOLVED FURTHER THAT** Mr. Jagdeep Singh, Wholetime Director, and Mr. Ajay Pratap, Company Secretary, be and are hereby, individually authorized, for and on behalf of the Company, to do all the acts, deeds, and things including seeking approval of Central Government, in relation to the aforesaid."

- 5. To consider and if thought fit, to pass the following Resolution as Special Resolution:

**"RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of

the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. Jagdeep Singh, (DIN: 00008348) as the Wholetime Director of the Company under the Companies Act, 2013 for a period of five years with effect from 1 December, 2019 to 30 November, 2024 (both days inclusive), on terms and conditions including remuneration as under:

**A. Salary**

- Basic Salary of Rs. 3,50,000/- per month.

**B. Perquisites**

- (a) Free furnished Company's owned/hired/leased accommodation alongwith benefits of gas, fuel, water, electricity, telephone, as also upkeep and maintenance of such accommodation

OR

House Rent Allowance @ 50% of the Basic Salary as above

- (b) Company's car & driver.
- (c) Leave and encashment of leave, in accordance with the Rules of the Company.
- (d) Reimbursement of the Actual Corporate Relations expenses.
- (e) Performance linked incentive/bonus at the end of each financial year, as may be determined by the Nomination and Remuneration Committee of the Board of Directors of the Company.

In addition to the above, the Wholetime Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

**C. Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of the tenure of Mr. Jagdeep Singh, the Company has no profits or its profits are inadequate, the Company will pay the salary and perquisites upto the limits as specified above to Mr. Jagdeep Singh as the minimum remuneration as specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013 and subject to the approval of Central Government, if necessary. The Remuneration is approved for 3 years and the remuneration of balance period of 2 years is subject to approval of the Shareholders by special resolution."

**"RESOLVED FURTHER THAT** the Board of Directors or a Committee ( which term shall be deemed to include the Nomination and Remuneration Committee of the Board) thereof, be and is hereby, authorized to alter or vary the remuneration within the limit of resolution and the provisions of Schedule V of the Companies Act, 2013, to the extent the Board of Directors or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under the Companies Act, 2013 or schedule(s) appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or any rules or regulations there under and to do all such acts, deeds, things in order to give effect to this resolution or as otherwise considered by

the Board to be in the best interest of the Company, as it may deem fit.”

“**RESOLVED FURTHER THAT** Mr. Navjeet Singh Sobti, Managing Director and Mr. Ajay Pratap, Company Secretary & Vice-President Corporate Affairs, be and are hereby, individually authorized, for and on behalf of the Company, to do all the acts, deeds, and things including seeking approval of Central Government, in relation to the aforesaid.”

6. To consider and if thought fit, to pass the following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Almondz Global Securities Employees Stock Option Scheme 2007 (hereinafter “the Scheme”), Memorandum and Articles of Association of the Company, the listing agreements with the Stock Exchanges and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines 1999, SEBI (Share based Employee Benefit) Regulations, 2014 and other rules and regulations, prescribed by the Securities and Exchange Board of India (“SEBI”) or any other relevant authority, from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include Compensation Committee constituted by the Board to exercise its powers including the powers conferred by this resolution) consent of the Company, be and is hereby, accorded to create, grant, offer, issue and allot in one or more tranches, 4400000 (Forty Four Lakhs) Options to identified employees of the Company as per Explanatory Statement appended, during any one year, aggregating equal to or more than 1% of the issued capital (excluding outstanding warrants and any other convertible instruments) of the Company at the time of grant of Options convertible into Equity Shares of the Company, subject to adjustment / enhancement/ reduction proportionately in case of any bonus, stock splits or consolidations or other reorganization of the Capital Structure of the Company as may be applicable from time to time, in such manner, at such price, during such period, in one or more tranches over varying vesting schedules and on such terms and conditions as the Board may decide.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby, authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper, or desirable, and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to this end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby, authorized to delegate all or any powers conferred herein to the Compensation Committee of Directors so formed, with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

**By Order of the Board of Directors**

New Delhi  
August 8, 2019

**AJAY PRATAP**  
**Company Secretary &**  
**Vice President Corporate Affairs**

**NOTES:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF ON A POLL ONLY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
The instrument appointing the proxy, in writing, should, however, be deposited at the registered office of the company, not less than forty eight-hours before the commencement of the meeting.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. The Register of Members and Transfer Books of the Company will be closed from September 21, 2019 to September 27, 2019, both days inclusive.
5. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
6. In terms of Section 152 of the Act, Mr. Sanjay Kumar Tiwari, Director, retire by rotation at the Meeting and being eligible, offer himself for re-appointment.
7. Mr. Sanjay Kumar Tiwari is interested in the Ordinary Resolutions set out at Item No. 2, of the Notice with regard to his re-appointment.
8. Additional information, pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, in respect to director seeking appointment / re-appointment at the AGM, is furnished as **Annexure-A** to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules made there under.

9. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent namely Beetal Financial & Computer Services Pvt. Ltd. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
10. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Beetal Financial & Computer Services Pvt. Ltd., for consolidation into a single folio.
11. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.**
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
13. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. [www.almondzglobal.com](http://www.almondzglobal.com).
14. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
15. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the Meeting. In case of joint holders attending the meeting, only such joint holder who is first in the order of names, will be entitled to vote.
16. All documents referred to in the accompanying Notice shall be open for public inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. upto and inclusive of the date of the Annual General Meeting.
17. At the 23rd Annual General Meeting of the Company held on September 28, 2017, the members approved appointment of , M/s Mohan Gupta & Company, Chartered Accountants (Firm Registration No. 006519N) as Statutory Auditors of the Company in place of the retiring Auditors M/s. AVK & Associates, Chartered Accountants, to hold office from the conclusion of 23rd Annual General Meeting (AGM) till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed in this behalf by the Board of Directors of the Company in consultation with the Audit Committee thereof and the Auditors.  
Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 25<sup>th</sup> Annual General Meeting.
18. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
19. The Company is registered with the following depositories for dematerialization of its Equity Shares:
  - i) National Securities Depositories Ltd. (NSDL) at Trade World, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013
  - ii) Central Depository Services (India) Ltd. (CDSL), at Marathon Futurex, 25<sup>th</sup> Floor, NM Joshi Marg, Lower Parel (E), Mumbai-400013  
The Registration No. granted by NSDL & CDSL is ISIN INE-INE326B01027.
20. **To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.**
21. In compliance with the provisions of section 108 of the Companies Act, 2013 (the Act), read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
22. Members desiring any information / clarification on the Annual Accounts are requested to write to the Company at its Registered Office at least 15 days before the date of Annual General Meeting so that the same may be attended to, well in advance.
23. M/s. **Ashu Gupta & Co.**, Practicing Company Secretaries (Membership No. FCS 4123), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
24. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
25. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
26. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

27. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to [complianceofficer@almondz.com](mailto:complianceofficer@almondz.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, M/s. **Ashu Gupta & Co.**, not later than Thursday, September 26, 2019 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.
28. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.almondzglobal.com](http://www.almondzglobal.com) and on the website of CDSL <https://www.evotingindia.com> within three days of the passing of the resolutions at the 25<sup>th</sup> AGM of the Company on September 27<sup>th</sup>, 2019 and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

### Explanatory Statement

#### (Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 5 of the accompanying Notice:

#### Item Nos. 3

Mr. Krishan Lall Khetarpaul (DIN: 01268756) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges to hold office as an Independent Directors of the Company up to the September 28, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Companies Act, 2013).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Krishan Lall Khetarpaul for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by him during his tenure, the continued association of Mr. Krishan Lall Khetarpaul would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Krishan Lall Khetarpaul as Independent Director of the Company, and shall not be liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company in terms of Sections 149(10) and 149(11) of the Companies Act, 2013 and in accordance of other applicable laws.

Section 149 of the Companies Act, 2013 ("Act") and Regulations 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") *inter alia* prescribe that an independent directors of the company shall meet the criteria of independence as provided in Section 149(6) of the Act and Regulations 16 of Listing Regulations.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent

director may hold office for up to two consecutive terms.

Mr. Krishan Lall Khetarpaul has attend the age of 75 years on 2 July 2018. Pursuant to Regulation 17(1A) of the Listing Regulations, with effect from 1 April 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years, unless special resolution is passed to that effect. Accordingly, considering the significant benefits reaped by the Company from his experience, expertise and mature advice to the business of the Company during his tenure as independent directors, the Board recommends re-appointment for a second term of consecutive five years effective from 29 September 2019 up to 28 September 2024 even on his attaining the age of 75 years.

Mr. Krishan Lall Khetarpaul is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received declarations from Mr. Krishan Lall Khetarpaul that he meet with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Act and Regulation 16 the Listing Regulations.

In the opinion of the Board, Mr. Krishan Lall Khetarpaul fulfils the conditions for re- appointment as Independent Director as specified in the Act and the Listing Regulations, Mr. Krishan Lall Khetarpaul is independent of the management.

Details of Directors whose appointed / re-appointment as is proposed at Item Nos. 3- 5 are provided in the "Annexure" to the Notice pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment Mr. Krishan Lall Khetarpaul setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Mr. Krishan Lall Khetarpaul is interested in the resolution set out at Item No. 3 of the Notice with regard to his respective re-appointment.

The relatives of Mr. Krishan Lall Khetarpaul may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. The Board of Directors of the Company in its Board Meeting held on August 8, 2019 has approved the above proposal and recommended passing of the proposed Special Resolutions as contained in Item no. 3 of the Notice, by members of the Company.

None of the Directors and Key Managerial Personnel of the Company and his relatives are concerned or interested, financially or otherwise, in this resolutions except to the extent of their shareholding (if any) and directorship in the Company, being an appointee in his respective resolutions.

#### Item No. 4 :

Navjeet Singh Sobti B.Com & FCA, aged 52 has been appointed as the Vice Chairman & Managing Director of the Company for a period of 5 years w.e.f., 12 August 2014. Mr. Navjeet Singh Sobti is one of the members of the initial team which promoted the Company. He is currently heading the Almondz and his main areas of specialization include investment banking, corporate advisory services and infrastructure project financing. Under his leadership and strategic vision, Almondz Group has diversified into Investment Banking, Corporate Advisory, Infrastructure Advisory, Retail Banking, Real Estate, Distillery, and Health care. He is an expert in Financial Services Sector, in various areas such as Corporate Finance, Money Markets, Merchant Banking, Insurance Broking, Stock Broking, Distillery etc. In addition to his general corporate experience, his vast and rich experience, consistent with

Almondz's strategy, provides strategic and operational excellence to the Group and a capability to drive innovation across sectors.

He has incorporated Almondz Insurance Brokers Private Limited for providing insurance broking and advisory services, which has now been acquired by Willis Towers Watson India Insurance Brokers Pvt. Ltd., one of the largest US based Insurance Broking Company. He was also instrumental in setting Infrastructure Advisory & consultancy Group and with his vision and expertise; Almondz is now providing infrastructure advisory to number of projects especially in Road and Power Sector. He has successfully set up distillery plant in Sansarpur (Himachal Pradesh) in partnership in the name of Premier Alcobev Pvt. Ltd. (PAPL). He is steering Almondz's health-care initiative by setting up Super-Specialized Eye Centres in and around Delhi.

He is on the Board of several other Companies. His relentless focus is now on organizational building and human capital development. On the social front, he is on the Board of Trustees of an NGO called Child Care & Development Foundation which is helping and providing education to street children. This NGO at present has supporting over 3500 children in Delhi. He is also the member of Ganga Prem Hospice, Rishikesh, a society which is spiritually orientated, non-profit hospice for terminally ill cancer patients

A Statement containing the requisite information in accordance with the requirement of Sub Clause (C) of Section II of Part II of Schedule V of the Companies Act, 2013 is also attached. Mr. Navjeet Singh Sobti is interested and concerned in this Resolution. Other than Mr. Sobti, no other director, key managerial personnel or their respective relatives are concerned or interested in this Resolution.

**Item No. 5 :**

Mr. Jagdeep Singh, B.Sc & FCA aged 54 has been appointed as the Wholetime Director of the Company for a period of 5 years w.e.f. 1 December 2014. Mr. Jagdeep Singh is having more than 30 years of experience in the field of marketing / distribution of financial products, viz. mutual funds, equity IPOs, private placement of debt instruments, etc. and is one of the important constituents of the Almondz team since incorporation.

A Statement containing the requisite information in accordance with the requirement of Sub Clause (C) of Section II of Part II of Schedule V of the Companies Act, 2013 is also attached.

Mr. Jagdeep Singh is interested and concerned in this Resolution. Other than Mr. Singh, no other director, key managerial personnel or their respective relatives are concerned or interested in this Resolution.

**Item No. 6 :**

The Company formulated the Almondz Global Securities Employees Stock Option Scheme 2007 (hereinafter "the Scheme") in accordance with the SEBI Guidelines/Regulations, as approved by the shareholders of the Company on 4<sup>th</sup> March

2008, in order to provide means to enable the Company and its subsidiary company/s to attract and retain appropriate human talent in the employment of the Company and its subsidiary company/ies; to motivate the employees of the Company and subsidiary company/ies with incentives and reward opportunities for their performance and encourage them to achieve the prescribed performance parameters; to achieve sustained growth in the Company and subsidiary company/ies and the creation of shareholders' value, by aligning the interests of the Employees with the long term interests of the Company and subsidiary company/ies; and to create a sense of ownership and participation amongst the Employees of the Company.

Towards these endeavours, the Company has identified the following employees who are proposed to be granted 4400000 (Forty Four Lakhs) Options during one year, i.e. 2019-20, convertible into Equity Shares of the Company, aggregating equal to or more than 1% of the issued capital of the Company (excluding outstanding warrants and any other convertible instruments) at the time of grant of Options, in recognition of their efforts towards the overall growth of the Company:

Sl. No.	Name of Employee/s	No. of Options to be granted
1	Jagdeep Singh	500000
2	Harjit Singh Sethi	500000
3	G.P. Agrawal	500000
4	Ashok Kumar Gupta	500000
5	Sankha Das Gupta	500000
6	Manoj Kumar Arora	500000
7	Sanjay Dewan	500000
8	Ajay Pratap	300000
9	Harpal Singh	300000
10	ABL Srivastava	300000

The Board of Directors, accordingly, recommends the resolution set out at Item No. (6) of the accompanying Notice for the approval of the Members.

None of the Directors, except Mr. Jagdeep Singh, Wholetime Director, of the Company is, in any way, concerned or interested in the resolution.

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

**Ajay Pratap**  
Company Secretary & Vice President Corporate Affairs

Date: August 08, 2019  
Place: New Delhi



**STATEMENT CONTAINING INFORMATION AND DISCLOSURES AS REQUIRED PURSUANT TO SUB PARAGRAPH (iv) OF SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013.**

The Company hereby declares that there is no default in repayment of any of its dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditors.

**I. General Information :**

Sl. No.	Particulars	Disclosure
1.	Nature of Industry	Financial Services
2.	Date or expected date of commencement of commercial production	The Company is already in existence and operation.
3.	In case of new companies, expected date of activities as per project approved by the financial institutions appearing in the prospectus	N. A.
4.	Financial Performance based on given indicators (as on 31 March 2019) – Audited	As mentioned below
5.	Foreign investments or collaborators, if any	As on 30 June 2019, Foreign Body Corporate : 11.94%. NRIs : 1.12 %

**II. Information about the Appointee :**

Sl. No.	Particulars	Disclosure	Disclosure
1	Background details	Mr. Navjeet Singh Sobti is a Fellow member of the Institute of Chartered Accountants of India. He is one of the initial constituents of the team which promoted the Company. He is having expert knowledge in the area of corporate finance, Investment Banking and Infrastructure project planning. The company in his leadership has achieved many milestones and he is holding the credit of steering the Company to its position of strength of being one of the top ranking domestic Investment Bankers in the past years.	Mr. Jagdeep Singh is a Fellow Member of the Institute of Chartered Accountants of India having more than 30 years of experience in the field of management of various public as well rights issues, equity broking operations and distribution of third party financial products.
2.	Past Remuneration (2018-19) –	The members of the Company in its meeting held on 29.09.2014 had approved the remuneration of Rs. 1,20,00,000/- p.a. with perquisites for Mr. Navjeet Singh Sobti. During the past financial year Mr. Navjeet Singh Sobti was paid remuneration of Rs. 70,52,595/-.	The members of the Company in its meeting held on 29.09.2014 had approved the remuneration of Rs. 63,00,000 /- p.a with perquisites for Mr. Jagdeep Singh. During the past financial year Mr. Jagdeep Singh was paid remuneration of Rs. 60,39,600/-
3.	Recognition or awards	N. A.	N. A.
4.	Job Profile and his suitability	Presently, Mr. Navjeet Singh Sobti is looking after overall functions of the company. He has been instrumental in setting up various policy guidelines for the overall functioning of the Company. Under the supervision of the Board of Directors of the Company he has greatly contributed in building up and moving the organization towards growth with his entrepreneurship	Presently, Mr. Jagdeep Singh is looking after the Retail businesses in the Company including Equity Broking and Distribution Operations. He has been instrumental in setting up the network of agents / sub-agents for marketing of various third party retail financial products.
5.	Remuneration proposed	As per the resolution placed	As per the resolution placed
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Navjeet Singh Sobti is in consonance with the given criteria. Taking into consideration the size of the Company, the profile of Mr. Navjeet Singh Sobti, the responsibilities being shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him commensurate with the remuneration packages paid to similar senior level counterpart(s) in comparable industries.	The remuneration of Mr. Jagdeep Singh is in consonance with the given criteria. Taking into consideration the size of the Company, the profile of Mr. Jagdeep Singh, the responsibilities being shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him commensurate with the remuneration packages paid to similar senior level counterpart(s) in comparable industries.

Sl. No.	Particulars	Disclosure	Disclosure
7.	Pecuniary relationship Directly or Indirectly with the company, or Relationship with the managerial personnel	On the date of the notice, Mr. Navjeet Singh Sobti is holding 60715 equity shares (constituting 0.23%) of the Company (indirectly holding 14854834 equity shares) constituting an aggregate of 57.62% of paid-up share capital of the Company besides being one of the promoters of the Company. Apart from that, he is not having any other pecuniary relationship with the Company or its managerial personnel	On the date of the notice, Mr. Jagdeep Singh is holding 424319 equity shares (constituting 1.64% of paid-up share capital) and apart from that, he is not having any pecuniary relationship with the Company or its managerial personnel.

**III. Other Information :**

Sl. No.	Particulars	Disclosure
1.	Reasons of Loss or inadequate profits	Not applicable This disclosure is only an enabling disclosure for payment of aforesaid remuneration in the unlikely scenario of loss / inadequacy of profits. It is pertinent to note that the Company does not foresee any inadequacy of profits in the forthcoming years. Accordingly, the aforesaid remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/ inadequacy of profits due to unavoidable circumstances.
2.	Steps taken or proposed to be taken for improvement	Not applicable
3.	Expected increase in productivity and profits in measurable terms	Not applicable

**IV. Disclosures :**

- The details of remuneration proposed to be paid to the Managing Director and the Wholetime Director are contained in the Resolution under Item No 4 & 5 of the Notice read with corresponding Explanatory Statement required under Section 102 of the Companies Act, 2013.
- All the necessary disclosures pertaining to the Directors shall be made in the Director's Report under the heading "Corporate Governance" for the FY 2018-19.

Particulars	Navjeet Singh Sobti	Jagdeep Singh
Name of other companies in Which the appointee also holds directorship / s	(a) Almondz Finanz Ltd. (b) Premier Alcobec Pvt. Ltd. (c) Almondz Commodities Pvt. Ltd. (d) Premier Greenchem Pvt. Ltd. (e) Carya Chemicals & Fertilizers Pvt. Ltd. (f) Yug Infrastructures Pvt. Ltd. (g) Skiffle Healthcare Services Ltd. (h) Rakam Infrastructures Pvt. Ltd. (i) Innovative Money Matters Pvt. Ltd. (j) ALP Overseas Pvt. Ltd (k) Willis towers Watson India Insurance Brokers Pvt. Ltd (l) Amandeep Johl Golf Academy Pvt. Ltd. (m) Ternary Risk Consultancy and Management Pvt. Ltd	(a) Almondz Finanz Ltd. (b) Almondz Wealth advisors Ltd. (c) Almondz Commodities Pvt. Ltd. (d) Almondz Debt Advisors Ltd. (e) Skiffle Healthcare Services Ltd. (f) Almondz Global Infra-Consultant Ltd. (g) Almondz Insolvency Resolutions Services Pvt. Ltd.
Name of other companies in which the appointee holds membership/s of the committee/s of Board	NIL	NIL
Shareholding in Almondz Global Securities Ltd.	60715 equity shares	424319 equity shares

**LAST THREE YEARS FINANCIL INDICATORS**

Sl. No.	Particulars/Financial Year	Rs. in Lakhs		
		2016-17	2017-18	2018-19
1	Gross Revenue	3381.99	3996.53	3797.06
2	EBITDA	608.18	545.69	327.81
3	PBT	137.17	219.85	179.68
4	PAT	151.31	231.86	120.08
5	Paid-up Equity Capital	1553.09	1553.09	1553.09
6	Net Worth	12312.24	12544.10	12664.18
7	EPS	0.58	0.90	0.46

## Annexure A

## 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. Sanjay Kumar Tiwari	Mr. Krishan Lall Khetarpaul	Mr. Navjeet Singh Sobti	Mr. Jagdeep Singh
Date of Birth	10.06.1964	02.07.1943	20.08.1967	21.09.1965
PAN No.	AAMPT9380J	AAEPK6610N	AAYPS3411R	AXKPS8228D
	55 yrs	76 yrs	52 yrs	54 yer
DIN No.	03407426	01268756	00008393	00008348
Relationship with Directors	None	None	None	None
Brief resume & Expertise in specific functional area	Mr. Sanjay Kumar Tiwari is a Chartered Accountant with accreditations from the Institute of Chartered Accountants of India and a graduate in Commerce. He has 32 years of experience in Industries ranging from Textile, Cement, Tyre & Engineering to FMCG. He has indepth knowledge of Middle East, South East and South Asian Markets. His core expertise has been to monitor and manage the operations of varied industries from financial and commercial view point. He has also been instrumental in turning around loss making companies in countries i.e. Malaysia, Egypt, India and Middle East.	Mr. Khetarpaul is a seasoned banker having more than 44 years of experience with the Reserve Bank of India. He joined the Reserve Bank of India in 1965 as a Probationary Officer and retired from the services in the year 2003 as its Executive Director. Thereafter, he worked as the Director and CEO of Punjab National Bank Institute of Information Technology.	Presently, Mr. Navjeet Singh Sobti is looking after overall functions of the company. He has been instrumental in setting up various policy guidelines for the overall functioning of the Company. Under the supervision of the Board of Directors of the Company he has greatly contributed in building up and moving the organization towards growth with his entrepreneurship	Presently, Mr. Jagdeep Singh is looking after the Retail businesses in the Company including Equity Broking and Distribution Operations. He has been instrumental in setting up the network of agents / sub-agents for marketing of various third party retail financial products.
Qualification	F.C.A., B.Com	M.A. (Economics)	B.Com Hons, FCA	B.SC. Hons, FCA
Designation	Director	Director	Vice Chairman and Managing Director	Wholetime Director
Terms and condition of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person if applicable	As per resolution mentioned in item no. 2 Mr. Sanjay Kumar Tiwari shall be entitled for sitting fees as may be approved by the Board from time to time. At present sitting fees for attending each Board/auditcommittee/ other committee is Rs. 22500 and 7500 respectively. For FY 2018-19 sitting fees : Rs. 45000.	As per resolution mentioned in item no. 3 Mr. Krishan Lall Khetarpaul shall be entitled for sitting fees as may be approved by the Board from time to time. At present sitting fees for attending each Board/audit committee/ other committee is Rs. 22500 and 7500 respectively. For FY 2018-19 sitting fees : Rs. 127500.	As per resolution mentioned in item no. 4	As per resolution mentioned in item no. 5
Date of first appointment on the Board	10-02-2011	31-01-2007	19-05-2006	19-04-2004

Name of the Director	Mr. Sanjay Kumar Tiwari	Mr. Krishan Lall Khetarpaul	Mr. Navjeet Singh Sobti	Mr. Jagdeep Singh
Directorship (Excluding alternate directorship, directorship in foreign companies and companies under section 8 of the Companies Act, 2013)	NIL	Jasch Industries Ltd.	(a) Almondz Finanz Ltd. (b) Premier Alcobec Pvt. Ltd. (c) Almondz Commodities Pvt. Ltd. (d) Premier Greenchem Pvt. Ltd. (e) Carya Chemicals & Fertilizers Pvt. Ltd. (f) Yug Infrastructures Pvt. Ltd. (g) Skiffle Healthcare Services Ltd. (h) Rakam Infrastructures Pvt. Ltd. (i) Innovative Money Matters Pvt. Ltd. (j) ALP Overseas Pvt. Ltd. (k) Willis towers Watson India Insurance Brokers Pvt. Ltd. (l) Amandeep Johl Golf Academy Pvt. Ltd. (m) Ternary Risk Consultancy and Management Pvt. Ltd.	(a) Almondz Finanz Ltd. (b) Almondz Wealth advisors Ltd. (c) Almondz Commodities Pvt. Ltd. (d) Almondz Debt Advisors Ltd. (e) Skiffle Healthcare Services Ltd. (f) Almondz Global Infra-Consultant Ltd. (g) Almondz Insolvency Resolutions Services Pvt. Ltd.
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2019	NiCL	Member of Audit and Nomination and Remuneration Committee	Member of Stakeholders Relationship Committee	Member of Stakeholders Relationship Committee
Chairman/Member of the Committee of Directors of other companies in which he is a director as on March 31, 2019				
a) Audit Committee	NIL	Chairman - Jasch Industries Ltd.	NIL	NIL
b) Shareholders' Grievance Committee	NIL	NIL	NIL	NIL
c) Nomination and Remuneration Committee	NIL	Member of Jasch Industries Ltd.	NIL	NIL
Number of Board meetings attended during the Financial Year 2018-19	2	4	4	1
Number of shares held in the Company as on March 31, 2019	NIL	NIL	60715	424319

**The instructions for shareholders voting electronically are as under :**

- (i) The voting period begins on September 24, 2019 at 10:00 a.m. and ends on September 26, 2019 at 5 : 00 p.m. During this period

shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of September 20, 2019, 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below :

<b>For Members holding shares in Demat &amp; Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on mailing address.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Detail Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth Details OR (in dd / mm / yyyy format) as recorded in your Date of Birth demat account or in the company records in order (DOB) to login. <ul style="list-style-type: none"> <li>• 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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name on which you choose to vote.
- (xiii) 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.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - 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.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 20, 2019 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com

**The instructions for shareholders voting physically are as under :**

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed envelope on which postage will be paid by the Company which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar / Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar / Depository) by the first named Member and in his / her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 pm on September 26, 2019. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution /authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Shareholders are requested not to send any paper (other than the Resolution / authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website [www.almondzglobal.com](http://www.almondzglobal.com) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

**PROXY FORM**

**ALMONDZ GLOBAL SECURITIES LIMITED**

Corporate Identity Number (CIN) : L74899DL1994PLC059839

Regd. Office : 2nd Floor, 3, Scindia House, Janpath, New Delhi - 110 001

Tel : 011-41514666; Website : [www.almondzglobal.com](http://www.almondzglobal.com); email id : [secretarial@almondz.com](mailto:secretarial@almondz.com)

Name of the Member(s):
Registered address:
E-mail Id:
Folio No*/ Client Id:
DP ID:

\*Applicable for investors holding shares in physical form.

I / We being a Member / Members of shares of the above named Company hereby appoint

- Name ..... Address .....  
E-mail ID ..... Signature.....or failing him/her
- Name ..... Address .....  
E-mail ID ..... Signature.....or failing him/her
- Name ..... Address .....  
E-mail ID ..... Signature.....or failing him/her

as my /our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the 25th Annual General Meeting of the Company, to be held on Friday, the 27<sup>th</sup> day of September, 2019 at 10.30 A.M. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj,(regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110 054 and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolutions	For	Against
<b>ORDINARY BUSINESS</b>			
1.	Adoption of Annual Financial Statements and other Reports of the Company		
2.	Appointment of Mr. Sanjay Kumar Tiwari as an Ordinary Directors of the Company		
<b>SPECIAL BUSINESS</b>			
3.	Approval for Re-appointment of Mr. Krishan Lall Khetarpaul (DIN: 01268756), as a Non-Executive Independent Director of the Company for second term of five consecutive years		
4.	Approval for Re-appointment of Mr. Navjeet Singh Sobti (DIN: 00008393), as Managing Director of the Company for a period of 5 years w.e.f. 12 August , 2019		
5.	Approval for Re-appointment of Mr. Jagdeep Singh (DIN: 00008348), as Wholetime Director of the Company for a period of 5 years w.e.f. 1st December , 2019		
6.	Approval for grant of Stocks Options aggregating to more than 1% of the Paid Up Capital during any one year		

Signed this ..... day of ..... 2019.

Signature of Shareholder .....

Signature of Proxy .....

Affix a  
Re. 1/-  
Revenue  
Stamp

- NOTE : (i) this form of proxy in order to be effective should be duly completed and deposited at Registered office of the Company, not less than 48 hours before the commencement of the Meeting.  
(ii) Please complete all details including all details of Member(s) in above box before submission

-----TEAR HERE-----

**ALMONDZ GLOBAL SECURITIES LIMITED**

Corporate Identity Number (CIN) : L74899DL1994PLC059839

Regd. Office : 2nd Floor, 3, Scindia House, Janpath, New Delhi - 110 001

Tel : 011-41514666; Website : [www.almondzglobal.com](http://www.almondzglobal.com); email id : [secretarial@almondz.com](mailto:secretarial@almondz.com)

**ATTENDANCE SLIP**

I hereby record my presence at the 25<sup>th</sup> Annual General Meeting of the Company held on Friday, the 27<sup>th</sup> day of September, 2019; at 10.30 A.M at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj,(regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110 054

Name of the Member / Proxy.....  
(in block letters)

Please (✓) in the Appropriate Box  Member  Proxy

CLIENT I D No.		No. of Shares		(Signature of the Member / Proxy)
D P I D No.		Regd. Folio No. *		

\* Applicable for investor holding shares in physical form.

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**ALMONDZ GLOBAL SECURITIES LIMITED**

Corporate Identity Number (CIN) : L74899DL1994PLC059839

Regd. Office : 2nd Floor, 3, Scindia House, Janpath, New Delhi - 110 001

Tel : 011-41514666; Website : [www.almondzglobal.com](http://www.almondzglobal.com); email id : secretarial@almondz.com**BALLOT FORM**

1. Name (s) of Shareholder(s) / Beneficial Owner :  
including joint-holders, if any
2. Registered Address of the Sole / :  
First named Shareholder
3. Registered Folio No. / Client ID No. :
4. No. of Shares held :
5. I / we hereby exercise my / our vote in respect of the Resolution / s through Ballot for the business stated in the Notice of the Company by sending my / our assent / dissent to the said Resolution/s by placing Tick (✓) mark at the appropriate box below :

S. No.	Resolutions Type	Particulars	I/We assent to the Resolution/s	I/We dissent to the Resolution/s
1	Ordinary	Adoption of Annual Financial Statements and other Reports of the Company		
2	Ordinary	Appointment of Mr. Sanjay Kumar Tiwari as an Ordinary Directors of the Company		
3	Special	Approval for Re-appointment of Mr. Krishan Lall Khetarpaul (DIN: 01268756), as a Non-Executive Independent Director of the Company for second term of five consecutive years		
4	Special	Approval for Re-appointment of Mr. Navjeet Singh Sobti (DIN: 00008393), as Managing Director of the Company for a period of 5 years w.e.f. 12 August , 2019		
5	Special	Approval for Re-appointment of Mr. Jagdeep Singh (DIN: 00008348), as Wholeitme Director of the Company for a period of 5 years w.e.f. 1st December , 2019		
6	Special	Approval for grant of Stocks Options aggregating to more than 1% of the Paid Up Capital during any one year		

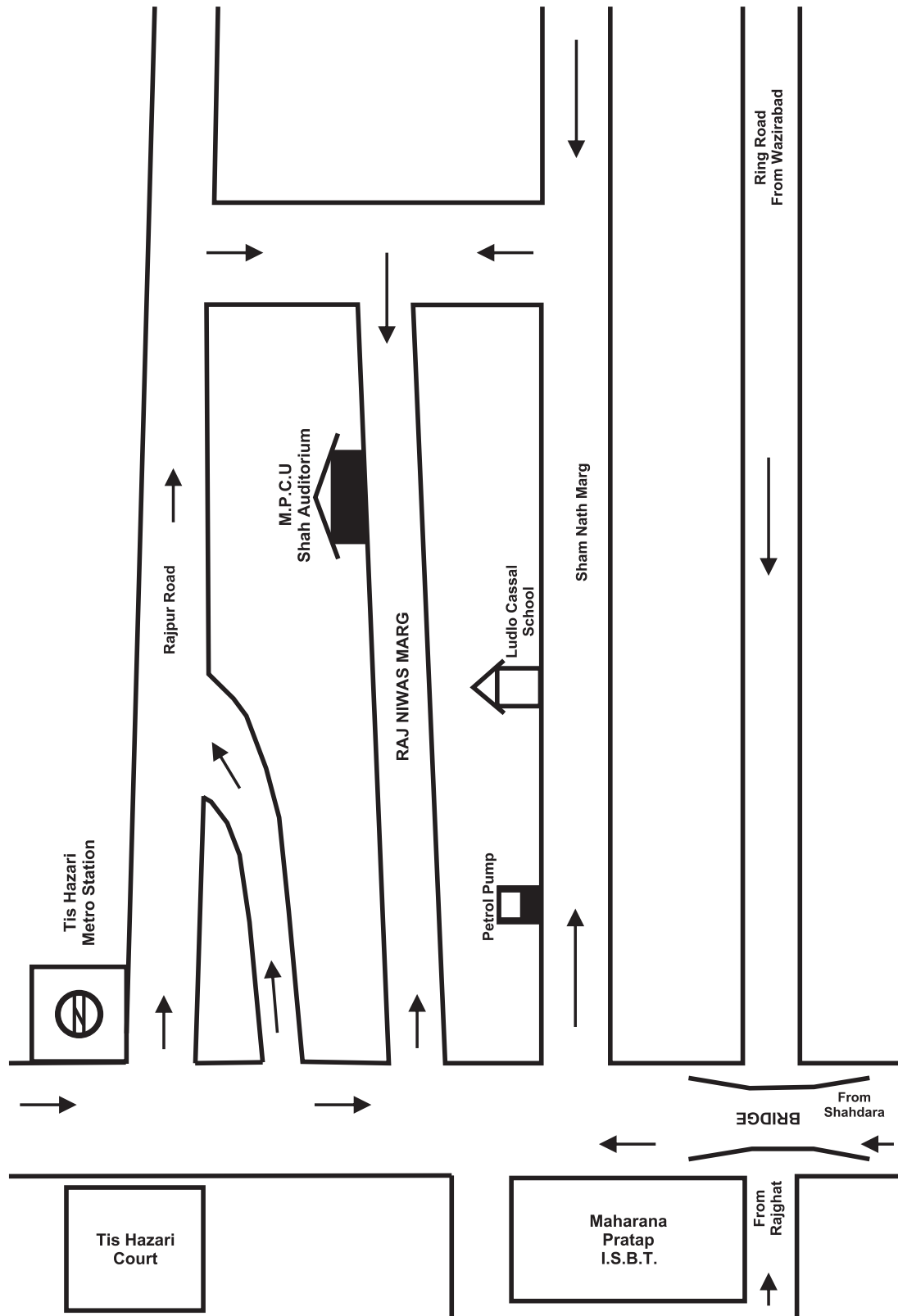
Place :

Date :

 .....  
 Signature of the Shareholder / Beneficial Owner

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VENUE ROUTE MAP FOR ANNUAL GENERAL MEETING, MPCU SHAH AUDITORIUM



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