

Ref:agsl/corres/Bse-Nse/19-20/51

December 11, 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

Sub: Outcome of Board Meeting held on 11th December, 2019

Sir/Ma'm;

This is to intimate that following are the outcome of the meeting of the Board of Directors of the Company held today, i.e. 11 December 2019:

1. The Board of Directors of the Company has approved and taken on record the IND AS Un-audited Standalone and Consolidated Financial Results of the Company for the Quarter ended 30th September 2019, in terms of Regulation 33 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015,
2. Pursuant to Section 161 of the Companies Act, 2013, Mr. Abdul Redha Mustafa Abdul Redha Sultan (DIN: 05101233), has been appointed as an Additional Director of the Company who shall hold the office till the next Annual General Meeting of the Company.
3. Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments thereto read with Circulars issued by SEBI from time to time, the Board of directors, inter-alia, after considering the recommendation of the Audit Committee of the Company have considered, approved and adopted the Draft Scheme of Arrangement for amalgamation of wholly owned subsidiary namely, Almondz Global Infra-Consultant Limited with the Company (details as per Circular dated September 09, 2015 are hereby enclosed as "Annexure A");

The said Draft Scheme of Arrangement will be filed to the Stock Exchanges in the due course.

You are requested to kindly 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

SEBI Merchant Banking Registration No. INM000000834

Almondz Global Securities Ltd.

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Annexure A
AMALGAMATION / MERGER

1	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc	<p><u>Transferee Company (Holding Company):</u></p> <p>i) Almondz Global Securities Limited</p> <p><u>Transferor Company (Wholly Owned Subsidiary Company):</u></p> <p>i) Almondz Global Infra-Consultant Limited</p> <p><i>(size and turnover of the Transferor Company as on 31st March, 2019 as per Annexure I)</i></p>
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	<p>Yes, it will fall under Related Party Transaction, as the Merger and Amalgamation is between the 'Almondz Global Securities Limited' ("AGSL") and its Wholly Owned Subsidiary. But as per the MCA Circular No. 30/2014, dated 17.07.2014, it was clarified that transactions arising out of the Compromises, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not attract the requirements of section 188 of the Companies Act, 2013</p> <p><i>Please note that in the above related party transaction, no consideration is involved as the Transferee Company holds entire shares of transferor Company.</i></p>
3	Area of business of the entity(ies)	Annexure II
4	Rationale for amalgamation/merger	Annexure III
5	In case of cash consideration – amount or otherwise share exchange ratio	There is no share exchange ratio involved, since the proposed amalgamation is of Wholly Owned Subsidiary Company with Holding Company i.e. entire share capital of Transferor Company is held by Transferee Company.
6	Brief details of change in shareholding pattern (if any) of listed entity	No change in shareholding pattern, as 'Almondz Global Securities Limited' ("AGSL") is holding the entire shareholding of the subsidiary Company and Transferee Company will not issue any shares pursuant to amalgamation.

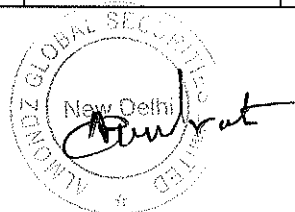


SEBI Merchant Banking Registration No. INM000000834

SIZE AND TURNOVER OF THE COMPANY AS ON 31st MARCH, 2019

(In Indian Rupees)

S.N O.	NAME OF THE COMPANY	NET WORTH (In Rs.)	TURNOVER (In Rs.)
1	'Almondz Global Securities Limited' ("AGSL")	1,26,64,18,511	35,52,66,923
2	'Almondz Global Infra-Consultant Limited' ("AGICL")	7,14,36,757	35,88,55,491



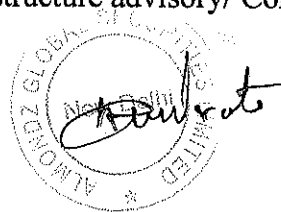
AREA OF BUSINESS OF THE ENTITY (IES)

I. 'Almondz Global Securities Limited' ("AGSL")

Almondz Global Securities Limited (AGSL) is a SEBI registered Category – I Merchant banker engaged in the business of providing various financial services, consultancy services including Infrastructure Advisory Sevives.

II. 'Almondz Global Infra-Consultant Limited ("AGICL")

Almondz Global Infra- Consultant Limited is a wholly owned subsidiary of Almondz Global Securities Limited. It is engaged in the business of to provide professional advice and consultancy services in the field of Infrastructure advisory/ Consultancy.



RATIONAL OF THE SCHEME OF ARRANGEMENT

- Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads and urban infrastructure development.
- Almondz Global Securities Limited a Listed Company hitherto plans to focus on the Infrastructure Advisory Services. The Company sees huge growth potential in the Infrastructure Advisory business in future.
- The Parent Company AGSL is already into similar infra business and therefore there will not be any regulatory hurdle in merging AGICL with AGSL. After the merger, if required, the name of the AGSL shall be changed suitably to match with the object of the Company.
- It is believed that the proposed amalgamation will enhance value for shareholders as there would be absolute clarity to the Investors in the business profile of the Transferee Company;
- The proposed reconstruction will add better value to the business and create fresh opportunities as under;
- Also, the amalgamation will lead to greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, will improve the competitive position of the combined entity and will lead to greater and optimal utilization of resources.
- Thus, as a whole this arrangement will be beneficial for the Transferor and Transferee Companies, their shareholders, their creditors, employees, customers and all other concerned.

