

Almondz Global Securities Limited

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of The Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014]

To,
The Members of
Almondz Global Securities Limited
Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed for approval by the members of Almondz Global Securities Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached. The Board of Directors has appointed M/s Ashu Gupta & Co., Practising Company Secretaries (FCS: F4123/CP No. 6646), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as “CDSL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s Beetal Financial Computer Services Private Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

The votes can be cast during the following voting period:

Commencement of e-voting	09.00 a.m. (IST) on Thursday, February 27 th , 2025
End of e-voting	5.00 p.m. (IST) on Friday, March 28 th , 2025

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced within 48 hours from the conclusion of e-voting period i.e. on or before 5.00 p.m. IST on Sunday, March 30, 2025, and will be displayed on the Company’s website at www.almondzglobal.com and the website of CDSL at www.evotingindia.com. The results will simultaneously be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer agent.

SPECIAL BUSINESS:

RESOLUTION NO. 1.: TO APPROVE THE RAISING OF FUNDS THROUGH SECURED/UNSECURED LOAN WITH AN OPTION TO CONVERSION INTO EQUITY SHARES OF THE COMPANY PURSUANT TO SECTION 62 (3) OF THE COMPANIES ACT, 2013, FOR BORROWINGS AVAILED/TO BE AVAILED:

To consider and if thought fit, to accord assent or dissent to the following resolution as Special Resolution.

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018 as amended and the applicable laws, rules, regulations, notifications guidelines issued by various authorities including but not limited to the Government of India, SEBI and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), consent of the Members of the Company be and is hereby accorded to convert in whole or in part, the loan given on or after the date of this resolution, by Avonmore Capital & Management Services Limited up to the limit of INR 25,00,00,000/- (Rupees Twenty Five Crore) , under the Loan agreement to be executed in respect of such loan, at the option of the Lenders, to convert or not to convert into fully paid-up Equity Shares of the Company, on such terms and conditions as may be stipulated in the Loan agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws.

RESOLVED FURTHER THAT the loan as hereinbefore mentioned would be converted into fully paid equity Shares of the company in accordance with the following conditions: (i). the lender shall give notice in writing to the Company (hereinafter referred to as the “Notice of Conversion”) of the exercise of their Conversion rights i.e., right to convert their loan into fully paid Equity Shares of the Company; (ii). The conversion right reserved as aforesaid may be exercised by the Lenders as stipulated in the Loan Agreement; (iii). On receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of fully paid-up equity shares to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws; (iv). The Lender/s may accept the same in satisfaction of the full or part of the loan so converted and the loan shall stand correspondingly reduced; (v). The equity shares so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank *paripassu* with the existing equity shares of the Company in all respects; (vi). The loans shall be converted into equity shares at a price will be decided at the time of conversion, subject to the compliance of applicable provisions of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018, Companies Act, 2013 and Income Tax Act & any other applicable Law.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the loan, from time to time, with an option to convert them into equity shares of the Company at any time till the loan is repaid, on the terms specified in the Loan Agreement, including upon happening of an event of default by the Company in terms of the Loan Agreement.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize the shares of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender/s arising from or incidental to the aforesaid terms providing for such option.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution, which will be in accordance with applicable provisions.”

“RESOLVED FURTHER THAT Managing Director/Wholetime Director/Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLUTION NO.2: TO APPROVE AMENDMENTS FOR REVISING THE VESTING AND EXERCISE PERIOD FOR THE OPTIONS GRANTED UNDER ALMONDZ GLOBAL SECURITIES EMPLOYEES STOCK OPTION SCHEME 2007

To consider and if thought fit, to accord assent or dissent to the following resolution as Special Resolution.

RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force) and Almondz Global Securities Employees Stock Option Scheme 2007 and the Articles of Association of the Company and in accordance with the provisions of any other applicable laws or regulations and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded for revising the vesting period of one employee under series “J” by one year for each respective tranche and Exercise Period by way of increasing it from five years and three years to further ten years of the Options Granted in ‘Series G’, ‘Series I’, and ‘Series J’ as explained in the Explanatory Statement attached to this notice.

RESOLVED FURTHER THAT for the purpose of giving effect to the intent of this resolution, the “Board”, which term shall include the Compensation Committee constituted by the Board for this purpose), which be and is hereby authorized on behalf of the Company, to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper and to settle all questions, difficulties or doubts at any stage without requiring the Board to obtain any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any Officer(s) of the Company.”

RESOLUTION NO. 3: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH AVONMORE CAPITAL & MANAGEMENT SERVICES 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 Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to approve all existing contracts/ arrangements/ agreements/transactions by way of ratification for all the transactions entered and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) after 30th Annual General Meeting of the Company by Almondz Global Securities Limited (“the Company”)and its existing subsidiaries on one hand with Avonmore Capital & Management Services Limited on the other hand by way of ratification and for continuing with existing transaction and for the future transactions of the Company and Transactions entered/to be entered as enumerated in the Table below till 31st Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 1545 crores provided that the transactions shall be carried on an arm’s length basis and in the ordinary course of business of the Company/ and or its subsidiaries:

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)
1	Almondz Global Securities Limited	Borrowings from Avonmore Capital & Management Services Limited and payment of Interest relating thereto.	100	83%
2	Almondz Global Securities Limited	Corporate Guarantee and Security taken from Avonmore Capital & Management Services Limited to secure loan and borrowing of Listed entity.	50	42%

3	Almondz Global Securities Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Avonmore Capital & Management Services Limited.	1000	834%
4	Almondz Global Securities Limited	Investment by way of subscription/redemption etc in the securities from and/or to Avonmore Capital & Management Services Limited.	50	43%
5	Almondz Global Infra-Consultants Limited	Borrowings from Avonmore Capital & Management Services Limited and payment of Interest relating thereto	100	136%
6	Almondz Global Infra-Consultants Limited	Corporate Guarantee and Security taken from Avonmore Capital & Management Services Limited to secure loan and borrowing.	50	68%
7	Almondz Global Infra-Consultants Limited	Investment by way of subscription/redemption etc in from and/or to Avonmore Capital & Management Services Limited	50	68%
8	Skiffle Healthcare Services Limited	Borrowings from Avonmore Capital & Management Services Limited and payment of Interest relating thereto	20	1392%
9	Skiffle Healthcare Services Limited	Investment by way of subscription/redemption etc in the securities from and/or to Avonmore Capital & Management Services Limited	10	3480%
10	North Square Projects Private Limited	Borrowings from Avonmore Capital & Management Services Limited and payment of Interest relating thereto	20	2449 %
11	North Square Projects Private Limited	Investment by way of subscription/redemption etc in the securities from and/or to Avonmore Capital & Management Services Limited	20	2449 %
12	Almondz Financial Services Limited	Borrowings from Avonmore Capital & Management Services Limited and payment of Interest relating thereto	20	251 %
13	Almondz Financial Services Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Avonmore Capital & Management Services Limited	20	251 %
14	Almondz Financial Services Limited	Investment by way of subscription/redemption etc in the securities from and/or to Avonmore Capital & Management Services Limited	20	251%
15	Almondz Commodities Private Limited	Borrowings from Avonmore Capital & Management Services Limited and payment of Interest relating thereto.	15	27778 %
Total			1545	

#Transactions with Avonmore Capital & Management Services Limited (ACMS)

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), Skiffle Healthcare Services Limited (SHSL), North Square Projects Private Limited(NSPL), Almondz Financial Services Limited(AFSL) and Almondz Commodities Private Limited(ACPL).

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.”

RESOLUTION NO. 4: APPROVAL OF 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 Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to approve all existing contracts/ arrangements/ agreements/transactions by way of ratification for all the transactions entered and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) after 30th Annual General Meeting of the Company by Almondz Global Securities Limited (“the Company”)and its existing subsidiaries on one hand with Almondz Finanz Limited on the other hand by way of ratification and for continuing with existing transaction and for the future transactions of the Company and Transactions entered/to be entered as enumerated in the Table below till 31st Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 292 crores provided that the transactions shall be carried on an arm’s length basis and in the ordinary course of business of the Company/ and or its subsidiaries:

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 preceeding financial year, that is represented by the value of proposed RPT’s)
1	Almondz Global Securities Limited	Borrowings from Almondz Finanz Limited and payment of Interest relating thereto.	100	83%
2	Almondz Global Securities Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Almondz Finanz Limited.	50	42%
3	Almondz Global Securities Limited	Corporate Guarantee and Security taken from Almondz Finanz Limited to secure loan and borrowing of the Company.	50	42%
4	Almondz Global Infra-Consultants Limited	Borrowings from Almondz Finanz Limited and payment of Interest relating thereto.	50	68%
5	Almondz Global Infra-Consultants Limited	Corporate Guarantee and Security taken from Almondz Finanz Limited to secure loan and borrowing.	20	27%
6	North Square Projects Private Limited	Borrowings from Almondz Finanz Limited and payment of Interest relating thereto	5	612%

7	Almondz Financial Services Limited	Borrowings from Almondz Finanz Limited and payment of Interest relating thereto	15	188%
8	Almondz Commodities Private Limited	Borrowings from Almondz Finanz Limited and payment of Interest relating thereto	2	3704%
Total			292	

#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), Almondz Global Infra- Consultant Limited (AGICL), North Square Projects Private Limited (NSPL), Almondz Financial Services Limited (AFSL) and Almondz Commodities Private Limited (ACPL).

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.”

RESOLUTION NO. 5: APPROVAL OF 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 Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to approve all existing contracts/ arrangements/ agreements/transactions by way of ratification for all the transactions entered and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) after 30th Annual General Meeting of the Company by Almondz Global Securities Limited (“the Company”)and its existing subsidiaries on one hand with Anemone Holdings Private Limited on the other hand by way of ratification and for continuing with existing transaction and for the future transactions of the Company and Transactions entered/to be entered as enumerated in the Table below till 31st Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 170 crores provided that the transactions shall be carried on an arm’s length basis and in the ordinary course of business of the Company/ and or its subsidiaries:

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)
1	Almondz Global Securities Limited	Borrowings from Anemone Holdings Private Limited and payment of Interest relating thereto	50	42%
2	Almondz Global Securities Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Anemone Holdings Private Limited.	20	17%
3	Almondz Global Infra-Consultants Limited	Borrowings from Anemone Holdings Private Limited and payment of Interest relating thereto	50	68%
4	Almondz Global Infra-Consultants Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Anemone Holdings Private Limited.	20	27%

5	Almondz Financial Services Limited	Borrowings from Anemone Holdings Private Limited and payment of Interest relating thereto	20	251%
6	Almondz Financial Services Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Anemone Holdings Private Limited.	20	251%
7	North Square Projects Private Limited	Borrowings from Anemone Holdings Private Limited and payment of Interest relating thereto	5	612%
8	North Square Projects Private Limited	Sale and Purchase of Securities, Instruments etc. from and/or to Anemone Holdings Private Limited.	2	612%
Total			187	

#Transactions with Anemone Holdings Private Limited (AHPL)

Relation with Listed entity and its subsidiaries

AHPL is a Sister Concern Company of Almondz Global Securities Limited (AGSL), Almondz Global Infra- Consultant Limited (AGICL), North Square Projects Private Limited (NSPL) 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.”

RESOLUTION NO. 6: APPROVAL OF 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 Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to approve all existing contracts/ arrangements/ agreements/transactions by way of ratification for all the transactions entered and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) after 30th Annual General Meeting of the Company by Almondz Global Securities Limited (“the Company”) and its subsidiary on one hand with Premier Green Innovations Private Limited on the other hand by way of ratification and for continuing with existing transaction and for the future transactions of the Company and Transactions entered/to be entered as enumerated in the Table below till 31st Annual General Meeting of the Company for period not exceeding fifteen months, for an amount not exceeding INR 660 crores provided that the transactions shall be carried on an arm’s length basis and in the ordinary course of business of the Company/ and or its subsidiaries:

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)
1	Almondz Global Securities 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	20	17%
2	Almondz Global Securities Limited	Loan given to Preimer Green Innovation Private Limited and Interest paid in relation thereto.	20	17%
3	North Square Projects Private Limited	Corporate Guarantee and Security given to Premier Green Innovations Private Limited to secure loan and borrowing.	600	73484%
4	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	20	2449%
		Total	660	

#Transactions with Premier Green Innovations Private Limited (PGIPL)

Relation with Listed entity and its subsidiaries

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

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**

Date: February 12, 2025

Place: New Delhi

NOTES:

1. A Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members/Register of Beneficial Owners as on **Friday, February 14th, 2025 (the "Cut-Off Date")** received from the Depositories and whose email address is registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at 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 CDSL at www.evotingindia.com
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.almondzglobal.com duly filled and signed along with requisite supporting documents to BEETAL Financial & Computer Services Pvt Ltd at BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person, who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. Subject to the provisions of the Articles of Association of the Company, voting rights of a member/beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. **The e-voting period commences at 9:00 a.m. (IST) on Thursday, February 27, 2025 and ends at 5:00 p.m. (IST) on Friday, March 28, 2025.**
9. **The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Friday, March 28, 2025.**
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members seeking to inspect such documents can send an email to secretarial@almondz.com mentioning his/her/its folio number/DP ID and Client ID.

11. PROCEDURE FOR E-VOTING:

(i) E-VOTING FACILITY

- a. The Company is providing e-voting facility of CDSL to its members to exercise their right to vote on the proposed resolutions by electronic means.
- b. **The e-voting facility will be available during the following voting period:**

Commencement of e-voting	09.00 a.m. (IST) on Thursday, February 27, 2025
End of e-voting	5.00 p.m. (IST) on Friday, March 28, 2025

The e-voting will not be allowed beyond the aforesaid date and time and the e- voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

- c. **The manner of e-voting by (i) individual members holding shares of the Company in demat mode (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given hereinbelow.**

(i) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual ds 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 from **9.00 a.m. (IST) on Thursday, February 27, 2025 and ends at 5.00 p.m. (IST) on Friday, March 28, 2025**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date is **Friday, February 14th, 2025**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) 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.

(iii) 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 abovesaid SEBI Circular, Login method for e-Voting **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	<ol style="list-style-type: none"> 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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.nsd.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.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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 18002109911
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.: 022-48867000 and 022-24997000

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) Login method for Remote e-Voting 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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) 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.

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 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 at toll free no. 1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 (‘ACT’)

The following Statement sets out all material facts relating to Resolution No. 1 mentioned in the accompanying Notice.

Pursuant to the provisions of the Companies Act, 2013 and in pursuance of the covenants, if any, of the financing documents of the Company, the Company is required to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder to enable to convert the outstanding debt of Avonmore Capital & Management Services Limited, at their option, into equity shares of the Company upon such terms and conditions as may deem appropriate by the Board and at a price to be determined in accordance with the applicable laws, valuation at the time of exercise of such conversion option.

Section 62(3) of the Companies Act, 2013, provides that nothing in Section 62 shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the Company; provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in General Meeting. Hence the resolution is proposed for members consideration and approval as Special Resolution.

Your Board hereby clarifies that this resolution is merely an enabling resolution and proposals of conversion of loan into Equity, either pending or envisaged currently and be taken as enabling resolution as of now.

As the resolution is only compliance-based resolution, None of the Directors and Key Managerial Personnel of the Company and their relatives etc. may be deemed to be interested / concerned in this resolution.

The following Statement sets out all material facts relating to Resolution No. 2 to mentioned in the accompanying Notice.

Almondz Global Securities Employees Stock Option Scheme 2007 (“ESOS” or “Scheme”) as approved by the Shareholders of the Company, the Company is entitled, as on the date of this meeting, to grant an aggregate of 1,50,00,000 or 50% of paid-up share capital of the Company, whichever is lower. The Company has granted a total of 10570000 options out of which 47,11,800 options got lapsed, a portion of which had been re-issued by the Company. Further, till date, an aggregate of 2362830 options were exercised by the concerned employees of the Company.

Now looking at the current market price as well as the quantum of ESOP to the respective employees, it is proposed to increase the Exercise Periods of the ESOPs granted to the eligible employees to provide them flexibility to exercise it in a longer period of time so that they have the flexibility to make tax planning and in result to make the ESOP more attractive and lucrative for them and in the interest of employee. The management of the Company therefore thought it prudent to revise the exercise period from the existing level to further period of 10 years for each tranche in the Series “G” , “I” and “J”. Accordingly, the Compensation Committee in its meeting held on 12th February, 2025 has revised the Exercise Period by extending it to further 10 years for each tranche in the Series “G” , “I” and “J” as under:

Series	Existing Exercise Period Expiry	Revised Exercise Period Expiry				
Series G	2 September 2027	2 September 2037				
	Tranche 1	Tranche 2		Tranche 2		
Series I	Existing Exercise Period Expiry	Revised Exercise Period Expiry	Existing Exercise Period Expiry	Revised Exercise Period Expiry	Existing Exercise Period Expiry	Revised Exercise Period Expiry
	14 March 2027	14 March 2037	14 March 2028	14 March 2038	14 March 2029	14 March 2038
Series J*	30 May 2028	30 May 2038	30 May 2029	30 May 2039	30 May 2030	30 May 2040

*Except for one employee whose Vesting Period has also been increase as per his request as explained herein below

One of the employee namely Mr. Uday Prabhakar Powale whose role and responsibility has been changed in the organization has requested to increase the vesting period of the options granted to him. Accordingly, as per the request of the employee the Compensation Committee in its meeting held on 12th February, 2025 has revised the Vesting Period by extending it to further 1 year for each of his tranche in the Series “J” as under:

Tranche 1		Tranche 2		Tranche 3	
Existing Vesting Period	Revised Vesting Period	Existing Vesting Period	Revised Vesting Period	Existing Vesting Period	Revised Vesting Period
30 May 2025	30 May 2026	30 May 2026	30 May 2027	30 May 2027	30 May 2028
Existing Exercise Period Expiry	Revised Exercise Period Expiry	Existing Exercise Period Expiry	Revised Exercise Period Expiry	Existing Exercise Period Expiry	Revised Exercise Period Expiry
30 May 2028	30 May 2038	30 May 2029	30 May 2039	30 May 2030	30 May 2040

The proposed revising of exercise period will be in compliance of the SEBI Regulations and would be beneficial for the Employees. The Board of Directors accordingly recommend passing of the Special Resolution as contained in the Notice.

The Directors, KMPs or their relatives may be deemed to be concerned or interested in these resolutions to the extent of the ESOPs granted to them under the Scheme and to the extent of their shareholding as Members.

The following Statement sets out all material facts relating to Resolution No. 3 to 6 mentioned in the accompanying Notice.

Item No. 3

The members are informed pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), approval of the shareholders through Ordinary Resolution is required for all ‘material’ Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm’s length basis. For this purpose, a RPT will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Avonmore Capital & Management Services Limited 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 transactions (“Related Party Transactions”), on an arm’s length basis and in the ordinary course of business.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with Avonmore Capital & Management Services Limited are outlined as under:

Sr. No	Particulars	Details
1	Type, material terms and particulars of the proposed transaction	<p>1. Borrowing from Avonmore Capital & Management Services Limited (ACMS), and payment of interest by following companies:</p> <p>Almondz Global Securities Limited Almondz Global Infra-Consultant Limited Skiffle Healthcare Services Limited North Square Projects Private Limited Almondz Financial Services Limited Almondz Commodities Private Limited</p> <p>The above named companies have existing borrowing and in future may borrow funds for short term, medium term and long term business purposes from ACMS.</p> <p>The borrowed funds shall be used to meet the business requirements and general corporate purposes. ACMS is RBI Registered NBFC. The borrowings shall be made from ACMS to achieve quick turnaround time, confidentiality of terms of borrowing etc.</p> <p>ACMS is RBI Registered NBFC and the borrowings shall be made from ACMS to achieve quick turnaround time, confidentiality of terms of borrowing.</p> <p>2. Corporate Guarantee from Avonmore Capital & Management Services Limited (ACMS) by following companies:</p> <p>Almondz Global Securities Limited Almondz Global Infra-Consultant Limited</p> <p>The abovenamed Companies have availed Corporate Guarantee and security and in future may avail Corporate Guarantee and collateral securities from ACMS for borrowings and credit facilities from Banks and financial Institutions. As general practice of Banks, Corporate Guarantees are required and based on the sanction’s letters of the Banks and Financial Institutions.</p>

		<p>3. Sale and Purchase of Securities, Instruments etc., from and /or to Avonmore Capital & Management Services Limited (ACMS), with following companies</p> <p>Almondz Global Securities Limited Almondz Financial Services Limited</p> <p>The Company/subsidiaries are inter-alia engaged in the business of buying and selling shares and securities. The securities will be bought from ACMS to park idle funds, maximizing the yield on investments in the interest of the Company etc. Similarly, investments may be liquidated by selling to ACMS depending upon liquidity scenario, to book profits, to switch funds in other investments avenues etc., in the best interest of the Company/subsidiaries.</p> <p>4. Investment by way of subscription/redemption etc in the securities from and/or to Avonmore Capital & Management Services Limited (ACMS), in following companies</p> <p>Almondz Global Securities Limited Almondz Global Infra-Consultant Limited Skiffle Healthcare Services Limited North Square Projects Private Limited Almondz Financial Services Limited</p> <p>Investment by way of subscription/ redemption etc., can be made in the following securities:</p> <ol style="list-style-type: none"> Equity Shares Preference Shares Debentures Any other type of instrument/security issued by PGIP <p>Investments shall be made with the following objectives:</p> <ol style="list-style-type: none"> To retain the control To earn reasonable return on investments To infuse capital To achieve optimum capital structure To park idle funds <p>and general corporate purposes.</p>												
2	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	<table border="1"> <thead> <tr> <th data-bbox="667 1272 762 1312">Sr. No</th> <th data-bbox="762 1272 1043 1312">Particulars</th> <th data-bbox="1043 1272 1485 1312">Details</th> </tr> </thead> <tbody> <tr> <td data-bbox="667 1312 762 1384"></td> <td data-bbox="762 1312 1043 1384">Name of the Related Party</td> <td data-bbox="1043 1312 1485 1384">Avonmore Capital & Management Services Limited (ACMS)</td> </tr> <tr> <td data-bbox="667 1384 762 1608">i</td> <td data-bbox="762 1384 1043 1608">Relationship with the listed entity</td> <td data-bbox="1043 1384 1485 1608">Avonmore Capital & Management Services Limited (ACMS) is a Holding Company of the Company. The ACMS holds 50.15% of the total equity paid up share capital in the Company.</td> </tr> <tr> <td data-bbox="667 1608 762 1709">ii</td> <td data-bbox="762 1608 1043 1709">Concern or interest of the related party (financial/ otherwise)</td> <td data-bbox="1043 1608 1485 1709">Financial</td> </tr> </tbody> </table>	Sr. No	Particulars	Details		Name of the Related Party	Avonmore Capital & Management Services Limited (ACMS)	i	Relationship with the listed entity	Avonmore Capital & Management Services Limited (ACMS) is a Holding Company of the Company. The ACMS holds 50.15% of the total equity paid up share capital in the Company.	ii	Concern or interest of the related party (financial/ otherwise)	Financial
Sr. No	Particulars	Details												
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ii	Concern or interest of the related party (financial/ otherwise)	Financial												

	Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);	Sr. No	Particulars	Details
		i	Name of the Related Party	Avonmore Capital & Management Services Limited (ACMS)
		ii	Relationship with Almondz Global Infra-Consultant Limited, Skiffle Healthcare Services Limited, Almondz Financial Services Limited, North Square Projects Private Limited and Almondz Commodities Private Limited. (AGICL, SHSL, AFSL, NSPL & ACPL)	Avonmore Capital & Management Services Limited (ACMS) is an ultimate Holding Company of AGICL, SHSL, AFSL, NSPL & ACPL.
		iii	Concern or interest of the related party (financial/ otherwise)	Financial
3	Tenure of the proposed	From 30th Annual General Meeting of the Company till 31st Annual General Meeting of the Company for a period not exceeding fifteen months.		
4	Value of the proposed transactions	The total aggregate value of all such transactions/contracts/arrangement shall not exceed INR 1545 crores in each financial year.		
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Mentioned in the resolution.		
6	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary			
	a.	details of the source of funds in connection with the proposed transaction	The financial assistance / investment would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment.	
	b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness - cost of funds; - tenure	Not applicable, since the Company would not be incurring financial indebtedness especially for giving financial assistance or making investments	
	c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The Loan facility shall be availed to meet short/ medium/ long term funding requirements of the Company at the prevailing market rate. In case of revolving line of credit, the repayment shall be on demand, in case of other facility; the repayment shall be either on Equated Monthly Settlement and/ or Bullet payment depending upon the term/ nature of facility. The rate of interest shall depend upon the market rate, tenure, credit rating and amount of loan.	

	d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party Transaction	The funds shall be used for operational activities, working capital requirements and other business requirements.
7	Justification as to why the RPT is in the interest of the listed entity	Refer point 1. Type, material terms and particulars of the proposed transaction	
8	Details of the Valuation or other external party report (if any)	<p>The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business.</p> <p>The related party transactions will be supported by the applicable market price/market quotes and Valuation Report of an Independent Valuer, wherever necessary.</p>	
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered email address of the shareholders.	Not Applicable	
10	<p>Name of the Director or KMP who is related, if any</p> <p>Following disclosure of interest between the Company with its related party</p> <p>Name of the related party of the Company: Avonmore Capital & Management Services Limited (ACMS)</p> <p>Except Promoters of AGSL and Mr. Satish Chandra Sinha and Mr. Rajkumar Khanna (being an Independent directors on Board of Directors of AGSL), none of the Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>Following disclosure of interest between subsidiaries with related party i.e. Avonmore Capital & Management Services Limited (ACMS)</p> <p>a. Almondz Global Infra- Consultant Limited (AGICL)</p> <p>Except Promoters of AGICL and Mr. Satish Chandra Sinha (being an Independent director on the Board of AGICL) none of the Directors, Key Managerial Personnel of the AGICL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>b. North Square Projects Private Limited (NSPL)</p> <p>Except Promoters of NSPL none of the Directors, Key Managerial Personnel of the NSPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>c. Almondz Financial Services Limited (AFSL)</p> <p>Except Promoters of AFSL none of the Directors, Key Managerial Personnel of the AFSL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>d. Almondz Commodities Private Limited (ACPL)</p> <p>Except Promoters of ACPL, none of the Directors, Key Managerial Personnel of the ACPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>e. Skiffle Healthcare Services Limited (SHSL)</p> <p>Except Promoters of SHSL, none of the Directors, Key Managerial Personnel of the SHSL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p>		

The transactions, which are enabling in nature, have been approved by the "Board" (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on February 12, 2025 in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 3 of this Notice for approval of the shareholders.

Item No. 4

The members are informed pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), approval of the shareholders through Ordinary Resolution is required for all 'material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For

this purpose, a RPT will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.:

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.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with Almondz Finanz Limited are outlined as under.

Sr. No	Particulars	Details												
1.	Type, material terms and particulars of the proposed transaction	<p>1. Borrowing from Almondz Finanz Limited (AFL), and payment of interest by following companies:</p> <p>Almondz Global Securities Limited Almondz Global Infra-Consultant Limited North Square Projects Private Limited Almondz Financial Services Limited Almondz Commodities Private Limited</p> <p>The above named companies have existing borrowing and in future may borrow funds for short term, medium term and long term business purposes from AFL.</p> <p>The borrowed funds shall be used to meet the business requirements and general corporate purposes. AFL is RBI Registered NBFC. The borrowings shall be made from AFL to achieve quick turnaround time, confidentiality of terms of borrowing etc.</p> <p>2. Corporate Guarantee from Almondz Finanz Limited (AFL) by following companies:</p> <p>Almondz Global Securities Limited Almondz Global Infra-Consultant Limited</p> <p>The abovenamed Companies have availed Corporate Guarantee and security and in future may avail Corporate Guarantee and collateral securities from AFL for borrowings and credit facilities from Banks and financial Institutions. As general practice of Banks, Corporate Guarantees are required and based on the sanction’s letters of the Banks and Financial Institutions.</p> <p>3. Sale and Purchase of Securities, Instruments etc., from and /or to Almondz Finanz Limited (AFL), with following companies</p> <p>Almondz Global Securities Limited</p> <p>The Company is inter-alia engaged in the business of buying and selling shares and securities. The securities will be bought from and/or to AFL to park idle funds, maximizing the yield on investments in the interest of the Company etc. Similarly, investments may be liquidated by selling to AFL depending upon liquidity scenario, to book profits, to switch funds in other investments avenues etc., in the best interest of the Company.</p>												
2.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	<table border="1"> <thead> <tr> <th data-bbox="692 1702 778 1736">Sr. No</th> <th data-bbox="783 1702 1066 1736">Particulars</th> <th data-bbox="1070 1702 1482 1736">Details</th> </tr> </thead> <tbody> <tr> <td data-bbox="692 1742 778 1809">i</td> <td data-bbox="783 1742 1066 1809">Name of the Related Party</td> <td data-bbox="1070 1742 1482 1809">Almondz Finanz Limited (AFL)</td> </tr> <tr> <td data-bbox="692 1816 778 1906">ii</td> <td data-bbox="783 1816 1066 1906">Relationship with the listed entity</td> <td data-bbox="1070 1816 1482 1906">Almondz Finanz Limited (AFL) is a Sister Concern Company of the Company.</td> </tr> <tr> <td data-bbox="692 1912 778 2002">iii</td> <td data-bbox="783 1912 1066 2002">Concern or interest of the related party (financial/ otherwise)</td> <td data-bbox="1070 1912 1482 2002">Financial</td> </tr> </tbody> </table>	Sr. No	Particulars	Details	i	Name of the Related Party	Almondz Finanz Limited (AFL)	ii	Relationship with the listed entity	Almondz Finanz Limited (AFL) is a Sister Concern Company of the Company.	iii	Concern or interest of the related party (financial/ otherwise)	Financial
Sr. No	Particulars	Details												
i	Name of the Related Party	Almondz Finanz Limited (AFL)												
ii	Relationship with the listed entity	Almondz Finanz Limited (AFL) is a Sister Concern Company of the Company.												
iii	Concern or interest of the related party (financial/ otherwise)	Financial												

	Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);	Sr. No		Particulars	Details
		i	Name of the Related Party	Almondz Finanz Limited (AFL)	
		ii	Relationship with Almondz Global Infra-Consultant Limited, Almondz Financial Services Limited, North Square Projects Private Limited, and Almondz Commodities Private Limited. (AGICL, AFSL, NSPL & ACPL)	Almondz Finanz Limited (AFL) is a Sister Concern Company of AGICL, AFSL, NSPL, & ACPL.	
		iii	Concern or interest of the related party (financial/ otherwise)	Financial	
3	Tenure of the proposed	From 30th Annual General Meeting of the Company till 31st Annual General Meeting of the Company for a period not exceeding fifteen months.			
4	Value of the proposed transactions	The total aggregate value of all such transactions/contracts/arrangement shall not exceed INR 292 crores in each financial year.			
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Mentioned in the resolution.			
6	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary				
	a.	details of the source of funds in connection with the proposed transaction	The financial assistance / investment would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment.		
	b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness - cost of funds; - tenure	Not applicable, since the Company would not be incurring financial indebtedness especially for giving financial assistance or making investments		
	c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The Loan facility shall be availed to meet short/ medium/ long term funding requirements of the Company at the prevailing market rate. In case of revolving line of credit, the repayment shall be on demand, in case of other facility; the repayment shall be either on Equated Monthly Settlement and/ or Bullet payment depending upon the term/ nature of facility. The rate of interest shall depend upon the market rate, tenure, credit rating and amount of loan.		
	d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party Transaction	The funds shall be used for operational activities, working capital requirements and other business requirements.		

7	Justification as to why the RPT is in the interest of the listed entity	Refer point 1. Type, material terms and particulars of the proposed transaction
8	Details of the Valuation or other external party report (if any)	The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business. The related party transactions will be supported by the applicable market price/market quotes and Valuation Report of an Independent Valuer, wherever necessary.
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered email address of the shareholders.	Not Applicable
10	<p>Name of the Director or KMP who is related, if any</p> <p>Following disclosure of interest between the Company with its related party</p> <p>Name of the related party of the Company: Almondz Finanz Limited (AFL)</p> <p>Except Promoters of AGSL and Mr. Ajay Kumar and Mrs. Neelu Jain (being an Independent directors on Board of Directors of AGSL), none of the Directors & Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>Following disclosure of interest between subsidiaries with related party i.e. Almondz Finanz Limited (AFL)</p> <p>a. Almondz Global Infra- Consultant Limited (AGICL)</p> <p>Except Promoters of AGICL none of the Directors, Key Managerial Personnel of the AGICL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>b. North Square Projects Private Limited (NSPL)</p> <p>Except Promoters of NSPL none of the Directors, Key Managerial Personnel of the NSPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>c. Almondz Financial Services Limited (AFSL)</p> <p>Except Promoters of AFSL and Mr. Sanjay Dewan (Director on the Board of AFSL) none of the Directors, Key Managerial Personnel of the AFSL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>d. Almondz Commodities Private Limited (ACPL)</p> <p>Except Promoters of ACPL, none of the Directors, Key Managerial Personnel of the ACPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p>	

The transactions, which are enabling in nature, have been approved by the "Board" (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on February 12, 2025 in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 4 of this Notice for approval of the shareholders

Item No. 5

The members are informed pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), approval of the shareholders through Ordinary Resolution is required for all 'material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower:

Anemone Holdings Private Limited is a private limited company registered under Companies Act 1956/2013 and engaged in lending and investment activities.

Anemone Holdings Private 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.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with Anemone Holdings Private Limited are outlined as under.

Sr. No	Particulars	Details												
1.	Type, material terms and particulars of the proposed transaction	<p>1. Borrowing from Anemone Holdings Private Limited (AHPL), and payment of interest by following companies:</p> <p>Almondz Global Securities Limited Almondz Global Infra-Consultant Limited North Square Projects Private Limited Almondz Financial Services Limited</p> <p>The above named companies have existing borrowing and in future may borrow funds for short term, medium term and long term business purposes from AHPL.</p> <p>The borrowed funds shall be used to meet the business requirements and general corporate purposes. The borrowings shall be made from AHPL to achieve quick turnaround time, confidentiality of terms of borrowing etc.</p> <p>2. Sale and Purchase of Securities, Instruments etc., from and / or to Anemone Holdings Private Limited (AHPL), with following companies</p> <p>Almondz Global Securities Limited Almondz Global Infra-Consultant Limited North Square Projects Private Limited Almondz Financial Services Limited</p> <p>The Company are inter-alia engaged in the business of buying and selling shares and securities. The securities will be bought from and/or to AHPL to park idle funds, maximizing the yield on investments in the interest of the Company etc. Similarly, investments may be liquidated by selling to AHPL depending upon liquidity scenario, to book profits, to switch funds in other investments avenues etc., in the best interest of the Company.</p>												
2.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	<table border="1"> <thead> <tr> <th data-bbox="683 1160 767 1193">Sr. No</th> <th data-bbox="772 1160 1054 1193">Particulars</th> <th data-bbox="1059 1160 1482 1193">Details</th> </tr> </thead> <tbody> <tr> <td data-bbox="683 1200 767 1267">i</td> <td data-bbox="772 1200 1054 1267">Name of the Related Party</td> <td data-bbox="1059 1200 1482 1267">Anemone Holdings Private Limited (AHPL)</td> </tr> <tr> <td data-bbox="683 1274 767 1368">ii</td> <td data-bbox="772 1274 1054 1368">Relationship with the listed entity</td> <td data-bbox="1059 1274 1482 1368">Anemone Holdings Private Limited (AHPL) is a Sister Concern Company of the Company.</td> </tr> <tr> <td data-bbox="683 1375 767 1469">iii</td> <td data-bbox="772 1375 1054 1469">Concern or interest of the related party (financial/ otherwise)</td> <td data-bbox="1059 1375 1482 1469">Financial</td> </tr> </tbody> </table>	Sr. No	Particulars	Details	i	Name of the Related Party	Anemone Holdings Private Limited (AHPL)	ii	Relationship with the listed entity	Anemone Holdings Private Limited (AHPL) is a Sister Concern Company of the Company.	iii	Concern or interest of the related party (financial/ otherwise)	Financial
Sr. No	Particulars	Details												
i	Name of the Related Party	Anemone Holdings Private Limited (AHPL)												
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	Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);	<table border="1"> <thead> <tr> <th data-bbox="683 1496 767 1529">Sr. No</th> <th data-bbox="772 1496 1145 1529">Particulars</th> <th data-bbox="1150 1496 1482 1529">Details</th> </tr> </thead> <tbody> <tr> <td data-bbox="683 1536 767 1603">i</td> <td data-bbox="772 1536 1145 1603">Name of the Related Party</td> <td data-bbox="1150 1536 1482 1603">Almondz Finanz Limited (AFL)</td> </tr> <tr> <td data-bbox="683 1610 767 1800">ii</td> <td data-bbox="772 1610 1145 1800">Relationship with Almondz Global Infra-Consultant Limited, Almondz Financial Services Limited, North Square Projects Private Limited. (AGICL, AFSL, & NSPL)</td> <td data-bbox="1150 1610 1482 1800">Anemone Holdings Private Limited (AHPL) is a Sister Concern Company of AGICL, AFSL & NSPL.</td> </tr> <tr> <td data-bbox="683 1807 767 1874">iii</td> <td data-bbox="772 1807 1145 1874">Concern or interest of the related party (financial/ otherwise)</td> <td data-bbox="1150 1807 1482 1874">Financial</td> </tr> </tbody> </table>	Sr. No	Particulars	Details	i	Name of the Related Party	Almondz Finanz Limited (AFL)	ii	Relationship with Almondz Global Infra-Consultant Limited, Almondz Financial Services Limited, North Square Projects Private Limited. (AGICL, AFSL, & NSPL)	Anemone Holdings Private Limited (AHPL) is a Sister Concern Company of AGICL, AFSL & NSPL.	iii	Concern or interest of the related party (financial/ otherwise)	Financial
Sr. No	Particulars	Details												
i	Name of the Related Party	Almondz Finanz Limited (AFL)												
ii	Relationship with Almondz Global Infra-Consultant Limited, Almondz Financial Services Limited, North Square Projects Private Limited. (AGICL, AFSL, & NSPL)	Anemone Holdings Private Limited (AHPL) is a Sister Concern Company of AGICL, AFSL & NSPL.												
iii	Concern or interest of the related party (financial/ otherwise)	Financial												
3	Tenure of the proposed	From 30th Annual General Meeting of the Company till 31st Annual General Meeting of the Company for a period not exceeding fifteen months.												
4	Value of the proposed transactions	The total aggregate value of all such transactions/contracts/arrangement shall not exceed INR 187 crores in each financial year.												

5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Mentioned in the resolution.
6	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	a.	<p>details of the source of funds in connection with the proposed transaction</p> <p>The financial assistance / investment would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment.</p>
	b.	<p>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> - nature of indebtedness - cost of funds; - tenure <p>Not applicable, since the Company would not be incurring financial indebtedness especially for giving financial assistance or making investments</p>
	c.	<p>applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>The Loan facility shall be availed to meet short/ medium/ long term funding requirements of the Company at the prevailing market rate. In case of revolving line of credit, the repayment shall be on demand, in case of other facility; the repayment shall be either on Equated Monthly Settlement and/ or Bullet payment depending upon the term/ nature of facility. The rate of interest shall depend upon the market rate, tenure, credit rating and amount of loan.</p>
	d.	<p>The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party Transaction</p> <p>The funds shall be used for operational activities, working capital requirements and other business requirements.</p>
7	Justification as to why the RPT is in the interest of the listed entity	Refer point 1. Type, material terms and particulars of the proposed transaction
8	Details of the Valuation or other external party report (if any)	<p>The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business.</p> <p>The related party transactions will be supported by the applicable market price/market quotes and Valuation Report of an Independent Valuer, wherever necessary.</p>
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered email address of the shareholders.	Not Applicable

10	<p>Name of the Director or KMP who is related, if any</p> <p>Following disclosure of interest between the Company with its related party</p> <p>Name of the related party of the Company: Anemone Holdings Private Limited (AHPL)</p> <p>Except Promoters of AGSL none of the Directors & Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>Following disclosure of interest between subsidiaries with related party i.e. Anemone Holdings Private Limited (AHPL)</p> <p>a. Almondz Global Infra- Consultant Limited (AGICL)</p> <p>Except Promoters of AGICL none of the Directors, Key Managerial Personnel of the AGICL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>b. North Square Projects Private Limited (NSPL)</p> <p>Except Promoters of NSPL none of the Directors, Key Managerial Personnel of the NSPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p>c. Almondz Financial Services Limited (AFSL)</p> <p>Except Promoters of AFSL and Mr. Sanjay Dewan (Director on the Board of AFSL) none of the Directors, Key Managerial Personnel of the AFSL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p>
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Item No. 6

The members are informed pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), approval of the shareholders through Ordinary Resolution is required for all ‘material’ Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm’s length basis. For this purpose, a RPT will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower:

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

Preimer Green Innovations Private 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.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with Preimer Green Innovations Private Limited are outlined as under:

Sr. No	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	<p>1. Corporate Guarantee to Premier Green Innovations Private Limited (PGIPL) by following companies:</p> <p>North Square Projects Private Limited</p> <p>The abovenamed Companies has already given a Corporate Guarantee and security and in future may give the Corporate Guarantee and collateral securities to PGIPL for borrowings and credit facilities from Banks and financial Institutions. As general practice of Banks, Corporate Guarantees are required and based on the sanction’s letters of the Banks and Financial Institutions.</p> <p>2. 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 (PGIPL)</p> <p>Almondz Global Securities Limited</p> <p>North Square Projects Private Limited</p> <p>Investment by way of subscription/ redemption etc., can be made in the following securities:</p> <ol style="list-style-type: none"> a. Equity Shares b. Preference Shares c. Debentures d. Any other type of instrument/security issued by PGIP

		<p>Investments shall be made with the following objectives:</p> <ol style="list-style-type: none"> To retain the control To earn reasonable return on investments To infuse capital To achieve optimum capital structure To park idle funds and general corporate purposes. <p>3. Loan given to Premier Green Innovation Private Limited (PGIPL) and Interest Paid thereon.</p> <p>The Company may give loan in future for short term, medium term and long term business purposes to PGIPL. The funds shall be used to meet the business requirements and general corporate purposes of PGIPL.</p>												
2.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	<table border="1"> <thead> <tr> <th>Sr. No</th> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>i</td> <td>Name of the Related Party</td> <td>Premier Green Innovation Private Limited (PGIPL)</td> </tr> <tr> <td>ii</td> <td>Relationship with the listed entity</td> <td>Premier Green Innovation Private Limited (PGIPL) is an associate Company of the Company.</td> </tr> <tr> <td>iii</td> <td>Concern or interest of the related party (financial/ otherwise)</td> <td>Financial</td> </tr> </tbody> </table>	Sr. No	Particulars	Details	i	Name of the Related Party	Premier Green Innovation Private Limited (PGIPL)	ii	Relationship with the listed entity	Premier Green Innovation Private Limited (PGIPL) is an associate Company of the Company.	iii	Concern or interest of the related party (financial/ otherwise)	Financial
Sr. No	Particulars	Details												
i	Name of the Related Party	Premier Green Innovation Private Limited (PGIPL)												
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Sr. No	Particulars	Details												
i	Name of the Related Party	Premier Green Innovation Private Limited (PGIPL)												
ii	Relationship with Almondz Global Infra-Consultant Limited, Almondz Financial Services Limited, North Square Projects Private Limited. (AGICL, AFSL, & NSPL)	Premier Green Innovation Private Limited (PGIPL) is an associated Company of NSPL.												
iii	Concern or interest of the related party (financial/ otherwise)	Financial												
3	Tenure of the proposed	From 30th Annual General Meeting of the Company till 31st Annual General Meeting of the Company for a period not exceeding fifteen months.												
4	Value of the proposed transactions	The total aggregate value of all such transactions/contracts/arrangement shall not exceed INR 660 crores in each financial year.												
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Mentioned in the resolution.												
6	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary													
	a.	<table border="1"> <tr> <td>details of the source of funds in connection with the proposed transaction</td> <td>The financial assistance / investment would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment.</td> </tr> </table>	details of the source of funds in connection with the proposed transaction	The financial assistance / investment would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment.										
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	b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness - cost of funds; - tenure	Not applicable, since the Company would not be incurring financial indebtedness especially for giving financial assistance or making investments
	c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The Loan facility shall be availed to meet short/ medium/ long term funding requirements of the Company at the prevailing market rate. In case of revolving line of credit, the repayment shall be on demand, in case of other facility; the repayment shall be either on Equated Monthly Settlement and/ or Bullet payment depending upon the term/ nature of facility. The rate of interest shall depend upon the market rate, tenure, credit rating and amount of loan.
	d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party Transaction	The funds shall be used for operational activities, working capital requirements and other business requirements.
7	Justification as to why the RPT is in the interest of the listed entity	Refer point 1. Type, material terms and particulars of the proposed transaction	
8	Details of the Valuation or other external party report (if any)	The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business. The related party transactions will be supported by the applicable market price/market quotes and Valuation Report of an Independent Valuer, wherever necessary.	
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered email address of the shareholders.	Not Applicable	
10	Name of the Director or KMP who is related, if any		
	Following disclosure of interest between the Company with its related party Name of the related party of the Company: Premier Green Innovation Private Limited (PGIPL) Except Promoters of AGSL none of the Directors & Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.		
	Following disclosure of interest between subsidiaries with related party i.e. Premier Green Innovation Private Limited (PGIPL) a. North Square Projects Private Limited (NSPL) Except promoters of NSPL None of the Directors, Key Managerial Personnel of the NSPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution		

The transactions, which are enabling in nature, have been approved by the "Board" (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on February 12, 2025 in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 6 of this Notice for approval of the shareholders.

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

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

Date: February 12, 2025

Place: New Delhi